

holders of all of the shares (meaning thereby all of the shares of all classes in the aggregate) outstanding and entitled to vote thereon, shall be entitled, except in cases in which the law authorizes such action to be taken or authorized by a less vote; and in the case of corporations having no capital stock, the requisite number of affirmative votes shall not in any case be less than a majority of all the votes thereon to which all of the members, present in person or by proxy, at a duly constituted meeting, shall be entitled, except in cases in which the law authorizes such action to be taken or authorized by a less vote. Stockholders or members may vote either in person or by proxy, but no proxy which is dated more than three months before the meeting at which it is offered shall be accepted, unless such proxy shall, on its face, name a longer period for which it is to remain in force.

27. No notice of the time, place or purpose of any meeting of members, stockholders or directors, whether prescribed by law, by the charter or by the by-laws, need be given to any member or stockholder who attends in person or by proxy, or to any director who attends in person, or to any member, stockholder or director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice.

SEC. 2. *And be it further enacted*, That an additional section be and the same is hereby added to Article 23 of the Annotated Code, said additional section to be known as Section 36 $\frac{1}{2}$, to follow immediately after Section 36 of said article, and to read as follows:

36 $\frac{1}{2}$. If any sale, lease, exchange or transfer of the property and assets of a corporation as an entirety or substantially as an entirety shall be made pursuant to authority conferred by an amendment to its charter, in the absence of a reservation in such charter of the right to make such amendment, any holder of stock in the corporation issued prior to the making of such amendment, who has not voted for or consented in writing to such amendment or such sale, lease, exchange or transfer, may, within twenty days after notice thereof shall have been given to him by leaving the same with him or at his usual place of business, or by mailing it, postage prepaid, and addressed to him at his address as it appears upon the books of the corporation, (but not afterwards) make upon his corporation a