

(5) A provision which requires for any purpose a lesser proportion of the votes of all classes or of any class of stock than the proportion required by this article for that purpose, but this proportion may not be less than a majority of all the votes entitled to be cast on the matter;

(6) A provision which divides its directors into classes and specifies the term of office of each class;

(7) A provision for minority representation through cumulative voting in the election of directors and the terms on which cumulative voting rights may be exercised; [and]

(8) A provision which varies in accordance with § 2-405.2 of this title the standards for liability of the directors and officers of a corporation for money damages; AND

(9) A PROVISION THAT ALLOWS THE BOARD OF DIRECTORS, IN CONSIDERING A POTENTIAL ACQUISITION OF CONTROL OF A THE CORPORATION, TO CONSIDER THE EFFECT OF THE POTENTIAL ACQUISITION OF CONTROL ON:

(I) STOCKHOLDERS, EMPLOYEES, SUPPLIERS, CUSTOMERS, AND CREDITORS OF THE CORPORATION; AND

(II) COMMUNITIES IN WHICH OFFICES OR OTHER ESTABLISHMENTS OF THE CORPORATION ARE LOCATED.

(C) THE INCLUSION OR OMISSION OF A PROVISION IN THE CHARTER THAT ALLOWS THE BOARD OF DIRECTORS TO CONSIDER THE EFFECT OF A POTENTIAL ACQUISITION OF CONTROL ON PERSONS SPECIFIED IN SUBSECTION (B)(9) OF THIS SECTION DOES NOT CREATE AN INFERENCE CONCERNING FACTORS THAT MAY BE CONSIDERED BY THE BOARD OF DIRECTORS REGARDING A POTENTIAL ACQUISITION OF CONTROL.

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(C) (1) THE BOARD OF DIRECTORS OF A CORPORATION MAY, IN ITS SOLE DISCRETION:

(I) SET THE TERMS AND CONDITIONS OF RIGHTS, OPTIONS, OR WARRANTS UNDER A STOCKHOLDER RIGHTS PLAN; AND

(II) ISSUE RIGHTS, OPTIONS, OR WARRANTS UNDER A STOCKHOLDER RIGHTS PLAN TO DESIGNATED PERSONS OR CLASSES OF PERSONS.

(2) THE RIGHTS, OPTIONS, OR WARRANTS UNDER PARAGRAPH (1) OF THIS SUBSECTION MAY, IN THE SOLE DISCRETION OF THE BOARD OF DIRECTORS, INCLUDE ANY LIMITATION, RESTRICTION, OR CONDITION THAT:

(I) PRECLUDES, LIMITS, INVALIDATES, OR VOIDS THE EXERCISE, TRANSFER, OR RECEIPT OF THE RIGHTS, OPTIONS, OR WARRANTS BY DESIGNATED PERSONS OR CLASSES OF PERSONS IN SPECIFIED CIRCUMSTANCES; OR