

3-1-13.2 Place and notice of directors' meetings -- Action without meeting -- Meetings by telephone conference calls.

- (1) Regular or special meetings of the board of directors may be held either within or without this state.
- (2) Regular meetings of the board of directors may be held with or without notice as prescribed in the bylaws. Special meetings of the board of directors shall be held upon the notice prescribed in the bylaws. A director's attendance at a meeting constitutes a waiver of notice of that meeting, except if a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors must be specified in the notice of waiver of notice of the meeting unless required by the bylaws.
- (3) Unless otherwise provided by the articles of incorporation or bylaws, any action required by this act to be taken at a meeting of the directors of an association, or any action which may be taken at a meeting of the directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors or members of the committee. This consent shall have the same effect as a unanimous vote.
- (4) Unless otherwise provided in the articles of incorporation or bylaws, members of the board of directors of any association, or committee designated by the board, may participate in a meeting of the board or committee by conference telephone or similar communications equipment. Participation in a meeting under this subsection shall constitute presence in person at the meeting.

Enacted by Chapter 27, 1989 General Session