

SECOND REGULAR SESSION
[TRULY AGREED TO AND FINALLY PASSED]

HOUSE BILL NO. 1741

95TH GENERAL ASSEMBLY

4526L.01T

2010

AN ACT

To repeal section 351.340, RSMo, and to enact in lieu thereof one new section relating to board meetings of corporations.

Be it enacted by the General Assembly of the state of Missouri, as follows:

Section A. Section 351.340, RSMo, is repealed and one new section enacted in lieu thereof, to be known as section 351.340, to read as follows:

351.340. 1. Regular meetings of the board of directors may be held with or without notice as the bylaws may prescribe. Special meetings of the board of directors shall be held upon such notice as the bylaws may prescribe. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the board of directors need be specified in the notice or waiver of notice of the meeting.

2. Any action which is required to be or may be taken at a meeting of the directors, or of the executive committee or any other committee of the directors, may be taken without a meeting if [consents in writing, setting forth the action so taken, are signed by] all of the members of the board or of the committee, as the case may be, **consent thereto in writing or by electronic transmission**. The consents shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document filed under this chapter. The secretary shall file the [consents] **writing or writings or electronic transmission or transmissions** with the minutes of the meetings of the board of directors or of the committee as the case may be. **Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in**

EXPLANATION — Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted from the law. Matter in **bold-face** type in the above bill is proposed language.

18 **electronic form. "Electronic transmission" for purposes of this section shall be as defined**
19 **in subdivision (2) of subsection 5 of section 351.245.**

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