

special meeting, but the place shall be at the principal office of the Corporation. VCA § 13.1-864.

9. NOTICE.

(a) Special Meetings. Special meetings of the Board must be preceded by at least ten (10) days notice to each Director of the date, time, place, and purpose of the meeting.

(b) Adjourned Meetings. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

VCA § 13.1-866.

10. WAIVER OF NOTICE.

A Director may waive any notice required before or after the date and time stated in the notice. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at, or participation in, a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. VCA § 13.1-867.

11. TELEPHONE CONFERENCE MEETINGS.

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. The entire meeting may be conducted through such means. A Director participating in a meeting by this means is deemed to be present in person at the meeting. VCA § 13.1-864.

12. QUORUM AND VOTING.

(a) Quorum. A quorum of the Board of Directors consists of a majority of the prescribed number of Directors or, if the number of Directors is variable, the number of Directors in office immediately before a meeting begins. In no event may the Bylaws authorize a quorum of fewer than one third ($\frac{1}{3}$) of the number of Directors fixed or prescribed.

(b) Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present constitutes the act of the Board of Directors unless greater