

**271B.2-070 Emergency bylaws.**

- (1) Unless the articles of incorporation provide otherwise, the board of directors of a corporation may adopt bylaws to be effective only in an emergency defined in subsection (4) of this section. The emergency bylaws, which are subject to amendment or repeal by the shareholders, may make all provisions necessary for managing the corporation during the emergency, including:
  - (a) Procedures for calling a meeting of the board of directors;
  - (b) Quorum requirements for the meeting; and
  - (c) Designation of additional or substitute directors.
- (2) All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.
- (3) Corporate action taken in good faith in accordance with the emergency bylaws:
  - (a) Shall bind the corporation; and
  - (b) Shall not be used to impose liability on a corporate director, officer, employee, or agent.
- (4) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.

**Effective:** July 15, 2010

**History:** Repealed and reenacted 2010 Ky. Acts ch. 51, sec. 55, effective July 15, 2010.  
-- Amended 2007 Ky. Acts ch. 137, sec. 55, effective June 26, 2007. -- Created 1988 Ky. Acts ch. 23, sec. 21, effective January 1, 1989.

**Legislative Research Commission Note** (7/15/2010). 2010 Ky. Acts ch. 51, sec. 183, provides, "The specific textual provisions of Sections 1 to 178 of this Act which reflect amendments made to those sections by 2007 Ky. Acts ch. 137 shall be deemed effective as of June 26, 2007, and those provisions are hereby made expressly retroactive to that date, with the remainder of the text of those sections being unaffected by the provisions of this section."