

**490.805 Terms of directors generally.**

1. The terms of the initial directors of a corporation expire at the first shareholders' meeting at which directors are elected.

2. *a.* The terms of all other directors expire at the next, or if their terms are staggered in accordance with [section 490.806](#), at the applicable second or third, annual shareholders' meeting following their election.

*b.* Paragraph "a" does not apply in any of the following circumstances:

(1) To the extent provided in [section 490.1022](#) if a bylaw electing to be governed by that section is in effect.

(2) A shorter term is specified in the articles of incorporation in the event of a director nominee failing to receive a specified vote for election.

3. A decrease in the number of directors does not shorten an incumbent director's term.

4. The term of a director elected to fill a vacancy expires at the next shareholders' meeting at which directors are elected.

5. Except to the extent otherwise provided in the articles of incorporation or under [section 490.1022](#), if a bylaw electing to be governed by that section is in effect, despite the expiration of a director's term, the director continues to serve until the director's successor is elected and qualifies or there is a decrease in the number of directors.

[89 Acts, ch 288, §76; 2011 Acts, ch 2, §4, 10; 2018 Acts, ch 1015, §2; 2021 Acts, ch 165, §91, 230](#)