

490.749 Judicial determination of corporate offices and review of elections and shareholder votes.

1. Upon application of or in a proceeding commenced by a person specified in [subsection 2](#), the district court of the county where the corporation's principal office or, if none in this state, its registered office is located may determine all of the following:

- a. The result or validity of the election, appointment, removal, or resignation of a director or officer of the corporation.
- b. The right of an individual to hold the office of director or officer of the corporation.
- c. The result or validity of any vote by the shareholders of the corporation.
- d. The right of a director to membership on a committee of the board of directors.
- e. The right of a person to nominate or an individual to be nominated as a candidate for election or appointment as a director of the corporation, and any right under a bylaw adopted pursuant to [section 490.206, subsection 3](#), or any comparable right under any provision of the articles of incorporation, contract, or applicable law.

2. An application or proceeding pursuant to [subsection 1](#) may be filed or commenced by any of the following persons:

- a. The corporation.
- b. Any record shareholder, beneficial shareholder, or unrestricted voting trust beneficial owner of the corporation.
- c. A director of the corporation, an individual claiming the office of director, or a director whose membership on a committee of the board of directors is contested, in each case who is seeking a determination of a right to such office or membership.
- d. An officer of the corporation or an individual claiming to be an officer of the corporation, in each case who is seeking a determination of a right to such office.
- e. A person claiming a right covered by [subsection 1](#), paragraph "e", and who is seeking a determination of such right.

3. In connection with any application or proceeding under [subsection 1](#), the following shall be named as defendants, unless such person made the application or commenced the proceeding:

- a. The corporation.
- b. Any individual whose right to office or membership on a committee of the board of directors is contested.
- c. Any individual claiming the office or membership at issue.
- d. Any person claiming a right covered by [subsection 1](#), paragraph "e", that is at issue.

4. In connection with any application or proceeding under [subsection 1](#), service of process may be made upon each of the persons specified in [subsection 3](#), by any of the following:

- a. Service of process on the corporation addressed to such person in any manner provided by statute of this state or by rule of the applicable court for service on the corporation.
- b. Service of process on the person in any manner provided by statute of this state or by rule of the applicable court.

5. When service of process is made upon a person other than the corporation by service upon the corporation pursuant to [subsection 4](#), paragraph "a", the plaintiff and the corporation or its registered agent shall promptly provide written notice of such service, together with copies of all process and the application or complaint, to the person at the person's last known residence or business address, or as permitted by statute of this state or by rule of the applicable court.

6. In connection with any application or proceeding under [subsection 1](#), the court shall dispose of the application or proceeding on an expedited basis and also may do any of the following:

- a. Order such additional or further notice as the court deems proper under the circumstances.
- b. Order that additional persons be joined as parties to the proceeding if the court determines that such joinder is necessary for a just adjudication of matters before the court.
- c. Order an election or meeting be held in accordance with the provisions of [section 490.703, subsection 2](#), or otherwise.

- d. Appoint a master to conduct an election or meeting.
- e. Enter temporary, preliminary, or permanent injunctive relief.
- f. Resolve solely for the purpose of this proceeding any legal or factual issues necessary for the resolution of any of the matters specified in [subsection 1](#), including the right and power of persons claiming to own shares to vote at any meeting of the shareholders.
- g. Order such other relief as the court determines is equitable, just, and proper.
- 7. It is not necessary to make shareholders a party to a proceeding or application pursuant to [this section](#) unless the shareholder is a required defendant under [subsection 3](#), paragraph “d”, relief is sought against the shareholder individually, or the court orders joinder pursuant to [subsection 6](#), paragraph “b”.
- 8. Nothing in [this section](#) limits, restricts, or abolishes the subject matter jurisdiction or powers of the court as existed before January 1, 2022, and an application or proceeding pursuant to [this section](#) is not the exclusive remedy or proceeding available with respect to the matters specified in [subsection 1](#).

[2021 Acts, ch 165, §86, 230; 2022 Acts, ch 1021, §145](#)

Referred to in [§490.729](#)