

## 2023 Kansas Statutes

**17-6010. Emergency bylaws and exercise of other powers during emergency.** (a) The board of directors of any corporation may adopt emergency bylaws, subject to repeal or change by action of the stockholders that, notwithstanding any contrary provision in this code or in chapters 17 and 66 of the Kansas Statutes Annotated, and amendments thereto, or in the articles of incorporation or bylaws, shall be operative during any emergency resulting from an attack on the United States or on a locality where the corporation conducts its business or customarily holds meetings of its board of directors or its stockholders, or during any nuclear or atomic disaster, or during the existence of any catastrophe, including, but not limited to, an epidemic or pandemic, a declaration of a national emergency by the United States government or other similar emergency condition, irrespective of whether a quorum of the board of directors or a standing committee thereof can readily be convened for action. The emergency bylaws contemplated by this section may be adopted by the board of directors or, if a quorum cannot be readily convened for a meeting, by a majority of the directors present. The emergency bylaws may make any provision that may be practical and necessary for the circumstances of the emergency, including provisions that:

(1) A meeting of the board of directors or a committee thereof may be called by any officer or director in such manner and under such conditions as shall be prescribed in the emergency bylaws;

(2) the director or directors in attendance at the meeting, or any greater number fixed by the emergency bylaws, shall constitute a quorum; and

(3) the officers or other persons designated on a list approved by the board of directors before the emergency, all in such order of priority and subject to such conditions and for such period of time, not longer than reasonably necessary after the termination of the emergency, as may be provided in the emergency bylaws or in the resolution approving the list, shall be deemed directors for such meeting, to the extent required to provide a quorum at any meeting of the board of directors.

(b) The board of directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation shall be rendered incapable of discharging their duties for any reason.

(c) The board of directors, either before or during any such emergency, may change the head office or designate several alternative head offices or regional offices, or authorize the offices so to do, effective in the emergency.

(d) No officer, director or employee acting in accordance with any emergency bylaws shall be liable except for willful misconduct.

(e) To the extent not inconsistent with any emergency bylaws so adopted, the bylaws of the corporation shall remain in effect during any emergency, and upon its termination the emergency bylaws shall cease to be operative.

(f) Unless otherwise provided in emergency bylaws, notice of any meeting of the board of directors during such an emergency may be given only to such of the directors as it may be feasible to reach at the time and by such means as may be feasible at the time, including publication or radio.

(g) To the extent required to constitute a quorum at any meeting of the board of directors during such an emergency, and unless otherwise provided in emergency bylaws, the officers of the corporation who are present shall be deemed, in order of rank and within the same rank in order of seniority, directors for such meeting.

(h) Nothing contained in this section shall be deemed exclusive of any other provisions for emergency powers consistent with other sections of this code that have been or may be adopted by corporations created under the provisions of this code.

(i) During any emergency condition of a type described in subsection (a), the board of directors or, if a quorum cannot be readily convened for a meeting, a majority of the directors present may:

(1) Take any action that the board determines to be practical and necessary to address the circumstances of such emergency condition with respect to a meeting of stockholders of the corporation notwithstanding any provision to the contrary in this

code or in the articles of incorporation or bylaws, including, but not limited to:

(A) Postponing any such meeting to a later time or date, with the record date for determining the stockholders entitled to notice of, and to vote at, such meeting applying to the postponed meeting irrespective of K.S.A. 17-6503, and amendments thereto; and

(B) with respect to a corporation subject to the reporting requirements of 15 U.S.C. §§ 78m(a) or 78o(d) and the rules and regulations promulgated thereunder, notifying stockholders of any postponement or a change of the place of the meeting, or a change to hold the meeting solely by means of remote communication, solely by a document publicly filed by the corporation with the securities and exchange commission pursuant to 15 U.S.C. §§ 78m, 78n or 78o(d) and the rules and regulations promulgated thereunder; and

(2) with respect to any dividend that has been declared as to which the record date has not occurred, change each of the record date and payment date to a later date or dates, if the changed payment date is not more than 60 days after the record date as changed. In either case, the corporation must give notice of such change to stockholders as promptly as practicable thereafter, and in any event before the record date then in effect, and such notice, in the case of a corporation subject to the reporting requirements of 15 U.S.C. §§ 78m(a) or 78o(d) and the rules and regulations promulgated thereunder, may be given solely by a document publicly filed with the securities and exchange commission pursuant to 15 U.S.C. §§ 78m, 78n or 78o(d) and the rules and regulations promulgated thereunder. No person shall be liable, and no meeting of stockholders shall be postponed or voided, for the failure to make a stocklist available pursuant to K.S.A. 17-6509, and amendments thereto, if it was not practicable to allow inspection during any such emergency condition.

**History:** L. 1972, ch. 52, § 10; L. 2016, ch. 110, § 21; L. 2023, ch. 66, § 9; July 1.