



GOVERNOR OF MISSOURI

JEFFERSON CITY

65102

JEREMIAH W. (JAY) NIXON
GOVERNOR

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July 14, 2010

TO THE SECRETARY OF STATE OF THE STATE OF MISSOURI

Herewith I return to you House Bill No. 1741 entitled:

AN ACT

To repeal section 351.340, RSMo, and to enact in lieu thereof one new section relating to board meetings of corporations.

I disapprove of House Bill No. 1741. My reasons for disapproval are as follows:

Under current law, a corporate board of directors may take action without a meeting if all members of the board consent in writing. Importantly, the written consent must set forth the action to be taken. House Bill No. 1741 expands the means of communicating such consent to include electronic transmission. However, House Bill No. 1741 also deletes the existing requirement that the directors' consent specifically set "forth the action so taken." The Model Business Corporations Act and the laws of other states require that the specific action be included in the consent. Indeed, the inclusion of such specificity is necessary to avoid ambiguity and confusion as to the scope and detail of the consent. Current law requires such specificity and its repeal cannot receive my approval.

In accordance with the above stated reasons for disapproval, I am returning House Bill No. 1741 without my approval.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Jeremiah W. Nixon".

Jeremiah W. (Jay) Nixon
Governor