

**524.534 Action without meeting.**

1. Unless the articles of incorporation or bylaws provide otherwise, action required or permitted to be taken under [this chapter](#) at a special shareholders' meeting may be taken without a meeting if the action is consented to by all shareholders. The action must be evidenced by one or more written consents describing the action taken, signed by each shareholder, and included in the minutes or filed with the corporate records reflecting the action taken.

2. Action taken under [this section](#) is effective when the last shareholder signs the consent, unless the consent specifies a different effective date.

3. A written consent signed under [this section](#) has the effect of a meeting vote and may be described as such in any document.

[95 Acts, ch 148, §50](#)