

273.217 Quorum of directors -- Prohibition on director voting by proxy.

- (1) A majority of the number of directors fixed by the bylaws, or in the absence of a bylaw fixing the number of directors, then of the number stated in the articles of incorporation, shall constitute a quorum for the transaction of business, unless otherwise provided in the articles of incorporation or the bylaws.
- (2) Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.
- (3) The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by KRS 273.161 to 273.390, the articles of incorporation or the bylaws.
- (4) Irrespective of whether or not the corporation has members, a director may not vote by proxy.

Effective: June 24, 2015

History: Amended 2015 Ky. Acts ch. 34, sec. 70, effective June 24, 2015. -- Created 1968 Ky. Acts ch. 165, sec. 19.