

490.725 Quorum and voting requirements for voting groups.

1. Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Unless the articles of incorporation or bylaws provide otherwise, shares representing a majority of the votes entitled to be cast on the matter by the voting group constitutes a quorum of that voting group for action on that matter. Whenever [this chapter](#) requires a particular quorum for a specified action, the articles of incorporation shall not provide for a lower quorum.

2. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be fixed for that adjourned meeting.

3. If a quorum exists, action on a matter, other than the election of directors, by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the articles of incorporation require a greater number of affirmative votes.

4. An amendment of the articles of incorporation adding, changing, or deleting a quorum or voting requirement for a voting group greater than specified in [subsection 1 or 3](#) is governed by [section 490.727](#).

5. The election of directors is governed by [section 490.728](#).

6. Whenever a provision of [this chapter](#) provides for voting of classes or series as separate voting groups, the rules provided in [section 490.1004, subsection 3](#), for amendments of the articles of incorporation apply to that provision.

[89 Acts, ch 288, §65; 2021 Acts, ch 165, §72, 230](#)

Referred to in [§490.726](#)