

corporation to its stockholders contrary to the provisions of this article is liable to the corporation, jointly and severally with all other directors so voting or assenting, for the amount by which the dividend paid or the value of the assets distributed exceeds the amount which could have been paid or distributed without a violation of the provisions of this article.

(c) A director who votes for or assents to any distribution of assets of a corporation to its stockholders during the liquidation of the corporation without the payment and discharge of or making adequate provision for all known debts, obligations, and liabilities of the corporation is liable to the corporation, jointly and severally with all other directors so voting or assenting, for the amount of the distribution, to the extent that those debts, obligations, and liabilities of the corporation are not subsequently paid or discharged.

(d) A director who votes for or assents to the purchase or redemption of the corporation's own stock contrary to the provisions of this article is liable to the corporation, jointly and severally with all other directors so voting or assenting, for the amount by which the consideration paid for the shares exceeds the amount which could have been paid without a violation of the provisions of this article.

(e) (1) All directors who are liable on a claim asserted under 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 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.

(f) A director is not liable under this section if he complies with the standard provided in § 2-405.1 of this title for the performance of duties of directors.]

[2-316.

(a) Any stockholder who receives a dividend which was declared or paid when the corporation was insolvent or who receives a dividend the payment of which renders the corporation insolvent is liable to the corporation, its receiver, or other