

2-402.

(a) Each corporation shall have at least [three directors at all times, provided that:

(1) If there is no stock outstanding the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders] ONE DIRECTOR.

2-408.

(D) (1) THE CHARTER MAY PROVIDE THAT ONE OR MORE DIRECTORS OR A CLASS OF DIRECTORS SHALL HAVE MORE OR LESS THAN ONE VOTE PER DIRECTOR ON ANY MATTER

(2) IF THE CHARTER PROVIDES THAT ONE OR MORE DIRECTORS SHALL HAVE MORE OR LESS THAN ONE VOTE PER DIRECTOR ON ANY MATTER, EVERY REFERENCE IN THIS ARTICLE TO A MAJORITY OR OTHER PROPORTION OF DIRECTORS SHALL REFER TO A MAJORITY OR OTHER PROPORTION OF VOTES OF THE DIRECTORS.

2-411.

(a) The [bylaws of a corporation may authorize its] board of directors [to] OF A CORPORATION MAY:

(1) Appoint from among its members an executive committee and other committees composed of one or more directors; and

(2) Delegate to these committees any of the powers of the board of directors, except the power to:

(i) Authorize dividends on stock;

(ii) Issue stock other than as provided in subsection (b) of this section;

(iii) Recommend to the stockholders any action which requires stockholder approval;

(iv) Amend the bylaws; or

(v) Approve any merger or share exchange which does not require stockholder approval.

(E) NOTWITHSTANDING SUBSECTION (A) OF THIS SECTION OR § 2-408(D) OF THIS SUBTITLE, THE CHARTER OR BYLAWS OF A CORPORATION, OR ANY AGREEMENT TO WHICH THE CORPORATION IS A PARTY AND WHICH HAS BEEN APPROVED BY THE BOARD OF DIRECTORS, MAY PROVIDE FOR: