

(ii) If the required quorum is not obtainable or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(iii) By the stockholders in accordance with the charter and bylaws of the corporation.

(f) Before the final disposition of a 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; and

(2) The corporation receives an undertaking by or on behalf of the corporate representative to repay the advance if it is not ultimately determined that the corporate representative is entitled to be indemnified by the corporation.

(g) The indemnification provided by this section:

(1) Continues as to a corporate representative who has ceased to be a director, officer, employee, or agent and inures to the benefit of his heirs and personal representative; and

(2) Does not exclude any other rights to which a corporate representative or other person may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise as to:

(i) Action in his official capacity; and

(ii) Action in another capacity while holding the office.

(h) A corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who 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, against any liability asserted against him and incurred by him in or arising out of his position, whether or not the corporation would have the power to indemnify him under this section.]

2-418.

(A) IN THIS SECTION THE FOLLOWING WORDS HAVE THE MEANINGS INDICATED.