308C.441 ACTION WITHOUT A MEETING.

Subdivision 1. **Method.** An action required or permitted to be taken at a board meeting may be taken by written action signed by all of the directors. If the articles or bylaws so provide, any action, other than an action requiring member approval, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present. If the board takes an action without a meeting, the written action must be signed by all of the members of the board, must state why the action was taken without a meeting, and must be placed in the corporate records of the cooperative.

Subd. 2. **Effective time.** The written action is effective when signed by the required number of directors, 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 directors, all directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action has no liability for the action or actions taken by the written action.

History: *2024 c 96 art 1 s 31*