

490.810 Vacancy on board.

1. Unless the articles of incorporation provide otherwise, if a vacancy occurs on a board of directors, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled in any of the following manners:

a. The shareholders may fill the vacancy.

b. The board of directors may fill the vacancy.

c. 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.

1A. a. For a public corporation subject to [section 490.806A, subsection 1](#), or [section 490.806B](#), a vacancy on the board of directors, including but not limited to a vacancy resulting from an increase in the number of directors, shall be filled solely by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the board.

b. [This subsection](#) is repealed on January 1, 2022.

2. If the vacant office was held by a director elected by a voting group of shareholders, only the holders of shares of that voting group are entitled to vote to fill the vacancy if it is filled by the shareholders, and only the directors elected by that voting group are entitled to fill the vacancy if it is filled by the directors.

3. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under [section 490.807, subsection 2](#) or otherwise, may be filled before the vacancy occurs but the new director shall not take office until the vacancy occurs.

[89 Acts, ch 288, §81; 2011 Acts, ch 2, §7, 10; 2013 Acts, ch 31, §26, 82; 2018 Acts, ch 1015, §6](#)

Referred to in [§490.806B](#)