490.208 Forum selection provisions.

1. The articles of incorporation or bylaws may require that any or all internal corporate claims shall be brought exclusively in any specified court or courts of this state and, if so specified, in any additional courts in this state or in any other jurisdictions with which the corporation has a reasonable relationship.

2. A provision of the articles of incorporation or bylaws adopted under subsection 1 shall not have the effect of conferring jurisdiction on any court or over any person or claim, and shall not apply if none of the courts specified by such provision has the requisite personal and subject matter jurisdiction. If the court or courts of this state specified in a provision adopted under subsection 1 do not have the requisite personal and subject matter jurisdiction and another court of this state does have such jurisdiction, then the internal corporate claim may be brought in such other court of this state, notwithstanding that such other court of this state is not specified in such provision, and in any other court specified in such provision that has the requisite jurisdiction.

3. No provision of the articles of incorporation or bylaws may prohibit bringing an internal corporate claim in the courts of this state or require such claims to be determined by arbitration.

4. *"Internal corporate claim"* means, for the purposes of this section, any of the following:

a. Any claim that is based upon a violation of a duty under the laws of this state by a current or former director, officer, or shareholder in such capacity.

b. Any derivative action or proceeding brought on behalf of the corporation.

c. Any action asserting a claim arising pursuant to any provision of this chapter or the articles of incorporation or bylaws.

d. Any action asserting a claim governed by the internal affairs doctrine that is not included in paragraphs *"a"* through *"c"*.

2021 Acts, ch 165, §32, 230
Section effective January 1, 2022; 2021 Acts, ch 165, §230
NEW section