



## Ohio Revised Code

### Section 1701.60 Contract, action or transaction not void or voidable.

Effective: November 22, 1986

Legislation: House Bill 902 - 116th General Assembly

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(A) Unless otherwise provided in the articles or the regulations:

(1) No contract, action, or transaction shall be void or voidable with respect to a corporation for the reason that it is between or affects the corporation and one or more of its directors or officers, or between or affects the corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee of the directors that authorizes such contract, action, or transaction, if in any such case any of the following apply:

(a) The material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum of the directors or the committee;

(b) The material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation held by persons not interested in the contract, action, or transaction; or

(c) The contract, action, or transaction is fair as to the corporation as of the time it is authorized or approved by the directors, a committee of the directors, or the shareholders;

(2) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee of the directors that authorizes the contract, action, or transaction;



(3) The directors, by the affirmative vote of a majority of those in office, and irrespective of any financial or personal interest of any of them, shall have authority to establish reasonable compensation, that may include pension, disability, and death benefits, for services to the corporation by directors and officers, or to delegate such authority to one or more officers or directors.

(B) Nothing contained in divisions (A)(1) and (2) of this section shall limit or otherwise affect the liability of directors under section 1701.95 of the Revised Code.

(C) For purposes of division (A) of this section, a director is not an interested director solely because the subject of the contract, action, or transaction may involve or affect a change in control of the corporation or his continuation in office as a director of that corporation.

(D) For purposes of this section, "action" means a resolution adopted by the directors or a committee of the directors of a corporation.