

490.825 Committees of the board.

1. Unless [this chapter](#), the articles of incorporation, or the bylaws provide otherwise, a board of directors may establish one or more board committees composed exclusively of one or more directors to perform functions of the board of directors.

2. *a.* The establishment of a board committee and appointment of members to it shall be approved by the greater of the following:

(1) A majority of all the directors in office when the action is taken.

(2) The number of directors required by the articles of incorporation or bylaws to take action under [section 490.824](#).

b. Paragraph “*a*” applies unless, in either case, [this chapter](#) or the articles of incorporation provide otherwise.

3. [Sections 490.820 through 490.824](#) apply to board committees and their members.

4. A board committee may exercise the powers of the board of directors under [section 490.801](#), to the extent specified by the board of directors or in the articles of incorporation or bylaws, except that a board committee shall not do any of the following:

a. Authorize or approve distributions, except according to a formula or method, or within limits, prescribed by the board of directors.

b. Approve or propose to shareholders action that [this chapter](#) requires be approved by shareholders.

c. Fill vacancies on the board of directors or, subject to [subsection 5](#), on any board committees.

d. Adopt, amend, or repeal bylaws.

5. The board of directors may appoint one or more directors as alternate members of any board committee to replace any absent or disqualified member during the member’s absence or disqualification. If the articles of incorporation, the bylaws, or the resolution creating the board committee so provide, the member or members present at any board committee meeting and not disqualified from voting may, by unanimous action, appoint another director to act in place of an absent or disqualified member during that member’s absence or disqualification.

[89 Acts, ch 288, §88; 2002 Acts, ch 1154, §36, 125; 2003 Acts, ch 108, §90; 2021 Acts, ch 165, §102, 230](#)

Referred to in [§490.1601](#), [490.1602](#)