

SECOND REGULAR SESSION

[P E R F E C T E D]

SENATE BILL NO. 833

95TH GENERAL ASSEMBLY

INTRODUCED BY SENATOR GOODMAN.

Read 1st time January 26, 2010, and ordered printed.

Read 2nd time January 28, 2010, and referred to the Committee on the Judiciary and Civil and Criminal Jurisprudence.

Reported from the Committee March 4, 2010, with recommendation that the bill do pass and be placed on the Consent Calendar.

Removed from the Consent Calendar March 9, 2010.

Re-reported from the Committee March 18, 2010, with recommendation that the bill do pass.

Taken up for Perfection March 23, 2010. Bill declared Perfected and Ordered Printed.

TERRY L. SPIELER, Secretary.

4689S.01P

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Section A. Section 351.340, RSMo, is repealed and one new section
2 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
2 or without notice as the bylaws may prescribe. Special meetings of the board of
3 directors shall be held upon such notice as the bylaws may prescribe. Attendance
4 of a director at any meeting shall constitute a waiver of notice of the meeting
5 except where a director attends a meeting for the express purpose of objecting to
6 the transaction of any business because the meeting is not lawfully called or
7 convened. Neither the business to be transacted at, nor the purpose of, any
8 regular meeting of the board of directors need be specified in the notice or waiver
9 of notice of the meeting.

10 2. Any action which is required to be or may be taken at a meeting of the
11 directors, or of the executive committee or any other committee of the directors,
12 may be taken without a meeting if [consents in writing, setting forth the action
13 so taken, are signed by] all of the members of the board or of the committee, as
14 the case may be, **consent thereto in writing or by electronic**

EXPLANATION—Matter enclosed in bold-faced brackets [thus] in this bill is not enacted and is intended to be omitted in the law.

15 **transmission.** The consents shall have the same force and effect as a
16 unanimous vote at a meeting duly held, and may be stated as such in any
17 certificate or document filed under this chapter. The secretary shall file the
18 [consents] **writing or writings or electronic transmission or transmissions** with
19 the minutes of the meetings of the board of directors or of the committee as the case
20 may be. **Such filing shall be in paper form if the minutes are maintained**
21 **in paper form and shall be in electronic form if the minutes are**
22 **maintained in electronic form. "Electronic transmission" for purposes**
23 **of this section shall be as defined in subdivision (2) of subsection 5 of**
24 **section 351.245.**

Unofficial ✓

Bill

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