

16-10a-805 Terms of directors generally.

- (1) Except as provided in Section 16-10a-806, the terms of the initial directors of a corporation expire at the first shareholders' meeting at which directors are elected.
- (2) The terms of all other directors expire at the next annual shareholders' meeting following their election:
 - (a) except as provided in:
 - (i) Section 16-10a-806; or
 - (ii) Section 16-10a-1023, if a bylaw electing to be governed by Section 16-10a-1023 applies; or
 - (b) unless a shorter term is specified in the articles of incorporation in the event a director nominee fails to receive a specified vote for election.
- (3) A decrease in the number of directors does not shorten an incumbent director's term.
- (4)
 - (a) A director elected to fill a vacancy created other than by an increase in the number of directors shall be elected for the unexpired term of the director's predecessor in office, or for any lesser period as may be prescribed by the board of directors.
 - (b) If a director is elected to fill a vacancy created by reason of an increase in the number of directors, then the term of the director so elected expires at the next shareholders' meeting at which directors are elected, unless the vacancy is filled by a vote of the shareholders, in which case the term shall expire on the later of:
 - (i) the next meeting of shareholders at which directors are elected; or
 - (ii) the term designated for the director at the time of the creation of the position being filled.
- (5) Except as otherwise provided in the articles of incorporation, or Section 16-10a-1023, if a bylaw electing to be governed by Section 16-10a-1023 applies, despite the expiration of a director's term, the director continues to serve until the election and qualification of a successor or there is a decrease in the number of directors.
- (6) A director whose term has ended may deliver to the division for filing a statement to that effect pursuant to Section 16-10a-1608.

Amended by Chapter 85, 2007 General Session