

121 including a copy of the signature thereto.]

122 ~~§~~ → [(5)] **6** Notwithstanding Subsection (1), directors may not be elected by written consent  
 123 except by unanimous written consent of all shares entitled to vote for the election of directors. [ ]

124 [(6)] **7** ← ~~§~~ If not otherwise determined under Sections 16-10a-703 or 16-10a-707, the record  
 125 date for determining shareholders entitled to take action without a meeting or entitled to be  
 126 given notice under Subsection (2) [of action so taken] or (3) is the date the first shareholder  
 127 delivers to the corporation a writing upon which the action is taken pursuant to Subsection (1).

128 ~~§~~ → [(7)] **8** ← ~~§~~ Action taken under this section has the same effect as action taken at a  
 128a meeting of  
 129 shareholders and may be so described in any document.

130 Section 2. Section **16-10a-705** is amended to read:

131 **16-10a-705. Notice of meeting.**

132 (1) A corporation shall give notice to shareholders of the date, time, and place of each  
 133 annual and special shareholders' meeting no fewer than 10 nor more than 60 days before the  
 134 meeting date. Unless this chapter or the articles of incorporation require otherwise, the  
 135 corporation is required to give notice only to shareholders entitled to vote at the meeting.

136 (2) Unless this chapter or the articles of incorporation require otherwise, notice of an  
 137 annual meeting need not include a description of the purpose or purposes for which the meeting  
 138 is called.

139 (3) Notice of a special meeting shall include a description of the purpose or purposes  
 140 for which the meeting is called.

141 (4) (a) Subject to Subsection (4)(b), unless the bylaws require otherwise, if an annual  
 142 or special shareholders' meeting is adjourned to a different date, time, or place, notice need not  
 143 be given of the new date, time, or place if the new date, time, or place is announced at the  
 144 meeting before adjournment.

145 (b) If the adjournment is for more than 30 days, or if after the adjournment a new  
 146 record date for the adjourned meeting is or shall be fixed under Section 16-10a-707, notice of  
 147 the adjourned meeting shall be given pursuant to the requirements of this section to  
 148 shareholders of record who are entitled to vote at the meeting.

149 (5) (a) Notwithstanding a requirement that notice be given under any provision of this  
 150 chapter, the articles of incorporation, or bylaws of any corporation, notice is not required to be  
 151 given to any shareholder to whom: