

**490.303 Emergency powers.**

1. In anticipation of or during an emergency as defined in [subsection 4](#), the board of directors of a corporation may do all of the following:

a. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent.

b. Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

2. During an emergency as defined in [subsection 4](#), unless emergency bylaws provide otherwise:

a. Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner.

b. One or more officers of the corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

3. Corporate action taken in good faith during an emergency under [this section](#) to further the ordinary business affairs of the corporation shall both:

a. Bind the corporation.

b. Not be used to impose liability on a corporate director, officer, employee, or agent.

4. An emergency exists for purposes of [this section](#) if a quorum of the board of directors cannot readily be assembled because of some catastrophic event.

[89 Acts, ch 288, §27; 2021 Acts, ch 165, §35, 230](#)