

(a) 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 generally 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 cause if the votes cast against [his] THE DIRECTOR'S removal would be sufficient to elect [him] THE DIRECTOR if then cumulatively voted at an election of the entire board of directors, or, if there is more than one class of directors, at an election of the class of directors of which [he] THE DIRECTOR is a member; and

(3) If the directors have been divided into classes, a director may not be removed without cause.

(C) A RESIGNATION OF A DIRECTOR GIVEN IN WRITING OR BY ELECTRONIC TRANSMISSION MAY PROVIDE THAT:

(1) THE RESIGNATION WILL BE EFFECTIVE AT A LATER TIME OR ON THE OCCURRENCE OF AN EVENT;

(2) THE RESIGNATION IS IRREVOCABLE ON THE OCCURRENCE OF THE EVENT; AND

(3) IF THE RESIGNATION WILL BE EFFECTIVE ON THE FAILURE OF THE DIRECTOR TO RECEIVE A SPECIFIED VOTE FOR REELECTION, THE RESIGNATION IS IRREVOCABLE.