

524.607A Action without meeting.

1. Unless the articles of incorporation or bylaws provide otherwise, action required or permitted to be taken under [this chapter](#) at a board of directors' meeting may be taken without a meeting if the action is consented to by all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. A consent may be signed by manual, facsimile, conformed, or electronic signature and may be delivered by electronic transmission. As used in [this subsection](#), “*electronic signature*” means the same as defined in [section 554D.103](#).

2. Action taken under [this section](#) is effective when the last director signs the consent, unless the consent specifies a different effective date.

3. A written consent signed under [this section](#) has the effect of a meeting vote and may be described as such in any document.

[2004 Acts, ch 1141, §20](#); [2022 Acts, ch 1062, §66](#)

Subsection 1 amended