

490.141 Notices and other communications.

1. A notice under [this chapter](#) must be in writing unless oral notice is reasonable in the circumstances. Unless otherwise agreed between the sender and the recipient, words in a notice or other communication under [this chapter](#) must be in English.

2. A notice or other communication may be given by any method of delivery, except that a notice or other communication by electronic transmission must be in accordance with [this section](#). If the methods of delivery are impracticable, a notice or other communication from a corporation may be given by means of a broad nonexclusionary distribution to the public, which may include a newspaper of general circulation in the area where published; radio, television, or other form of public broadcast communication; or other methods of distribution that the corporation has previously identified to its shareholders.

3. A notice or other communication to a domestic corporation or to a registered foreign corporation may be delivered to the corporation's registered agent at its registered office or to the secretary at the corporation's principal office shown in its most recent biennial report required by [section 490.1621](#) or, in the case of a foreign corporation that has not yet delivered a biennial report, in its foreign registration statement.

4. A notice or other communication from a corporation to a shareholder may be delivered by electronic mail to the electronic mail address for a shareholder required to be included in the record of shareholders maintained pursuant to [section 490.1601, subsection 4](#), unless the shareholder has previously notified the corporation in writing that the shareholder objects to receiving notices and other communication by electronic mail. Any notice or other communication may be delivered to a shareholder by another form of electronic transmission if consented to by the shareholder or if authorized by [subsection 10](#). Any notice or other communication from the corporation to any other person may be delivered by electronic transmission if consented to by the recipient or if authorized by [subsection 10](#). Any consent given under [this subsection](#) or [subsection 10](#) may be revoked with respect to future notices or communications by the person who consented by giving written notice to the person to whom the consent was delivered.

5. A notice or other communication shall no longer be delivered to an electronic mail address or other electronic transmission address pursuant to [subsection 4](#), if all of the following apply:

a. The corporation receives notice from the information processing system into which such notice or other communication was entered that two consecutive notices or other communications given by electronic transmission have not been delivered to the electronic mail address or other electronic transmission address to which such notice or other communication was directed.

b. Such notice of nondelivery becomes known to the secretary, the transfer agent, or another person responsible for the giving of notices or other communications for the corporation; provided, however, that the inadvertent failure to recognize such notice of nondelivery as a cessation of authority to provide a shareholder with notice by electronic mail or other electronic transmission shall not invalidate any meeting or other action.

6. Unless otherwise agreed between the sender and the recipient, a notice or other communication by electronic transmission is received when all of the following apply:

a. The electronic transmission enters an information processing system directed to any of the following:

(1) In the case of a shareholder, the electronic mail address for the shareholder required to be included in the record of shareholders maintained pursuant to [section 490.1601, subsection 4](#), or other electronic transmission address at which the shareholder has consented to receive notice or other communications by electronic transmission.

(2) In the case of any other recipient, the electronic transmission address at which the recipient has consented to receive notice or other communications by electronic transmission.

b. The electronic transmission is in a form capable of being processed by that system.

7. Receipt of an electronic acknowledgment from an information processing system described in [subsection 6](#), paragraph "a", establishes that an electronic transmission was

received but, by itself, does not establish that the content sent corresponds to the content received.

8. An electronic transmission is received under [this section](#) even if no person is aware of its receipt.

9. A notice or other communication, if in a comprehensible form or manner, is effective at the earliest of the following:

a. If in a physical form, the earliest of when it is actually received, or when it is left at any of the following:

(1) A shareholder's address included in the record of shareholders maintained pursuant to [section 490.1601, subsection 4](#).

(2) A director's residence or usual place of business.

(3) The domestic or registered foreign corporation's principal office.

b. If mailed by United States mail postage prepaid and addressed to a shareholder at the shareholder's address included in the record of shareholders pursuant to [section 490.1601, subsection 4](#), upon deposit in the mail.

c. If mailed by United States mail postage prepaid and addressed to a recipient other than a shareholder, at the address included in the corporation's records the earliest of when it is actually received, or as follows:

(1) If sent by registered or certified mail, return receipt requested, the date shown on the return receipt signed by or on behalf of the addressee.

(2) Five days after it is deposited in the United States mail.

d. If an electronic transmission, when it is received as provided in [subsection 6](#).

e. If oral, when communicated.

10. A notice or other communication may be in the form of an electronic transmission that cannot be directly reproduced in paper form by the recipient through an automated process used in conventional commercial practice only if all of the following apply:

a. The electronic transmission is otherwise retrievable in perceivable form.

b. The sender and the recipient have consented in writing to the use of such form of electronic transmission.

11. If [this chapter](#) prescribes requirements for notices or other communications in particular circumstances, those requirements govern. If articles of incorporation or bylaws prescribe requirements for notices or other communications, not inconsistent with [this section](#) or other provisions of [this chapter](#), those requirements govern. The articles of incorporation or bylaws may authorize or require delivery of notices of meetings of directors by electronic transmission.

12. In the event that any provisions of [this chapter](#) are deemed to modify, limit, or supersede the federal Electronic Signatures in Global and National Commerce Act, 15 U.S.C. §7001 et seq., the provisions of [this chapter](#) shall control to the maximum extent permitted by section 102(a)(2) of that federal Act.

13. a. Whenever notice would otherwise be required to be given under any provision of [this chapter](#) to a shareholder, the notice need not be given if the corporation is not permitted to deliver notice by electronic transmission pursuant to [subsections 4 and 5](#) and any of the following apply:

(1) Notices to the shareholders of two consecutive annual meetings, and all notices of meetings during the period between such two consecutive annual meetings, have been sent to such shareholder at such shareholder's address included in the record of shareholders maintained pursuant to [section 490.1601, subsection 4](#), and have been returned undeliverable or could not be delivered.

(2) All, but not less than two, payments of dividends on securities during a twelve-month period, or two consecutive payments of dividends on securities during a period of more than twelve months, have been sent to such shareholder at such shareholder's address included in the record of shareholders maintained pursuant to [section 490.1601, subsection 4](#), and have been returned undeliverable or could not be delivered.

(3) No address has been provided to the corporation by or on behalf of a shareholder and the corporation has not otherwise obtained an address for the shareholder that the corporation believes is reliable.

b. In addition, if any such shareholder to which [this subsection](#) applies delivers to the corporation a written notice setting forth such shareholder's then-current address, the requirement that notice be given to such shareholder shall be reinstated.

[89 Acts, ch 288, §16](#); [97 Acts, ch 171, §10](#); [2002 Acts, ch 1154, §9, 125](#); [2013 Acts, ch 31, §3, 82](#); [2021 Acts, ch 165, §14, 230](#); [2022 Acts, ch 1021, §141](#); [2022 Acts, ch 1058, §2](#)

Referred to in §490.140, 490.145, 490.149, 490.807, 490.843, 490.1601, 490.1621, 524.533, 524.607, 524.1308A