

THE BOARD MAY BE TAKEN WITHOUT A MEETING, IF AN UNANIMOUS WRITTEN CONSENT ~~[[TO]]~~ WHICH SETS FORTH THE ACTION IS:

(1) SIGNED BY EACH MEMBER OF THE BOARD OR COMMITTEE; AND

(2) FILED WITH THE MINUTES OF PROCEEDINGS OF THE BOARD OR COMMITTEE.

REVISOR'S NOTE: Subsections (a), (b), and (c) of this section presently appear as Art. 23, §56(c), (d), and (e), respectively.

Subsection (d) of this section presently appears as Art. 23, §58.

The only changes are in style.

It should be noted that subsection (b) (2) of this section is not applicable to a close corporation formed under Title 4 of this article or to a professional service corporation formed under Title 5, Subtitle 1 of this article.

2-409. MEETINGS OF DIRECTORS.

(A) PLACE OF MEETING.

UNLESS THE BYLAWS OF THE CORPORATION PROVIDE OTHERWISE, A REGULAR OR SPECIAL MEETING OF THE BOARD OF DIRECTORS MAY BE HELD AT ANY PLACE IN OR OUT OF THE STATE.

(B) NOTICE OF MEETING.

(1) NOTICE OF EACH MEETING OF THE BOARD OF DIRECTORS SHALL BE GIVEN AS PROVIDED IN THE BYLAWS.

(2) UNLESS THE BYLAWS PROVIDE OTHERWISE, THE NOTICE NEED NOT STATE THE BUSINESS TO BE TRANSACTED AT OR THE PURPOSE OF ANY REGULAR OR SPECIAL MEETING OF THE BOARD OF DIRECTORS.

(C) WAIVER OF NOTICE.

WHENEVER THIS ARTICLE OR THE CHARTER OR BYLAWS OF A CORPORATION REQUIRE NOTICE OF THE TIME, PLACE, OR PURPOSE OF A MEETING OF THE BOARD OF DIRECTORS OR A COMMITTEE OF THE BOARD, ~~[[THE NOTICE IS WAIVED IF]]~~ EACH PERSON WHO IS ENTITLED TO THE NOTICE ~~[[BUT DOES NOT RECEIVE IT]]~~ WAIVES NOTICE IF HE:

(1) BEFORE OR AFTER THE MEETING SIGNS A