SINGLE DESIGNATOR

SINGLE MEMBER

THE SCOPE OF ARBTR.

The board's fiduciary duty cannot be arbitrated.

A board cannot contract away its fiduciary resp.

The scope of ARBTR. is wider only where a power has been reserved.

Could sue on Bylaws as derivative action.

COURT

Could sue as Bylaws as contract (if added to Byls)

Wrong of [Effectiveness]

Could provide a shield

Could remove board or individual members