## 504.708 Action by written ballot.

- 1. Unless prohibited or limited by the articles or bylaws, any action which may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter.
  - 2. A written ballot shall do both of the following:
  - $\alpha$ . Set forth each proposed action.
  - b. Provide an opportunity to vote for or against each proposed action.
- 3. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
  - 4. All solicitations for votes by written ballot shall do all of the following:
  - a. Indicate the number of responses needed to meet the quorum requirements.
- b. State the percentage of approvals necessary to approve each matter other than election of directors.
- c. Specify the time by which a ballot must be received by the corporation in order to be counted.
- 5. Except as otherwise provided in the articles or bylaws, a written ballot shall not be revoked.
- 6. Unless prohibited by the articles or bylaws, a written ballot may be delivered and a vote may be cast on that ballot by electronic transmission. An electronic transmission of a written ballot shall contain or be accompanied by information indicating that a member, a member's agent, or a member's attorney authorized the electronic transmission of the ballot.

2004 Acts, ch 1049, §62, 192