

FIRST REGULAR SESSION

# SENATE BILL NO. 328

96TH GENERAL ASSEMBLY

INTRODUCED BY SENATOR GOODMAN.

Read 1st time February 23, 2011, and ordered printed.

TERRY L. SPIELER, Secretary.

1621S.011

## 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Section A. Section 351.340, RSMo, is repealed and one new section  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**  
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**  
19 **transmissions** with the minutes of the meetings of the board of directors or of

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

20 the committee as the case may be. **Such filing shall be in paper form if the**  
21 **minutes are maintained in paper form and shall be in electronic form**  
22 **if the minutes are maintained in electronic form. "Electronic**  
23 **transmission" for purposes of this section shall be as defined in**  
24 **subdivision (2) of subsection 5 of section 351.245.**

✓

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Bill

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