

ANY MEETING OF ITS MEMBERS;

(5) PROVIDE FOR THE NUMBER OR PROPORTION OF VOTING MEMBERS WHOSE PRESENCE IN PERSON OR BY PROXY CONSTITUTES A QUORUM AT ANY MEETING OF ITS MEMBERS;

(6) PROVIDE THAT ANY ACTION MAY BE TAKEN OR AUTHORIZED BY ANY NUMBER OR PROPORTION OF THE VOTES OF ALL ITS MEMBERS OR ALL ITS DIRECTORS ENTITLED TO VOTE;

(7) DENY OR LIMIT THE RIGHT OF ITS MEMBERS TO VOTE BY PROXY; AND

(8) PROVIDE FOR THE RIGHT OF MEMBERS TO VOTE BY MAIL ON A STATED PROPOSAL OR FOR THE ELECTION OF DIRECTORS OR ANY OFFICERS WHO ARE ELECTED BY MEMBERS.

REVISOR'S NOTE: This section combines without substantive change the provisions of Art. 23, §§133, 134(c), and 135(a), (b), and (e).

The phrase "and any action taken...is effective," contained in present Art. 23, §135(b), has been deleted as unnecessary.

The only other changes are in style.

5-203. CALLING OF ORGANIZATION MEETING.

NOTWITHSTANDING THE PROVISIONS OF TITLE 2 OF THIS ARTICLE, THE ORGANIZATION MEETING OF THE BOARD OF DIRECTORS NAMED IN THE CHARTER OF A NONSTOCK CORPORATION MAY BE CALLED BY EITHER:

(1) A MAJORITY OF THE INCORPORATORS; OR

(2) NOT LESS THAN ONE-THIRD OF THE DIRECTORS NAMED IN THE CHARTER.

REVISOR'S NOTE: This section presently appears as Art. 23, §135(d).

The only changes are in style.

5-204. DIRECTORS AS MEMBERS.

FOR PURPOSES OF ANY LAW OR RULE RELATING TO MEMBERS OF A NONSTOCK CORPORATION, THE DIRECTORS OF A NONSTOCK CORPORATION ALSO CONSTITUTE THE MEMBERS OF THE CORPORATION AND, WHEN MEETING AS DIRECTORS, MAY EXERCISE THE RIGHTS AND POWERS OF MEMBERS IF:

(1) THE CHARTER OR BYLAWS OF THE CORPORATION DO NOT PROVIDE FOR MEMBERS; OR