

or proposed acquisition, as defined under § 6.5-101 of the State Government Article, except in the form of compensation paid for continued employment with the company or acquiring entity.

(C) (1) EXCEPT AS PROVIDED IN PARAGRAPH (2) OF THIS SUBSECTION, AN OFFICER, DIRECTOR, TRUSTEE, OR EMPLOYEE OF A CORPORATION OPERATING UNDER THIS SUBTITLE MAY NOT APPROVE OR RECEIVE ANY REMUNERATION FROM THE ASSETS OF THE CORPORATION.

(2) AN OFFICER, DIRECTOR, TRUSTEE, OR EMPLOYEE OF A CORPORATION OPERATING UNDER THIS SUBTITLE MAY ONLY APPROVE OR RECEIVE FROM THE ASSETS OF THE CORPORATION FAIR AND REASONABLE COMPENSATION IN THE FORM OF SALARY, BONUSES, OR PERQUISITES FOR WORK ACTUALLY PERFORMED FOR THE BENEFIT OF THE CORPORATION.

(3) THE APPROVAL OR RECEIPT OF REMUNERATION IN VIOLATION OF THIS SUBSECTION IS A VIOLATION OF § 14-115(C) OF THIS SUBTITLE AND SHALL BE CONSIDERED AN UNSOUND OR UNSAFE BUSINESS PRACTICE UNDER § 14-116 OF THIS SUBTITLE.

(4) (1) ON AN ANNUAL BASIS, THE COMMISSIONER SHALL REVIEW THE COMPENSATION, BONUSES, AND ANY PAYMENTS FOR PERQUISITES PAID TO EACH OFFICER, DIRECTOR, OR TRUSTEE OF A CORPORATION OPERATING UNDER THIS SUBTITLE FOR WORK PERFORMED FOR THE CORPORATION.

(H) IF THE COMMISSIONER FINDS THAT REMUNERATION PAID TO AN OFFICER, DIRECTOR, OR TRUSTEE EXCEEDS THE AMOUNT AUTHORIZED UNDER PARAGRAPH (2) OF THIS SUBSECTION, THE COMMISSIONER SHALL ISSUE AN ORDER PROHIBITING PAYMENT OF THE EXCESS AMOUNT.

[(e)] (D) (1) A person that violates subsection (a) OR (C) of this section is subject to a civil penalty not exceeding \$5,000 for each violation.

(2) Instead of or in addition to imposing a civil penalty, the Commissioner may require the violator to make restitution to any person that has suffered financial injury as a result of the violation.

[(d)] (E) In determining the amount of financial penalty to be imposed, the Commissioner shall consider:

- (1) the seriousness of the violation;
- (2) the good faith of the violator;
- (3) the violator's history of previous violations;
- (4) the deleterious effect of the violation on the public and the nonprofit health service industry; and
- (5) the assets of the violator.