

**322B.35 ACTION WITHOUT A MEETING.**

Subdivision 1. **Method.** An action required or permitted to be taken at a meeting of the members may be taken by written action signed, or consented to by authenticated electronic communication, by all of the members. If the articles or a member control agreement so provide, any action may be taken by written action signed, or consented to by authenticated electronic communication, by the members who own voting power equal to the voting power that would be required to take the same action at a meeting of the members at which all members were present, but in no event may written action be taken by members holding less than a majority of the voting power of all membership interests entitled to vote on the action. After the adoption of the initial articles or the first making of a member control agreement, an amendment to the articles or to a member control agreement to permit written action to be taken by less than all members requires the approval of all the members entitled to vote on the amendment.

Subd. 2. **Effective time.** The written action is effective when signed, or consented to by authenticated electronic communication, by the required members, 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 members, all members must be notified of its text and effective date no later than five days after the effective time of the action. Failure to provide the notice does not invalidate the written action. A member 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 40; 1999 c 85 art 2 s 30; 2002 c 311 art 2 s 11,12; 2004 c 199 art 14 s 41; 2006 c 250 art 2 s 17; 2008 c 233 art 2 s 4