

(2) Any restriction not inconsistent with law on the transferability of stock of any class;

(3) Any provision authorized by this article to be included in the bylaws;

(4) Any provision which requires for any purpose the concurrence of a greater proportion of the votes of all classes or of any class of stock than the proportion required by this article for that purpose;

(5) A provision which requires for any purpose a lesser proportion of the votes of all classes or of any class of stock than the proportion required by this article for that purpose, but this proportion may not be less than a majority of all the votes entitled to be cast on the matter;

(6) A provision which divides its directors into classes and specifies the term of office of each class; [and]

(7) A provision for minority representation through cumulative voting in the election of directors and the terms on which cumulative voting rights may be exercised; AND

(8) A PROVISION WHICH VARIES IN ACCORDANCE WITH § 2-405.2(A) OF THIS TITLE THE STANDARDS FOR LIABILITY OF THE DIRECTORS AND OFFICERS OF A CORPORATION FOR MONEY DAMAGES.

2-405.1.

(c) A person who performs his duties in accordance with the standard provided in this section has no liability by reason of being or having been a director of a corporation[, unless, in a situation to which § 2-419(d) of this subtitle applies, a contract or transaction is determined not to have been fair and reasonable to the corporation].

2-405.2.

(A) THE CHARTER OF THE CORPORATION MAY INCLUDE ANY PROVISION EXPANDING OR LIMITING THE LIABILITY OF ITS DIRECTORS AND OFFICERS TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONEY DAMAGES BUT MAY NOT INCLUDE ANY PROVISION WHICH RESTRICTS OR LIMITS THE LIABILITY OF ITS DIRECTORS OR OFFICERS TO THE CORPORATION OR ITS STOCKHOLDERS:

(1) TO THE EXTENT THAT IT IS PROVED THAT THE PERSON ACTUALLY RECEIVED AN IMPROPER BENEFIT OR PROFIT IN MONEY, PROPERTY, OR SERVICES, FOR THE AMOUNT OF THE BENEFIT OR PROFIT IN MONEY, PROPERTY, OR SERVICES ACTUALLY RECEIVED;

(2) TO THE EXTENT THAT A JUDGMENT OR OTHER FINAL ADJUDICATION ADVERSE TO THE PERSON IS ENTERED IN A PROCEEDING