

(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(d) 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, **OTHER THAN THE ELECTION OF DIRECTORS**;

(iv) Amend the bylaws; or

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

(b) If the board of directors has given general authorization for the issuance of stock providing for or establishing a method or procedure for determining the maximum number **OR THE MAXIMUM AGGREGATE OFFERING PRICE** of shares to be issued, a committee of the board, in accordance with that general authorization or any stock option or other plan or program adopted by the board, may authorize or fix the terms of stock subject to classification or reclassification and the terms on which any stock may be issued, including all terms and conditions required or permitted to be established or authorized by the board of directors under §§ 2-203 and 2-208 of this title.

2-418.

(a) (3) "Director" means any person who is or was a director of a corporation and any person who, while a director of a corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, **LIMITED LIABILITY COMPANY**, other enterprise, or employee benefit plan.

(f) (1) Reasonable expenses incurred by a director who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of the proceeding upon receipt by the corporation of: