

(2) A REQUEST FOR A SPECIAL MEETING SHALL STATE THE PURPOSE OF THE MEETING AND THE MATTERS PROPOSED TO BE ACTED ON AT IT.

(3) THE SECRETARY SHALL:

(I) INFORM THE STOCKHOLDERS WHO MAKE THE REQUEST OF THE REASONABLY ESTIMATED COST OF PREPARING AND MAILING A NOTICE OF THE MEETING; AND

(II) ON PAYMENT OF THESE COSTS TO THE CORPORATION, NOTIFY EACH STOCKHOLDER ENTITLED TO NOTICE OF THE MEETING.

(C) WHEN MEETING NEED NOT BE CALLED.

UNLESS REQUESTED BY STOCKHOLDERS ENTITLED TO CAST A MAJORITY OF ALL THE VOTES ENTITLED TO BE CAST AT THE MEETING, A SPECIAL MEETING NEED NOT BE CALLED TO CONSIDER ANY MATTER WHICH IS SUBSTANTIALLY THE SAME AS A MATTER VOTED ON AT ANY SPECIAL MEETING OF THE STOCKHOLDERS HELD DURING THE PRECEDING 12 MONTHS.

REVISOR'S NOTE: This section presently appears as Art. 23, §38(c).

Reference in subsection (a)(3) of this section to the right of an "officer" to call a special meeting is deleted as unnecessary since an officer would be a "person."

Subsection (b) of this section is redrafted to insure notice to those stockholders entitled to "notice of the meeting" rather than those merely "entitled to vote at the meeting." This conforms with §2-504. See, e.g., §2-604 which requires notice to certain stockholders even though not entitled to vote.

The only other changes are in style.

2-503. PLACE OF MEETINGS.

MEETINGS OF STOCKHOLDERS SHALL BE HELD AT ANY PLACE IN THE UNITED STATES AS IS:

(1) PROVIDED IN THE BYLAWS; OR

(2) SET BY THE BOARD OF DIRECTORS UNDER THE PROVISIONS OF THE BYLAWS.

REVISOR'S NOTE: This section presently appears as Art. 23, §38(a).