317A.447 ACTION BY BALLOT.

- (a) Except as provided in paragraph (e) and unless prohibited or limited by the articles or bylaws, an action that may be taken at a regular or special meeting of members may be taken without a meeting if the corporation mails or otherwise delivers a ballot to every member entitled to vote on the matter. A corporation may deliver a ballot by electronic communication only if the corporation complies with section 317A.450, subdivision 5, as if the ballot were a notice. Consent by a member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.
 - (b) A ballot must:
 - (1) set forth each proposed action; and
 - (2) provide an opportunity to vote for or against each proposed action.
- (c) Approval by ballot under this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
 - (d) Solicitations for votes by written ballot must:
 - (1) indicate the number of responses needed to meet the quorum requirements:
- (2) state the percentage of approvals necessary to approve each matter other than election of directors; and
 - (3) specify the time by which a ballot must be received by the corporation in order to be counted.
 - (e) Except as otherwise provided in the articles or bylaws, a ballot may not be revoked.
- (f) A ballot delivered to the corporation by electronic communication is valid only if authenticated as provided in section 317A.011, subdivision 3a.

History: 1989 c 304 s 73; 1992 c 503 s 11; 2004 c 199 art 14 s 35