

than a majority is required to act by a particular Bylaw. A Director who is present at a meeting when corporate action is taken is deemed to have assented to the action unless:

- (1) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting business at the meeting; or
- (2) he or she dissents or abstains from the action taken which dissent or abstention is entered in the minutes of the meeting; or
- (3) he or she delivers written notice of his/her dissent or abstention to the presiding Officer of the meeting before its adjournment or to the Secretary immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

VCA § 13.1-868

### 13. COMMITTEES.

The Board of Directors may create one or more committees, each of which shall consist of two (2) or more members. All committees serve at the pleasure of the Board of Directors. Each committee may exercise the authority of the Board of Directors under VCA § 13.1-853 as specified by the Board of Directors, except that a committee may not take action prohibited to (1) fill vacancies on the Board or on any of the Board's committees, (2) amend the Articles of Incorporation pursuant to VCA § 13.1-885, (3) adopt, amend, or repeal the Bylaws, or (4) approve a plan of merger. VCA § 13.1-869.

### 14. INFORMAL ACTION BY DIRECTORS.

(a) Action may be taken by the Directors without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken.

(b) Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date.

(c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

VCA § 13.1-865.