

(1) **[Signed]** GIVEN IN WRITING OR BY ELECTRONIC TRANSMISSION by each member of the board or committee; and

(2) Filed IN PAPER OR ELECTRONIC FORM with the minutes of proceedings of the board or committee.

2-409.

(a) Unless the bylaws of the corporation provide otherwise, a regular or special meeting of the board of directors may be held at any place in or out of the State OR BY MEANS OF REMOTE COMMUNICATION.

(b) (1) Notice of each meeting of the board of directors shall be given as provided in the bylaws.

(2) Unless the bylaws provide otherwise, the notice:

(i) Shall be in writing OR DELIVERED BY ELECTRONIC TRANSMISSION; and

(ii) Need not state the business to be transacted at or the purpose of any regular or special meeting of the board of directors.

(c) Whenever this article or the charter or bylaws of a corporation require notice of the time, place, or purpose of a meeting of the board of directors or a committee of the board, **[each]** A person who is entitled to the notice waives notice **[he]** THE PERSON:

(1) Before or after the meeting **[signs a]** DELIVERS A WRITTEN waiver OR A WAIVER BY ELECTRONIC TRANSMISSION **[of the notice]** which is filed with the records of the meeting; or

(2) Is present at the meeting.

(d) (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]** OTHER 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.

2-502.

(e) The board of directors has the sole power to fix:

(1) The record date for determining stockholders entitled to request a special meeting of the stockholders and the record date for determining stockholders entitled to notice of and to vote at the special meeting; and

(2) The date, time, and place, IF ANY, AND THE MEANS OF REMOTE COMMUNICATION, IF ANY, BY WHICH STOCKHOLDERS AND PROXY HOLDERS MAY BE CONSIDERED PRESENT IN PERSON AND MAY VOTE AT **[of]** the special meeting.