

2-505.

(a) Except as provided in subsection (b) of this section, any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting if a unanimous consent which sets forth the action is:

(1) Given in writing or by electronic transmission by each stockholder entitled to vote on the matter; and

(2) Filed in paper or electronic form with the records of stockholders meetings.

(b) (1) Unless the charter requires otherwise, the holders of any class of [stock] STOCK, other than common stock[, ] entitled to vote generally in the election of directors, may take action or consent to any action by delivering a consent in writing or by electronic transmission of the stockholders entitled to cast not less than the minimum number of votes that would be necessary to authorize or take the action at a stockholders meeting if the corporation gives notice of the action to each [stockholder] HOLDER OF THE CLASS OF STOCK not later than 10 days after the effective time of the action.

(2) IF AUTHORIZED BY THE CHARTER OF A CORPORATION, THE HOLDERS OF COMMON STOCK ENTITLED TO VOTE GENERALLY IN THE ELECTION OF DIRECTORS MAY TAKE ACTION OR CONSENT TO ANY ACTION BY DELIVERING A CONSENT IN WRITING OR BY ELECTRONIC TRANSMISSION OF THE STOCKHOLDERS ENTITLED TO CAST NOT LESS THAN THE MINIMUM NUMBER OF VOTES THAT WOULD BE NECESSARY TO AUTHORIZE OR TAKE THE ACTION AT A STOCKHOLDERS MEETING IF THE CORPORATION GIVES NOTICE OF THE ACTION TO EACH HOLDER OF THE CLASS OF COMMON STOCK NOT LATER THAN 10 DAYS AFTER THE EFFECTIVE DATE OF THE ACTION.

(C) ANY CONSENT AUTHORIZED BY THIS SECTION SHALL BE DELIVERED TO THE CORPORATION BY DELIVERY TO ITS PRINCIPAL OFFICE IN THE STATE, ITS RESIDENT AGENT, OR THE OFFICER OR AGENT OF THE CORPORATION THAT HAS CUSTODY OF THE BOOK IN WHICH PROCEEDINGS OF MINUTES OF STOCKHOLDERS MEETINGS ARE RECORDED.

(D) A STOCKHOLDER MAY DELIVER THE CONSENT AUTHORIZED BY THIS SECTION IN PAPER FORM, BY HAND, BY CERTIFIED OR REGISTERED MAIL, RETURN RECEIPT REQUESTED, OR BY ELECTRONIC TRANSMISSION.

(E) THE BOARD OF DIRECTORS MAY ADOPT REASONABLE PROCEDURES FOR DELIVERING CONSENTS INSTEAD OF HOLDING A MEETING UNDER THIS SECTION.

(F) A WRITTEN CONSENT MAY NOT TAKE EFFECT UNLESS WRITTEN CONSENTS SIGNED BY A SUFFICIENT NUMBER OF STOCKHOLDERS TO TAKE ACTION ARE DELIVERED TO THE CORPORATION WITHIN 60 DAYS AFTER THE DATE ON WHICH THE EARLIEST CONSENT IS DATED IN ACCORDANCE WITH PROCEDURES ADOPTED UNDER SUBSECTION (E) OF THIS SECTION.