

2-502.1.

(a) Unless restricted by the charter or bylaws of the corporation, a corporation may allow stockholders to 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.

2-503.

(A) Unless the charter provides otherwise, meetings of stockholders shall be held as is:

- (1) Provided in the CHARTER OR bylaws; or
- (2) Set by the board of directors under the provisions of the CHARTER OR bylaws.

(B) (1) SUBJECT TO PARAGRAPH (2) OF THIS SUBSECTION, IF THE BOARD OF DIRECTORS IS AUTHORIZED TO DETERMINE THE PLACE OF A MEETING OF THE STOCKHOLDERS, THE BOARD MAY DETERMINE THAT THE MEETING NOT BE HELD AT ANY PLACE, BUT INSTEAD MAY BE HELD SOLELY BY MEANS OF REMOTE COMMUNICATION, AS AUTHORIZED BY SUBSECTION (C) OF THIS SECTION.

(2) AT THE REQUEST OF A STOCKHOLDER, THE BOARD OF DIRECTORS SHALL PROVIDE A PLACE FOR A MEETING OF THE STOCKHOLDERS.

(C) IF AUTHORIZED BY THE BOARD OF DIRECTORS AND SUBJECT TO ANY GUIDELINES AND PROCEDURES THAT THE BOARD ADOPTS, STOCKHOLDERS AND PROXY HOLDERS NOT PHYSICALLY PRESENT AT A MEETING OF THE STOCKHOLDERS, BY MEANS OF REMOTE COMMUNICATION:

- (1) MAY PARTICIPATE IN THE MEETING OF THE STOCKHOLDERS; AND
- (2) MAY BE CONSIDERED PRESENT IN PERSON AND MAY VOTE AT THE MEETING OF THE STOCKHOLDERS, WHETHER THE MEETING IS HELD AT A DESIGNATED PLACE OR SOLELY BY MEANS OF REMOTE COMMUNICATION, IF:

(I) THE CORPORATION IMPLEMENTS REASONABLE MEASURES TO VERIFY THAT EACH PERSON CONSIDERED PRESENT AND AUTHORIZED TO VOTE AT THE MEETING BY MEANS OF REMOTE COMMUNICATION IS A STOCKHOLDER OR PROXY HOLDER;

(II) THE CORPORATION IMPLEMENTS REASONABLE MEASURES TO PROVIDE THE STOCKHOLDERS AND PROXY HOLDERS A REASONABLE OPPORTUNITY TO PARTICIPATE IN THE MEETING AND TO VOTE ON MATTERS SUBMITTED TO THE STOCKHOLDERS, INCLUDING AN OPPORTUNITY TO READ OR HEAR THE PROCEEDINGS OF THE MEETING SUBSTANTIALLY CONCURRENTLY WITH THE PROCEEDINGS; AND

(III) IN THE EVENT ANY STOCKHOLDER OR PROXY HOLDER VOTES OR TAKES OTHER ACTION AT THE MEETING BY MEANS OF REMOTE COMMUNICATION, A RECORD OF THE VOTE OR OTHER ACTION IS MAINTAINED BY THE CORPORATION.