

OTHERWISE:

(1) IF THE STOCKHOLDERS OF ANY CLASS ARE ENTITLED SEPARATELY TO ELECT ONE OR MORE DIRECTORS, A DIRECTOR ELECTED BY A CLASS MAY NOT BE REMOVED WITHOUT CAUSE EXCEPT BY THE AFFIRMATIVE VOTE OF A MAJORITY OF ALL THE VOTES OF THAT CLASS; AND

(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 REMOVAL WOULD BE SUFFICIENT TO ELECT HIM 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 IS A MEMBER.

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(a) The bylaws of a corporation may authorize its board of directors to:

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

(2) Delegate to these committees [in the intervals between meetings of the board of directors] any of the powers of the board OF DIRECTORS [to manage the business and affairs of the corporation], except the power to:

(i) Declare dividends OR DISTRIBUTIONS ON STOCK;

(ii) Issue stock OTHER THAN AS PROVIDED IN SUBSECTION (B) OF THIS SECTION; [or]

(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.

(B) IF THE BOARD OF DIRECTORS HAS GIVEN GENERAL AUTHORIZATION FOR THE ISSUANCE OF STOCK, A COMMITTEE OF THE BOARD, IN ACCORDANCE WITH A GENERAL FORMULA OR METHOD SPECIFIED BY THE BOARD BY RESOLUTION OR BY ADOPTION OF A STOCK OPTION OR OTHER PLAN, MAY 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.

[(b)] (C) The bylaws may authorize the members of a