

(b) Any corporation of this State may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The indemnification may be against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the court in which the action or suit was brought, or a court of equity in the county in which the corporation has its principal office, determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper.

(c) Unless otherwise expressly provided by the charter of the corporation to the extent that a director, officer, employee, or agent of a corporation of the State has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) or (b), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsection (a) or (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (a) or (b). The determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding, or (2) if a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders IN ACCORDANCE WITH THE CHARTER AND BY-LAWS OF THE CORPORATION.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding referred to in subsection (a) or (b) may be paid by a corporation of this State in advance of the final disposition of the action, suit, or proceeding if authorized in the specific case in the manner provided in clause (1) or (3) of the second sentence of subsection (d), upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

(E) EXPENSES (INCLUDING ATTORNEY'S FEES) INCURRED IN DEFENDING A CIVIL OR CRIMINAL ACTION, SUIT OR PROCEEDING MAY BE PAID BY THE CORPORATION