(E) (1) ALL DIRECTORS WHO ARE LIABLE ON A CLAIM ASSERTED UNDER [[SUBSECTION (B) THROUGH]] SUBSECTIONS (B), (C), OR (D) OF THIS SECTION ARE:

(I) JOINTLY AND SEVERALLY LIABLE TO THE CORPORATION OR, IN THE EVENT THAT THE CORPORATION IS INSOLVENT, ITS RECEIVER OR OTHER PERSON WINDING UP ITS AFFAIRS; AND

(II) ENTITLED TO CONTRIBUTION FROM THOSE OTHER DIRECTORS WHO ARE ALSO LIABLE.

(2) A DIRECTOR WHO IS HELD LIABLE ON A CLAIM ASSERTED UNDER [[SUBSECTION (B)]] SUBSECTIONS (B), (C), OR (D) OF THIS SECTION IS ENTITLED TO CONTRIBUTION FROM THE STOCKHOLDERS WHO, KNOWING THAT THE DIVIDEND OR DISTRIBUTION WAS MADE IN VIOLATION OF THIS ARTICLE, ACCEPTED OR RECEIVED THE DIVIDEND OR ASSETS. THE CONTRIBUTION OF THE STOCKHOLDERS SHALL BE IN PROPORTION TO THE AMOUNTS RECEIVED BY THEM.

[(e)] (F) A director is not liable under this section if he [relied and acted in good faith on a balance sheet and profit and loss statement of the corporation which is:

(1) Represented to be correct by the officer of the corporation who has charge of its books of account or by the president; or

(2) Certified as reflecting fairly the financial position of the corporation by an independent or certified public accountant] COMPLIES WITH THE STANDARD PROVIDED IN § 2-405.1 OF THIS TITLE FOR THE PERFORMANCE OF DUTIES OF DIRECTORS.

2-401.

(a) The [board of directors of a corporation shall manage its] business and affairs OF A CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF A BOARD OF DIRECTORS.

(b) [The] ALL POWERS OF THE CORPORATION MAY BE EXERCISED BY OR UNDER AUTHORITY OF THE board of directors [may exercise all the powers of the corporation,] except [those] AS conferred on or reserved to the stockholders by law or by the charter or bylaws of the corporation.

2-406.

[The] (A) EXCEPT AS PROVIDED IN SUBSECTION (B) OF THIS SECTION AND UNLESS THE CHARTER OF THE CORPORATION PROVIDES OTHERWISE, THE stockholders of a corporation may remove any director, WITH OR WITHOUT CAUSE, by the affirmative vote of a majority of all the votes entitled to be cast [on the matter] FOR THE ELECTION OF DIRECTORS.

(B) UNLESS THE CHARTER OF THE CORPORATION PROVIDES