

Document: C.R.S. 7-128-202

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Colorado Revised Statutes Annotated Title 7. Corporations and Associations

Corporations - Continued (§§ 7-101-101 — 7-137-301) Nonprofit Corporations (Arts. 121 — 137) Article 128. Directors and Officers (Pts. 1 — 5) Part 2. Meetings and Action of the Board (§§ 7-128-201 — 7-128-206)

7-128-202. Action without meeting.

(1) Unless otherwise provided in the bylaws, any action required or permitted by articles 121 to 137 of this title to be taken at a board of directors' meeting may be taken without a meeting if notice is transmitted in writing to each member of the board and each member of the board by the time stated in the notice:

(a) Votes in writing for such action; or

(b)

(I) Votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and

(II) Fails to demand in writing that action not be taken without a meeting.

(2) The notice required by subsection (1) of this section shall state:

(a) The action to be taken;

(b) The time by which a director must respond;

(c) That failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and

(d) Any other matters the nonprofit corporation determines to include.

(3) Action is taken under this section only if, at the end of the time stated in the notice transmitted pursuant to subsection (1) of this section:

(a) The affirmative votes in writing for such action received by the nonprofit corporation and not revoked pursuant to subsection (5) of this section equal or exceed the minimum number of votes that would be

necessary to take such action at a meeting at which all of the directors then in office were present and voted; and

(b) The nonprofit corporation has not received a written demand by a director that such action not be taken without a meeting other than a demand that has been revoked pursuant to subsection (5) of this section.

(4) A director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the nonprofit corporation receives such demand from the director in writing by the time stated in the notice transmitted pursuant to subsection (1) of this section and such demand has not been revoked pursuant to subsection (5) of this section.

(5) Any director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this section may revoke such vote, abstention, or demand in writing received by the nonprofit corporation by the time stated in the notice transmitted pursuant to subsection (1) of this section.

(6) Unless the notice transmitted pursuant to subsection (1) of this section states a different effective date, action taken pursuant to this section shall be effective at the end of the time stated in the notice transmitted pursuant to subsection (1) of this section.

(7) A writing by a director under this section shall be in a form sufficient to inform the nonprofit corporation of the identity of the director, the vote, abstention, demand, or revocation of the director, and the proposed action to which such vote, abstention, demand, or revocation relates. Unless otherwise provided by the bylaws, all communications under this section may be transmitted or received by the nonprofit corporation by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication. For purposes of this section, communications to the nonprofit corporation are not effective until received.

(8) Action taken pursuant to this section has the same effect as action taken at a meeting of directors and may be described as such in any document.

(9) All writings made pursuant to this section shall be filed with the minutes of the meetings of the board of directors.

History

Source: **L. 97:**Entire article added, p. 693, § 3, effective July 1, 1998. **L. 98:**(1)(b)(II) and (3) amended, p. 624, § 29, effective July 1. **L. 2003:**(3) amended, p. 2341, § 305, effective July 1, 2004. **L. 2008:**(1) amended, p. 36, § 2, effective August 5. **L. 2009:**Entire section R&RE,(HB 09-1248), ch. 252, p. 1134, § 20, effective May 14.

▼ Annotations

Research References & Practice Aids

Hierarchy Notes:

C.R.S. Title 7, Art. 128

State Notes

Research References & Practice Aids

Cross references:

For the legislative declaration contained in the 2008 act amending subsection (1), see section 1 of chapter 16, Session Laws of Colorado 2008.

Colorado Revised Statutes Annotated

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