WEST VIRGINIA CODE: §31E-7-704

§31E-7-704. Action without meeting; validity of actions at meetings not properly called.

(a) Any action which, under any provision of this chapter, may be taken at a meeting of members may be taken without a meeting if one or more members consents in writing, setting forth the action taken or to be taken, signed by all of the persons who would be entitled to vote upon the action at a meeting, or by their duly authorized attorneys which action for purposes of this subsection is to be referred to as "unanimous written consent". The secretary shall file the consent or consents, or certify the tabulation of the consents and file the articles, with the minutes of the meetings of the members. A unanimous written consent must have the same force and effect as a vote of the members at a meeting duly held, and may be stated as having the same force and effect as a vote of the members in any articles or document filed under this chapter.

(b) Where directors or officers are to be elected by members or any other action is to be voted upon by members, the articles of incorporation or bylaws may provide that the elections may be conducted and the actions voted upon by mail or electronic means in a manner provided in the articles of incorporation or bylaws. The vote of members, or of the members of any particular class, is to be determined from the total number of members who actually vote by mail, rather than from the total number of members entitled to vote, unless the articles of incorporation otherwise provide. A ballot signed under this section has the same force and effect as a vote of the member who signed it at a meeting duly held, and may be stated as having the same force and effect in any certificate or document filed under this chapter.

(c) If not otherwise fixed under section seven hundred three or seven hundred seven of this article, the record date for determining members entitled to take action without a meeting is the date the first member signs the consent or ballot under subsection (a) or (b) of this section.

(d) The absence from the minutes of any indication that a member objected to holding the meeting prima facie establishes that no objection was made.

WV Legislature