

- (i) In person; or
- (ii) By proxy as provided in subsection (c) of this section.

(2) Unless a proxy provides otherwise, it is not valid more than 11 months after its date.

(3) Unless otherwise agreed in writing, the holder of record of stock which actually belongs to another shall issue a proxy to vote the stock to the actual owner on the owner's demand.

(c) (1) A stockholder may authorize another person to act as proxy for the stockholder as provided in this subsection.

(2) (i) A stockholder may sign a writing authorizing another person to act as proxy.

(ii) Signing may be accomplished by the stockholder or the stockholder's authorized agent signing the writing or causing the stockholder's signature to be affixed to the writing by any reasonable means, including facsimile signature.

(3) (I) [A] SUBJECT TO SUBPARAGRAPH (II) OF THIS PARAGRAPH, A stockholder may authorize another person to act as proxy by transmitting, or authorizing the transmission of, AN AUTHORIZATION FOR THE PERSON TO ACT AS PROXY TO:

1. THE PERSON AUTHORIZED TO ACT AS PROXY; OR
2. ANY OTHER PERSON AUTHORIZED TO RECEIVE THE PROXY AUTHORIZATION ON BEHALF OF THE PERSON AUTHORIZED TO ACT AS THE PROXY, INCLUDING A PROXY SOLICITATION FIRM OR PROXY SUPPORT SERVICE ORGANIZATION.

(II) THE AUTHORIZATION MAY BE TRANSMITTED BY a telegram, cablegram, datagram, ELECTRONIC MAIL, or ANY other ELECTRONIC OR TELEPHONIC means [of electronic transmission to the person authorized to act as proxy or to a proxy solicitation firm, proxy support service organization, or other person authorized by the person who will act as proxy to receive the transmission].

(4) A copy, facsimile telecommunication, or other reliable reproduction of the writing or transmission authorized under paragraphs (2) and (3) of this subsection may be substituted for the original writing or transmission for any purpose for which the original writing or transmission could be used.

(d) (1) A proxy is revocable by a stockholder at any time without condition or qualification unless:

- (i) The proxy states that it is irrevocable; and
- (ii) The proxy is coupled with an interest.