

**322B.656 ACTION WITHOUT A MEETING.**

Subdivision 1. **Method.** An action required or permitted to be taken at a board of governors meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the governors. If the articles or a member control agreement so provide, any action, other than an action requiring member approval, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of governors that would be required to take the same action at a meeting of the board of governors at which all governors were present.

Subd. 2. **Effective time.** The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of governors, unless a different effective time is provided in the written action.

Subd. 3. **Notice and liability.** When written action is permitted to be taken by less than all governors, all governors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A governor who does not sign or consent to the written action has no liability for the action or actions taken by the written action.

**History:** 1992 c 517 art 2 s 80; 1999 c 85 art 2 s 74; 2002 c 311 art 2 s 15,16