

## 2023 Kansas Statutes

**17-6518. Actions taken without meeting, notice or vote; consent required; procedures and consent form.** (a) Unless otherwise provided in the articles of incorporation, any action required by this code to be taken at any annual or special meeting of stockholders of a corporation, or any action that may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents, setting forth the action so taken, are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the corporation in the manner required by this section.

(b) Unless otherwise provided in the articles of incorporation, any action required by this code to be taken at a meeting of the members of a nonstock corporation, or any action that may be taken at any meeting of the members of a nonstock corporation, may be taken without a meeting, without prior notice and without a vote, if a consent or consents, setting forth the action so taken, are signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted and shall be delivered to the corporation in the manner required by this section.

(c) A consent must be set forth in writing or in an electronic transmission. No consent shall be effective to take the corporate action referred to in such consent unless signed by a sufficient number of holders or members to take action are delivered to the corporation in the manner required by this section within 60 days of the first date when a consent is so delivered to the corporation. Any person executing a consent may provide, whether through instruction to an agent or otherwise, that such a consent will be effective at a future time, including a time determined upon the happening of an event, no later than 60 days after such instruction is given or such provision is made, if evidence of such instruction or provision is provided to the corporation. Unless otherwise provided, any such consent shall be revocable prior to its becoming effective. All references to a "consent" in this section mean a consent permitted by this section.

(d) (1) A consent permitted by this section shall be delivered: (A) To the principal place of business of the corporation; (B) to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders or members are recorded; (C) to the registered office of the corporation in this state by hand or by certified or registered mail, return receipt requested; or (D) subject to paragraph (2), in accordance with K.S.A. 17-6016, and amendments thereto, to an information processing system, if any, designated by the corporation for receiving such consents.

(2) In the case of delivery pursuant to subsection (d)(1)(D), such consent must set forth or be delivered with information that enables the corporation to determine the date of delivery of such consent and the identity of the person giving such consent, and, if such consent is given by a person authorized to act for a stockholder or member as proxy, such consent must comply with the applicable provisions of K.S.A. 17-6502(c)(2) and (c)(3), and amendments thereto.

(3) Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. Such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing. A consent may be documented and signed in accordance with K.S.A. 17-6016, and amendments thereto, and when so documented or signed shall be deemed to be in writing for purposes of this code. If such consent is delivered pursuant to subsection (d)(1)(A), (B) or (C), such consent must be reproduced and delivered in paper form.

(e) Prompt notice of the taking of any corporate action without a meeting by less than unanimous consent shall be given to those stockholders or members who have not consented and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had

been the date that consent or consents signed by a sufficient number of stockholders or members to take the action were delivered to the corporation as provided in this section. In the event that the action that is consented to is such as would have required the filing of a certificate under any other section of this code, if such action had been voted on by stockholders or members at a meeting thereof, the certificate filed under such other section shall state, in lieu of any statement required by such section concerning any vote of stockholders or members, that consent has been given in accordance with the provisions of this section.

**History:** L. 1972, ch. 52, § 71; L. 1973, ch. 100, § 5; L. 2004, ch. 143, § 42; L. 2007, ch. 59, § 1; L. 2016, ch. 110, § 61; L. 2023, ch. 66, § 26; July 1.