

MEMORIAL TO PROFESSOR RICHARD H. HUMPHREYS:  
COLLEAGUE, FRIEND, TEACHER

*Remarks by Robert J. Bruce\**

Dick Humphreys joined the faculty of the law school in August 1975 at the time the then independent Delaware Law School was becoming part of the University. His skills and realistic approach to building a library from virtually nothing was instrumental in assisting the law school to rapidly move to the recognized regional law school it is today. Under his direction, the law school moved to its present location on the Delaware Campus of the University, and in 1985 he planned the construction and expansion of the recently completed library addition.

Professor Humphreys was born in Kansas and received his B.S. at the University of Kansas. He obtained his J.D. from the University of Tulsa and his Masters in Library Science from Wayne State. Prior to joining the law school, he served as a captain in the United States Marine Corps for eight years, was house counsel for Tulsa Crude, and was assistant dean and assistant professor of law at the University of Detroit School of Law.

His contributions extended far beyond the law school. He served as president of the Delaware Library Association 1981-1982, editor of the American Association Law Librarians Newsletter from 1979-1982, was appointed to the Governor's Task Force on Library Cooperation, and was a founder of the Delaware Library Consortium. Dick Humphreys left an indelible mark on the law school. During his distinguished career, he played a key role in obtaining ABA approval for the fledgling institution. Under his leadership, the library developed one of the most significant legal collections in the tri-state area.

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\*President of Widener University, Chester, Pennsylvania.

As a colleague, he was a caring, witty, and sincere individual who was never too busy to lend a hand to any project related to the law school and its students, or the University. We shall miss him.

*Remarks of Anthony J. Santoro\**

This is a bittersweet day for us. We are gathered in sadness to mourn Dick Humphreys' passing from our midst. But, we are also gathered to remember the life of a good man who touched each of us in a very special way.

I had supposed that I was the person least likely to speak about Dick on this occasion. He was, as we all know, a very private person, a very complicated person, and a person of few words. And, I knew him for only a very brief time. However, if the best measure of a man is taken when he faces great personal crisis, then I am a uniquely qualified witness to the character of Dick Humphreys.

A flood of adjectives and qualities come readily to mind when I reflect upon my association and conversations with Dick. He was a devoted husband, a loving parent, a kind and gentle friend to everyone with whom he came into contact, a conscientious teacher, a valued colleague, and a steadfast supporter of the law school.

Dick was the foundation upon which the law school was built. Students were admitted and students were graduated. Faculty, staff, and deans came and went. But, Dick was always there. For most of the school's young life Dick was there to provide the leadership, stability, and continuity the fledgling law school desperately needed. He was there to provide wise counsel to faculty and deans—especially this dean.

We all know Dick was responsible for building the library into the magnificent edifice it is today. Few realize the impact Dick had in other areas of the law school. There is scarcely a part of the law school which does not bear his imprint from accreditation, to the Moot Court program, to the curriculum, to the selection of faculty.

He was enormously proud of the law school's achievement, but his unassuming nature prevented him from fully realizing that he

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was one of the principal reasons for the school's success. I think what I will remember most about Dick is that he rarely had time for himself or for worldly goods—he was too busy caring for other people and for the law school.

Dick would stroll into my office and pour us both a cup of coffee whenever he sensed I was troubled. One day, a few months ago, he came into my office and poured us some coffee, but this time it was Dick who was troubled. He revealed to me that his illness was terminal.

Then he expressed regret—not because he was dying—because he felt he was letting me down during the AALS process and with the plans we developed for the future of the law school. He encouraged me to persevere despite the burden he perceived he left me. It was so typical of Dick that when facing his greatest personal crisis he was concerned first with the well-being of a colleague and the well-being of the law school—not with his own burdens. A little bit of us and a little bit of the law school died with Dick the other day. But a lot of Dick lives with us and with the law school. In that sense he has achieved a measure of immortality and the seeds he labored to sow will yield fruit forever. He will not be forgotten.



# Commentary from the Bar

## ELIMINATION OR LIMITATION OF DIRECTOR LIABILITY FOR DELAWARE CORPORATIONS

BY R. FRANKLIN BALOTTI AND MARK J. GENTILE\*

### I. INTRODUCTION

On June 18, 1986, the Governor of the State of Delaware signed into law Senate Bill No. 533 which, among other things, amended section 102 of the Delaware General Corporation Law (General Corporation Law) to add a new subsection (b)(7). The amendment, which became effective July 1, 1986, permits a Delaware corporation to include in its original certificate of incorporation (or an amendment thereto) a provision which limits or eliminates a director's personal liability to a corporation or its stockholders for breach of his or her fiduciary duty of care as a director in certain circumstances. The new section 102(b)(7) is intended to assist Delaware corporations attract and retain highly qualified individuals to serve as directors. Many corporations have since taken advantage of this section by adopting amendments which limit or eliminate director liability for breach of fiduciary duty.<sup>1</sup> This article reviews the limited history of section 102(b)(7), evaluates the purposes and effects of charter provisions authorized by that section, and analyzes various alternatives for responding to this recent authorization.<sup>2</sup>

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1. As reported in 1 Corporate Counsel Weekly (BNA) No. 48, at 1 (Dec. 10, 1986) [hereinafter *Corporate Counsel Weekly*], 75% of Delaware corporations responding to a survey by the American Society of Corporate Secretaries intend to seek stockholder approval for amendments authorized by § 102(b)(7). *See also* Levin, *Board Liability in Delaware*, N.Y. Times, Jan. 15, 1987, at D2, col. 1.

2. Section 145 of the General Corporation law, which permits Delaware corporations to indemnify officers and directors for defending suits arising out of their corporate service, was also amended effective July 1, 1986. Although indemnification of directors and officers, on one hand, and limitation or elimination of director liability as authorized by § 102(b)(7), on the other hand, are often considered in unison, the two aspects of director protection are indeed separate and distinct. Considerations of indemnification of officers and directors and of § 145 generally are beyond the scope of this article. For a further discussion of the relationship between §§ 102(b)(7), 145, and directors' liability insurance, see Veasey, Finkelstein