

METHOD OR PROCEDURE FOR DETERMINING THE MAXIMUM AMOUNT OF THE DISTRIBUTION, THE BOARD MAY DELEGATE TO A COMMITTEE OF THE BOARD OR AN OFFICER OF THE CORPORATION THE POWER, IN ACCORDANCE WITH THE GENERAL AUTHORIZATION, TO FIX THE AMOUNT AND OTHER TERMS OF THE DISTRIBUTION.

2-407.

(a) (1) Except as provided in paragraph (2) of this subsection AND EXCEPT FOR A CORPORATION THAT HAS ELECTED TO BECOME SUBJECT TO § 3-804(C) OF THIS ARTICLE, the stockholders may elect a successor to fill a vacancy on the board of directors which results from the removal of a director.

(2) If the stockholders of any class or series are entitled separately to elect one or more directors, the stockholders of that class or series may elect a successor to fill a vacancy on the board of directors which results from the removal of a director elected by that class or series.

2-411.

(a) The board of directors 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, EXCEPT AS PROVIDED IN § 2-309(C) OF THIS TITLE;

(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.

3-106.

(d) (1) [If the parent and subsidiary are both Maryland corporations, and unless] UNLESS waived by all [minority] stockholders WHO, EXCEPT FOR THE APPLICATION OF THIS SECTION, WOULD BE ENTITLED TO VOTE ON THE MERGER, at least 30 days before the articles are filed with the Department, a parent corporation which owns less than all of the outstanding stock of the subsidiary [shall give] AS OF IMMEDIATELY BEFORE THE EFFECTIVE TIME OF THE MERGER MUST HAVE GIVEN notice of the transaction to each of the subsidiary's [minority] stockholders of record WHO, EXCEPT FOR THE APPLICATION OF THIS SECTION, WOULD BE ENTITLED TO VOTE ON THE MERGER on the date of giving of the notice or on a record date fixed for that purpose which is not more than 10 days before the date of giving notice.