

committee present at any meeting, whether or not they constitute a quorum, to appoint a director to act in the place of an absent member.

[(c)] (D) The appointment of any committee, [and] the delegation of authority to it, OR ACTION BY IT UNDER THAT AUTHORITY does not CONSTITUTE, OF ITSELF, [relieve the board of directors or] COMPLIANCE BY any director, NOT A MEMBER OF THE COMMITTEE, [of any responsibility imposed by law] WITH THE STANDARD PROVIDED IN § 2-405.1 OF THIS SUBTITLE FOR THE PERFORMANCE OF DUTIES OF DIRECTORS.

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(c) With respect to a proceeding against a corporate representative brought by or on behalf of the corporation to obtain a judgment or decree in its favor, the corporation:

(1) May indemnify the corporate representative against expenses, including attorneys' fees, [and judgments, fines, and amounts paid in settlement] actually and reasonably incurred by the corporate representative in connection with the defense or settlement of the proceeding, 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; and

(2) May not indemnify the corporate representative in respect of any claim, issue, or matter as to which the corporate representative was adjudged liable for negligence or misconduct in performing his duty to the corporation, except to the extent that the court in which the proceeding was brought or any other court of equity in the county where the corporation has its principal office determines on application that, despite the adjudication of liability but in view of all circumstances of the case, the corporate representative is fairly and reasonably entitled to indemnity for those expenses which the court considers proper.

(f) Before the final disposition of a [civil or criminal] proceeding, the corporation may pay the expenses, including attorney's fees, incurred by a corporate representative in defending the proceeding, if:

(1) Authorized BY THE BOARD OF DIRECTORS in the specific case [by a preliminary determination made in accordance with one of the procedures provided in subsection (e) of this section, that there is a reasonable basis for a belief that the corporate representative met the applicable standard of conduct set forth in subsections (b) or (c)]; and

(2) [An] THE CORPORATION RECEIVES AN undertaking [is given to the corporation] by or on behalf of the corporate representative [which reasonably assures