

**16-10a-821 Action without meeting.**

- (1) Unless the articles of incorporation, bylaws, or this chapter provide otherwise, action required or permitted by this chapter to be taken at a board of directors' meeting may be taken without a meeting if all members of the board consent to the action in writing.
- (2)
  - (a) Action is taken under this section at the time the last director signs a writing describing the action taken, unless, prior to that time, any director has revoked a consent by a writing signed by the director and received by the secretary or any other person authorized by the bylaws or the board of directors to receive the revocation.
  - (b)
    - (i) Unless otherwise provided by the bylaws, a director may deliver a written consent under this section by an electronic transmission that provides the corporation with a complete copy of the written consent.
    - (ii) An electronic transmission consenting to an action under this section is considered to be written, signed, and dated for purposes of this section if the electronic transmission is delivered with information from which the corporation can determine:
      - (A) that the electronic transmission is transmitted by the director; and
      - (B) the date on which the electronic transmission is transmitted.
    - (iii) The date on which an electronic transmission is transmitted is considered the date on which a consent is signed.
- (3) Action under this section is effective at the time it is taken under Subsection (2), unless the board of directors establishes a different effective date.
- (4) Action taken under this section has the same effect as action taken at a meeting of directors and may be described as such in any document.

Amended by Chapter 227, 2011 General Session