

490.821 Action without meeting.

1. Except to the extent that the articles of incorporation or bylaws require that action by the board of directors be taken at a meeting, action required or permitted by [this chapter](#) to be taken by the board of directors may be taken without a meeting if each director signs a consent describing the action to be taken and delivers it to the corporation.

2. Action taken under [this section](#) is the act of the board of directors when one or more consents signed by all the directors are delivered to the corporation. The consent may specify the time at which the action taken is to be effective. A director's consent may be withdrawn by revocation signed by the director and delivered to the corporation prior to delivery to the corporation of unrevoked written consents signed by all the directors.

3. A consent signed under [this section](#) has the effect of an action taken at a meeting of the board of directors and may be described as such in any document.

[89 Acts, ch 288, §84; 2002 Acts, ch 1154, §34, 125](#)

Referred to in [§490.806A, 490.825](#)