

490.140 Chapter definitions.

As used in [this chapter](#), unless otherwise specified:

1. “*Articles of incorporation*” means the articles of incorporation described in [section 490.202](#), all amendments to the articles of incorporation, and any other documents permitted or required to be delivered for filing by a domestic business corporation with the secretary of state under any provision of [this chapter](#) that modify, amend, supplement, restate, or replace the articles of incorporation. After an amendment of the articles of incorporation or any other document filed under [this chapter](#) that restates the articles of incorporation in their entirety, the articles of incorporation shall not include any prior documents. When used with respect to a foreign corporation or a domestic or foreign nonprofit corporation, the “*articles of incorporation*” of such an entity means the document of such entity that is equivalent to the articles of incorporation of a domestic business corporation.

2. “*Authorized shares*” means the shares of all classes a domestic or foreign corporation is authorized to issue.

3. “*Beneficial shareholder*” means a person who owns the beneficial interest in shares, which may be a record shareholder or a person on whose behalf shares are registered in the name of an intermediary or nominee.

4. “*Conspicuous*” means so written, displayed, or presented that a reasonable person against whom the writing is to operate should have noticed it.

5. “*Cooperative association*” means an entity that is structured and operated on a cooperative basis pursuant to 26 U.S.C. §1381(a) and that meets the definitional requirements of an association as provided in 12 U.S.C. §1141j(a) or 7 U.S.C. §291.

6. “*Corporation*”, “*domestic corporation*”, “*business corporation*”, or “*domestic business corporation*” means a corporation for profit, which is not a foreign corporation, incorporated under [this chapter](#).

7. “*Deliver*” or “*delivery*” means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and, if authorized in accordance with [section 490.141](#), by electronic transmission.

8. “*Distribution*” means a direct or indirect transfer of cash or other property, except a corporation’s own shares, or incurrence of indebtedness by a corporation to or for the benefit of its shareholders in respect of any of its shares. A distribution may be in the form of a payment of a dividend; a purchase, redemption, or other acquisition of shares; a distribution of indebtedness; a distribution in liquidation; or otherwise.

9. “*Document*” means any of the following:

a. A tangible medium on which information is inscribed, and includes handwritten, typed, printed or similar instruments, and copies of such instruments.

b. An electronic record.

10. “*Domestic*”, with respect to an entity, means an entity governed as to its internal affairs by the law of this state.

11. “*Effective date*”, when referring to a document accepted for filing by the secretary of state, means the time and date determined in accordance with [section 490.123](#).

12. “*Electronic*” means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.

13. “*Electronic mail*” means an electronic transmission directed to a unique electronic mail address.

14. “*Electronic mail address*” means a destination, commonly expressed as a string of characters, consisting of a unique user name or mailbox, commonly referred to as the “local part” of the address, and a reference to an internet domain, commonly referred to as the “domain part” of the address, whether or not displayed, to which electronic mail may be sent or delivered.

15. “*Electronic record*” means information that is stored in an electronic or other nontangible medium and is retrievable in paper form through an automated process used in conventional commercial practice, unless otherwise authorized in accordance with [section 490.141, subsection 10](#).

16. “*Electronic transmission*” or “*electronically transmitted*” means any form or process

of communication not directly involving the physical transfer of paper or another tangible medium, which is all of the following:

- a. Suitable for the retention, retrieval, and reproduction of information by the recipient.
- b. Retrievable in paper form by the recipient through an automated process used in conventional commercial practice, unless otherwise authorized in accordance with [section 490.141, subsection 10](#).

17. “*Eligible entity*” means a domestic or foreign unincorporated entity or a domestic or foreign nonprofit corporation.

18. “*Eligible interests*” means interests or memberships.

19. “*Employee*” includes an officer but not a director. A director may accept duties that make the director also an employee.

20. “*Entity*” includes a domestic and foreign business corporation; domestic and foreign nonprofit corporation; estate; trust; domestic and foreign unincorporated entity; and a state, the United States, and a foreign government.

21. “*Expenses*” means reasonable expenses of any kind, including reasonable fees and expenses of counsel and experts, that are incurred in connection with a matter.

22. “*Filing entity*” means an unincorporated entity, other than a limited liability partnership, that is of a type that is created by filing a public organic record or is required to file a public organic record that evidences its creation.

23. “*Foreign*”, with respect to an entity, means an entity governed as to its internal affairs by the organic law of a jurisdiction other than this state.

24. “*Foreign corporation*” or “*foreign business corporation*” means a corporation incorporated under a law other than the law of this state which would be a business corporation if incorporated under the law of this state.

25. “*Foreign nonprofit corporation*” means a corporation incorporated under a law other than the law of this state which would be a nonprofit corporation if incorporated under the law of this state.

26. “*Foreign registration statement*” means the foreign registration statement described in [section 490.1503](#).

27. “*Governmental subdivision*” includes an authority, city, county, district, and municipality.

28. “*Governor*” means any person under whose authority the powers of an entity are exercised and under whose direction the activities and affairs of the entity are managed pursuant to the organic law governing the entity and its organic rules.

29. “*Includes*” and “*including*” denote a partial definition or a nonexclusive list.

30. “*Individual*” means a natural person.

31. “*Interest*” means either or both of the following rights under the organic law governing an unincorporated entity:

- a. The right to receive distributions from the entity either in the ordinary course or upon liquidation.

- b. The right to receive notice or vote on issues involving its internal affairs, other than as an agent, assignee, proxy, or person responsible for managing its business and affairs.

32. “*Interest holder*” means a person who holds of record an interest.

33. a. “*Interest holder liability*” means any of the following:

- (1) Personal liability for a debt, obligation, or other liability of a domestic or foreign corporation or eligible entity that is imposed on a person by any of the following:

- (a) Solely by reason of the person’s status as a shareholder, member, or interest holder.

- (b) By the articles of incorporation of the domestic corporation or the organic rules of the eligible entity or foreign corporation that make one or more specified shareholders, members, or interest holders, or categories of shareholders, members, or interest holders, liable in their capacity as shareholders, members, or interest holders for all or specified liabilities of the corporation or eligible entity.

- (2) An obligation of a shareholder, member, or interest holder under the articles of incorporation of a domestic corporation or the organic rules of an eligible entity or foreign corporation to contribute to the entity.

- b. For purposes of paragraph “a”, except as otherwise provided in the articles of

incorporation of a domestic corporation or the organic law or organic rules of an eligible entity or a foreign corporation, interest holder liability arises under paragraph “a”, subparagraph (1), when the corporation or eligible entity incurs the liability.

34. “*Jurisdiction of formation*” means the state or country the law of which includes the organic law governing a domestic or foreign corporation or eligible entity.

35. “*Means*” denotes an exhaustive definition.

36. “*Membership*” means the rights of a member in a domestic or foreign nonprofit corporation.

37. “*Merger*” means a transaction pursuant to [section 490.1102](#).

38. “*Nonfiling entity*” means an unincorporated entity that is of a type that is not created by filing a public organic record.

39. “*Nonprofit corporation*” or “*domestic nonprofit corporation*” means a corporation incorporated under the laws of this state and subject to the provisions of [chapter 504](#).

40. “*Organic law*” means the statute governing the internal affairs of a domestic or foreign business or nonprofit corporation or unincorporated entity.

41. “*Organic rules*” means the public organic record and private organic rules of a domestic or foreign corporation or eligible entity.

42. “*Person*” means a person as defined in [section 4.1](#).

43. “*Principal office*” means the office, in or out of this state, so designated in the biennial report required by [section 490.1621](#) or foreign registration statement where the principal executive offices of a domestic or foreign corporation are located.

44. a. “*Private organic rules*” means any of the following:

(1) The bylaws of a domestic or foreign business or nonprofit corporation.

(2) The rules, regardless of whether in writing, that govern the internal affairs of an unincorporated entity, are binding on all of its interest holders, and are not part of its public organic record, if any.

b. Where private organic rules have been amended or restated, the term means the private organic rules as last amended or restated.

45. “*Proceeding*” includes a civil suit and criminal, administrative, and investigatory action.

46. a. “*Public organic record*” means any of the following:

(1) The articles of incorporation of a domestic or foreign business or nonprofit corporation.

(2) The document, if any, the filing of which is required to create an unincorporated entity, or which creates the unincorporated entity and is required to be filed.

b. Where a public organic record has been amended or restated, the term means the public organic record as last amended or restated.

47. “*Record date*” means the date fixed for determining the identity of the corporation’s shareholders and their shareholdings for purposes of [this chapter](#). Unless another time is specified when the record date is fixed, the determination shall be made as of the close of business at the principal office of the corporation on the date so fixed.

48. “*Record shareholder*” means any of the following:

a. The person in whose name shares are registered in the records of the corporation.

b. The person identified as the beneficial owner of shares in a beneficial ownership certificate pursuant to [section 490.723](#) on file with the corporation to the extent of the rights granted by such certificate.

49. “*Registered foreign corporation*” means a foreign corporation registered to do business in the state pursuant to [subchapter XV](#).

50. “*Secretary*” means the corporate officer to whom the board of directors has delegated responsibility under [section 490.840, subsection 3](#), to maintain the minutes of the meetings of the board of directors and of the shareholders and for authenticating records of the corporation.

51. “*Share exchange*” means a transaction pursuant to [section 490.1103](#).

52. “*Shareholder*” means a record shareholder.

53. “*Shares*” means the units into which the proprietary interests in a domestic or foreign corporation are divided.

54. “Sign” or “signature” means, with present intent to authenticate or adopt a document, doing any of the following:

a. Executing or adopting a tangible symbol to a document, including any manual, facsimile, or conformed signature.

b. Attaching to or logically associating with an electronic transmission an electronic sound, symbol, or process, and including an electronic signature in an electronic transmission.

55. “State”, when referring to a part of the United States, includes a state and commonwealth, and their agencies and governmental subdivisions, and a territory and insular possession, and their agencies and governmental subdivisions, of the United States.

56. “Subscriber” means a person who subscribes for shares in a corporation, whether before or after incorporation.

57. “Type of entity” means a generic form of entity that is any of the following:

a. Recognized at common law.

b. Formed under an organic law, regardless of whether some entities formed under that law are subject to provisions of that law that create different categories of the form of entity.

58. a. “Unincorporated entity” means an organization or artificial legal person that either has a separate legal existence or has the power to acquire an estate in real property in its own name and that is not any of the following:

(1) A domestic or foreign business or nonprofit corporation.

(2) A series of a limited liability company or of another type of entity.

(3) An estate.

(4) A trust.

(5) A state, the United States, or foreign government.

b. “Unincorporated entity” includes a general partnership, limited liability company, limited partnership, business trust, joint stock association, and unincorporated nonprofit association.

59. “United States” includes a district, authority, bureau, commission, department, and any other agency of the United States.

60. “Unrestricted voting trust beneficial owner” means, with respect to any shareholder rights, a voting trust beneficial owner whose entitlement to exercise the shareholder right in question is not inconsistent with the voting trust agreement.

61. “Voting group” means all shares of one or more classes or series that under the articles of incorporation or [this chapter](#) are entitled to vote and be counted together collectively on a matter at a meeting of shareholders. All shares entitled by the articles of incorporation or [this chapter](#) to vote generally on the matter are for that purpose a single voting group.

62. “Voting power” means the current power to vote in the election of directors.

63. “Voting trust beneficial owner” means an owner of a beneficial interest in shares of the corporation held in a voting trust established pursuant to [section 490.730, subsection 1](#).

64. “Writing” or “written” means any information in the form of a document.

[89 Acts, ch 288, §15; 91 Acts, ch 211, §3; 97 Acts, ch 171, §9; 2001 Acts, ch 142, §1; 2002 Acts, ch 1154, §7, 8, 125; 2007 Acts, ch 140, §2; 2011 Acts, ch 2, §1, 10; 2013 Acts, ch 31, §1, 2, 82; 2019 Acts, ch 24, §73, 104; 2021 Acts, ch 165, §13, 230; 2022 Acts, ch 1058, §1, 5](#)

Referred to in [§15E.202, 123.45](#)