§ 55-8-24. Quorum and voting.

(a) Unless the articles of incorporation or bylaws provide for a greater or lesser number or unless otherwise expressly provided in this Chapter, a quorum of a board of directors consists of a majority of the number of directors specified in or fixed in accordance with the articles of incorporation or bylaws.

(b) The quorum of the board of directors provided in the articles of incorporation or bylaws shall not consist of less than one-third of the number of directors specified in or fixed in accordance with the articles of incorporation or bylaws.

(c) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors unless the articles of incorporation or bylaws require the vote of a greater number of directors or unless otherwise expressly provided in this Chapter.

(d) A director who is present at a meeting of the board of directors or a committee or subcommittee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless any of the following requirements are met:

(1) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding it or transacting business at the meeting.

(2) The director's dissent or abstention from the action taken is entered in the minutes of the meeting.

(3) The director files written notice of the director's dissent or abstention with the presiding officer of the meeting before its adjournment or with the corporation 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. (Code, s. 681; 1901, c. 2, ss. 33, 52; Rev., s. 1192; C.S., s. 1179; 1927, c. 121; 1933, c. 354, s. 1; G.S., s. 55-116; 1955, c. 1371, s. 1; 1959, c. 1316, s. 35; 1969, c. 751, s. 12; 1973, c. 469, s. 8; 1989, c. 265, s. 1; 2018-45, s. 8; 2021-106, s. 3(a).)