

21. All meetings of the stockholders or members shall be held in this State, but meetings of members of any corporation having no capital stock may be held without the State if the charter so provides. The presence, in person or by proxy, of stockholders or members entitled to cast a majority in number of votes, shall be necessary to constitute a quorum, unless the charter otherwise provides; provided, however, that building associations, athletic or social clubs, or mutual insurance companies, whose policy-holders, for the time being, are the members thereof, and corporations having no capital stock may provide by their by-laws what shall constitute a quorum. Except in cases in which it is by this article, or by charter or by-law provision not inconsistent with this article, otherwise provided, a majority of the votes cast, at a duly constituted meeting, shall be sufficient to elect and pass any measure. If so provided in the by-laws of any corporation having no capital stock, any action required by law to be taken or authorized by the affirmative vote of a majority or other designated proportion of all of the members shall be effective and valid if taken or authorized by not less than a majority or not less than such other designated proportion, as the case may be, of all of the votes thereon to which all of the members present, in person or by proxy, at a duly constituted meeting shall be entitled.

23. Each stockholder of every corporation of this State having capital stock shall be entitled to one vote for every share of stock standing in his name, unless otherwise provided by the charter; but no shares, original or increased, shall be voted by any holder if any installment payable thereon in accordance with the terms of the subscription contract or duly called thereon shall be overdue and unpaid. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares or of the shares of each class, or by the affirmative vote of a majority or other designated proportion of the members, or to be otherwise taken or authorized by vote of the stockholders or members of any corporation, such action shall be effective and valid if taken or authorized by such vote of its stockholders or members as may be required for such action by its charter; but in the case of corporations having capital stock, the requisite number of affirmative votes shall not in any case be less than a majority in number of the aggregate number of votes to which the