

(2) AUTHORIZE THE CORPORATION TO REDEEM ANY RIGHTS UNDER ~~OR~~, MODIFY, OR RENDER INAPPLICABLE, A STOCKHOLDER RIGHTS PLAN;

(3) ELECT ON BEHALF OF THE CORPORATION TO BE SUBJECT TO OR REFRAIN FROM ELECTING ON BEHALF OF THE CORPORATION TO BE SUBJECT TO ANY OR ALL OF THE PROVISIONS OF TITLE 3, SUBTITLE 8 OF THIS ARTICLE;

(4) MAKE A DETERMINATION UNDER THE PROVISIONS OF TITLE 3, SUBTITLE 6 OR SUBTITLE 7 OF THIS ARTICLE; OR

(5) ACT OR FAIL TO ACT SOLELY BECAUSE OF:

(I) THE EFFECT THE ACT OR FAILURE TO ACT MAY HAVE ON AN ACQUISITION OR POTENTIAL ACQUISITION OF CONTROL OF THE CORPORATION; OR

(II) THE AMOUNT OR TYPE OF ANY CONSIDERATION THAT MAY BE OFFERED OR PAID TO STOCKHOLDERS IN AN ACQUISITION.

(E) AN ACT OF ~~THE DIRECTORS~~ A DIRECTOR OF A CORPORATION IS PRESUMED TO SATISFY THE STANDARDS OF SUBSECTION (A) OF THIS SECTION.

(F) AN ACT OF A DIRECTOR RELATING TO OR AFFECTING AN ACQUISITION OR A POTENTIAL ACQUISITION OF CONTROL OF A CORPORATION MAY NOT BE SUBJECT TO A HIGHER DUTY OR GREATER SCRUTINY THAN IS APPLIED TO ANY OTHER ACT OF A DIRECTOR.

(G) NOTHING IN THIS SECTION CREATES A DUTY OF ANY DIRECTOR OF A CORPORATION ENFORCEABLE OTHERWISE THAN BY THE CORPORATION OR IN THE RIGHT OF THE CORPORATION.

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(a) [Except as provided in subsection (b) of this section and unless the charter of the corporation provides otherwise, the] 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 for the election of directors, EXCEPT:

(1) AS PROVIDED IN SUBSECTION (B) OF THIS SECTION;

(2) AS OTHERWISE PROVIDED IN THE CHARTER OF THE CORPORATION;

OR

(3) FOR A CORPORATION THAT HAS ELECTED TO BE SUBJECT TO § 3-804(A) OF THIS ARTICLE.

(b) Unless the charter of the corporation provides otherwise:

(1) If the stockholders of any class or series are entitled separately to elect one or more directors, a director elected by a class or series may not be removed without cause except by the affirmative vote of a majority of all the votes of that class or series;

(2) If a corporation has cumulative voting for the election of directors and less than the entire board is to be removed, a director may not be removed without