

490.148 Action on ratification.

1. The quorum and voting requirements applicable to a ratifying action by the board of directors under [section 490.147, subsection 1](#), shall be the quorum and voting requirements applicable to the corporate action proposed to be ratified at the time such ratifying action is taken.

2. If the ratification of the defective corporate action requires approval by the shareholders under [section 490.147, subsection 3](#), and if the approval is to be given at a meeting, the corporation shall notify each holder of valid and putative shares, regardless of whether entitled to vote, as of the record date for notice of the meeting and as of the date of the occurrence of defective corporate action, provided that notice shall not be required to be given to holders of valid or putative shares whose identities or addresses for notice cannot be determined from the records of the corporation. The notice must state that the purpose, or one of the purposes, of the meeting is to consider ratification of a defective corporate action and must be accompanied by all of the following:

a. Either a copy of the action taken by the board of directors in accordance with [section 490.147, subsection 1](#), or the information required by [section 490.147, subsection 1](#), paragraphs “a” through “d”.

b. A statement that any claim that the ratification of such defective corporate action and any putative shares issued as a result of such defective corporate action should not be effective, or should be effective only on certain conditions, shall be brought within one hundred twenty days from the applicable validation effective time.

3. Except as provided in [subsection 4](#), with respect to the voting requirements to ratify the election of a director, the quorum and voting requirements applicable to the approval by the shareholders required by [section 490.147, subsection 3](#), shall be the quorum and voting requirements applicable to the corporate action proposed to be ratified at the time of such shareholder approval.

4. The approval by shareholders to ratify the election of a director requires that the votes cast within the voting group favoring such ratification exceed the votes cast opposing such ratification of the election at a meeting at which a quorum is present.

5. Putative shares on the record date for determining the shareholders entitled to vote on any matter submitted to shareholders under [section 490.147, subsection 3](#), and without giving effect to any ratification of putative shares that becomes effective as a result of such vote, shall neither be entitled to vote nor counted for quorum purposes in any vote to approve the ratification of any defective corporate action.

6. If the approval under [this section](#) of putative shares would result in an overissue, in addition to the approval required by [section 490.147](#), approval of an amendment to the articles of incorporation under [subchapter X](#) to increase the number of shares of an authorized class or series or to authorize the creation of a class or series of shares so there would be no overissue shall also be required.

[2021 Acts, ch 165, §21, 230](#)

Referred to in [§490.147, 490.149, 490.152](#)

Section effective January 1, 2022; 2021 Acts, ch 165, §230

NEW section