

501.402 Vacancies.

1. A director may resign at any time by delivering written notice to the board chairperson or the board secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

2. The members may remove one or more directors with or without cause unless the articles provide that directors may be removed only for cause.

3. The articles may authorize the board to remove a director for a cause specified in the articles.

4. Unless the articles or bylaws provide otherwise, the board shall fill each vacancy until the members elect a director to fill the vacancy at the next scheduled meeting of the members. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

[96 Acts, ch 1010, §23](#)