

WAIVER OF THE NOTICE WHICH IS FILED WITH THE RECORDS OF THE MEETING; OR

(2) IS PRESENT AT THE MEETING.

(D) TELEPHONE MEETINGS.

(1) UNLESS RESTRICTED BY THE CHARTER OR BYLAWS OF THE CORPORATION, MEMBERS OF THE BOARD OF DIRECTORS OR A COMMITTEE OF THE BOARD MAY PARTICIPATE IN A MEETING BY MEANS OF A CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT IF ALL PERSONS PARTICIPATING IN THE MEETING CAN HEAR EACH OTHER AT THE SAME TIME.

(2) PARTICIPATION IN A MEETING BY THESE MEANS CONSTITUTES PRESENCE IN PERSON AT THE MEETING.

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

Subsection (c) of this section is new language derived without substantive change from the portion of Art. 23, §46 applicable to directors.

The only changes are in style.

2-410. DISSENT OF DIRECTOR TO ACTION OF BOARD.

(A) PRESUMPTION.

A DIRECTOR OF A CORPORATION WHO IS PRESENT AT A MEETING OF ITS BOARD OF DIRECTORS AT WHICH ACTION ON ANY CORPORATE MATTER IS TAKEN IS PRESUMED TO HAVE ASSENTED TO THE ACTION UNLESS:

(1) HE ANNOUNCES HIS DISSENT AT THE MEETING;
AND

(2) (I) HIS DISSENT IS ENTERED IN THE MINUTES OF THE MEETING;

(II) HE FILES HIS WRITTEN DISSENT TO THE ACTION WITH THE SECRETARY OF THE MEETING BEFORE THE MEETING IS ADJOURNED; OR

(III) HE FORWARDS HIS WRITTEN DISSENT WITHIN 24 HOURS AFTER THE MEETING IS ADJOURNED, BY REGISTERED MAIL, TO THE SECRETARY OF THE MEETING OR THE SECRETARY OF THE CORPORATION.

(B) WHEN RIGHT TO DISSENT DOES NOT APPLY.