

490.1340 Other remedies limited.

1. The legality of a proposed or completed corporate action described in [section 490.1302, subsection 1](#), shall not be contested, nor may the corporate action be enjoined, set aside, or rescinded, in a legal or equitable proceeding by a shareholder after the shareholders have approved the corporate action.

2. [Subsection 1](#) does not apply to a corporate action that meets any of the following conditions:

a. Was not authorized and approved in accordance with the applicable provisions of any of the following:

- (1) [Subchapter IX, X, XI, or XII](#).
- (2) The articles of incorporation or bylaws.
- (3) The resolution of the board of directors authorizing the corporate action.

b. Was procured as a result of fraud, a material misrepresentation, or an omission of a material fact necessary to make statements made, in light of the circumstances in which they were made, not misleading.

c. Is an interested transaction, unless it has been recommended by the board of directors in the same manner as is provided in [section 490.862](#) and has been approved by the shareholders in the same manner as is provided in [section 490.863](#) as if the interested transaction were a director's conflicting interest transaction.

d. Is approved by less than unanimous consent of the voting shareholders pursuant to [section 490.704](#) if all of the following apply:

(1) The challenge to the corporate action is brought by a shareholder who did not consent and as to whom notice of the approval of the corporate action was not effective at least ten days before the corporate action was effected.

(2) The proceeding challenging the corporate action is commenced within ten days after notice of the approval of the corporate action is effective as to the shareholder bringing the proceeding.

[2013 Acts, ch 31, §66, 82; 2019 Acts, ch 24, §104; 2021 Acts, ch 165, §170, 230](#)