

**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 communicate with 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:** July 14, 2018

**History:** Amended 2018 Ky. Acts ch. 193, sec. 6, effective July 14, 2018. -- Amended 2015 Ky. Acts ch. 34, sec. 70, effective June 24, 2015. -- Created 1968 Ky. Acts ch. 165, sec. 19.