

2023 Kansas Statutes

17-6008. Organization meeting of incorporators or directors named in articles of incorporation; purpose; notice; meeting not required, when. (a) After the filing of the articles of incorporation, an organization meeting of the incorporator or incorporators, or of the board of directors if the initial directors were named in the articles of incorporation, shall be held, either within or without this state, at the call of a majority of the incorporators or directors, as the case may be, for the purposes of:

- (1) Adopting bylaws unless a different provision is made in the articles of incorporation for the adoption thereof;
- (2) electing directors, if the meeting is of the incorporators, to serve or hold office until the first annual meeting of stockholders or until their successors are elected and qualify;
- (3) electing officers if the meeting is of the directors;
- (4) doing any other or further acts to perfect the organization of the corporation; and
- (5) transacting such other business as may come before the meeting.

(b) The persons calling the meeting shall give to each other incorporator or director, as the case may be, at least two days' notice thereof in writing or by electronic transmission by any usual means of communication and such notice shall state the time, place and purposes of the meeting as fixed by the persons calling it. Notice of the meeting need not be given to anyone who attends the meeting or who waives notice either before or after the meeting.

(c) (1) Unless otherwise restricted by the articles of incorporation:

(A) Any action permitted to be taken at the organization meeting of the incorporators or directors, as the case may be, may be taken without a meeting if each incorporator or director, where there is more than one, or the sole incorporator or director where there is only one, consents thereto in writing or by electronic transmission; and

(B) a consent may be documented, signed and delivered in any manner permitted by K.S.A. 17-6016, and amendments thereto.

(2) Any person, whether or not then an incorporator or director, may provide, whether through instruction to an agent or otherwise, that a consent to action will be effective at a future time, including a time determined upon the happening of an event, not later than 60 days after such instruction is given or such provision is made and such consent shall be deemed to have been given for purposes of this subsection at such effective time if such person is then an incorporator or director, as the case may be, and did not revoke the consent prior to such time. Any such consent shall be revocable prior to the time such consent becomes effective.

(d) If any incorporator is not available to act, then any person for whom or on whose behalf the incorporator was acting directly or indirectly as employee or agent, may take action that such incorporator would have been authorized to take under this section or K.S.A. 17-6007, and amendments thereto, except that any instrument signed by such other person, or any record of the proceedings of a meeting in which such person participated, shall state that:

- (1) Such incorporator is not available and the reason therefor;
- (2) such incorporator was acting directly or indirectly as employee or agent for or on behalf of such person; and
- (3) such person's signature on such instrument or participation in such meeting is otherwise authorized and not wrongful.

History: L. 1972, ch. 52, § 8; L. 2016, ch. 110, § 19; L. 2023, ch. 66, § 8; July 1.