

**504.702 Special meeting.**

1. A corporation with members shall hold a special meeting of members when either of the following occurs:

a. At the call of its board or the person or persons authorized to do so by the corporation's articles or bylaws.

b. Except as provided in the articles or bylaws of a corporation, if the holders of at least five percent of the voting power of any corporation sign, date, and deliver to any corporate officer one or more written demands for the meeting describing the purpose for which it is to be held. Unless otherwise provided in the articles of incorporation, a written demand for a special meeting may be revoked by a writing to that effect received by the corporation prior to the receipt by the corporation of demands sufficient in number to require the holding of a special meeting.

2. The close of business on the thirtieth day before delivery of the demand for a special meeting to any corporate officer is the record date for the purpose of determining whether the five percent requirement of [subsection 1](#), paragraph "b", has been met.

3. If a notice for a special meeting demanded under [subsection 1](#), paragraph "b", is not given pursuant to [section 504.705](#) within thirty days after the date the written demand or demands are delivered to a corporate officer, regardless of the requirements of [subsection 4](#), a person signing the demand may set the time and place of the meeting and give notice pursuant to [section 504.705](#).

4. Special meetings of members may be held in or out of this state at a place stated in or fixed in accordance with the bylaws. If a place is not stated or fixed in accordance with the bylaws, special meetings shall be held at the corporation's principal office.

5. Only those matters that are within the purpose described in the meeting notice required by [section 504.705](#) may be considered at a special meeting of members.

6. The articles of incorporation or bylaws may provide that a special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, vote on matters submitted to the members, pose questions, and make comments.

[2004 Acts, ch 1049, §56, 192; 2006 Acts, ch 1089, §48; 2012 Acts, ch 1049, §6](#)

Referred to in [§504.703](#)