

#### **490.809 Removal of directors by judicial proceeding.**

1. The district court of the county where a corporation's principal office or, if none in this state, its registered office is located may remove a director of the corporation from office in a proceeding commenced by or in the right of the corporation if the court finds that both of the following apply:

*a.* The director engaged in fraudulent conduct with respect to the corporation or its shareholders, grossly abused the position of director, or intentionally inflicted harm on the corporation.

*b.* Considering the director's course of conduct and the inadequacy of other available remedies, removal would be in the best interest of the corporation.

2. A shareholder proceeding on behalf of the corporation under subsection 1 shall comply with all of the requirements of division VII, part D, except section 490.741.

3. The court, in addition to removing the director, may bar the director from reelection for a period prescribed by the court.

4. This section does not limit the equitable powers of the court to order other relief.

89 Acts, ch 288, §80; 2002 Acts, ch 1154, §33, 125