

490.862 Directors' action.

1. Directors' action respecting a director's conflicting interest transaction is effective for purposes of [section 490.861, subsection 2](#), paragraph "a", if the transaction has been authorized by the affirmative vote of a majority, but no fewer than two, of the qualified directors who voted on the transaction, after required disclosure by the conflicted director of information not already known by such qualified directors, or after modified disclosure in compliance with [subsection 2](#), provided that all of the following apply:

a. The qualified directors have deliberated and voted outside the presence of and without the participation by any other director.

b. Where the action has been taken by a board committee, all members of the committee were qualified directors, and any of the following apply:

(1) The committee was composed of all the qualified directors on the board of directors.

(2) The members of the committee were appointed by the affirmative vote of a majority of the qualified directors on the board of directors.

2. Notwithstanding [subsection 1](#), when a transaction is a director's conflicting interest transaction only because a related person described in [section 490.860, subsection 5](#), paragraph "e" or "f", is a party to or has a material financial interest in the transaction, the conflicted director is not obligated to make required disclosure to the extent that the director reasonably believes that doing so would violate a duty imposed under law, a legally enforceable obligation of confidentiality, or a professional ethics rule, provided that the conflicted director discloses to the qualified directors voting on the transaction all of the following:

a. All information required to be disclosed that is not so violative.

b. The existence and nature of the director's conflicting interest.

c. The nature of the conflicted director's duty not to disclose the confidential information.

3. A majority, but no fewer than two, of all the qualified directors on the board of directors, or on the board committee, constitutes a quorum for purposes of action that complies with [this section](#).

4. Where directors' action under [this section](#) does not satisfy a quorum or voting requirement applicable to the authorization of the transaction by reason of the articles of incorporation or bylaws, or a provision of law, independent action to satisfy those authorization requirements shall be taken by the board of directors or a board committee, in which action directors who are not qualified directors may participate.

[2013 Acts, ch 31, §42, 82; 2021 Acts, ch 165, §121, 230](#)

Referred to in [§490.143, 490.202, 490.831, 490.860, 490.861, 490.870, 490.1301, 490.1340, 491.16A](#)