

Effective 5/12/2015

16-6a-808 Removal of directors.

- (1) Directors elected by voting members or directors may be removed as provided in Subsections (1)(a) through (f).
 - (a) The voting members may remove one or more directors elected by them with or without cause unless the bylaws provide that directors may be removed only for cause.
 - (b) If a director is elected by a voting group, only that voting group may participate in the vote to remove that director.
 - (c) Unless otherwise provided in the bylaws, a director may be removed:
 - (i) when the director is elected by the voting members, only if a majority of the voting members votes to remove the director; or
 - (ii) when the director is elected by a voting group, only if a majority of the voting group votes to remove the director.
 - (d) A director elected by voting members may be removed by the voting members only:
 - (i) at a meeting called for the purpose of removing that director; and
 - (ii) if the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of the director.
 - (e) An entire board of directors may be removed under Subsections (1)(a) through (d).
 - (f)
 - (i) Except as provided in Subsection (1)(f)(ii), a director elected by the board of directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is set forth in the bylaws.
 - (ii) A director elected by the board of directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members but not the board of directors.
 - (g) A director who is removed pursuant to this section may deliver to the division for filing a statement to that effect pursuant to Section 16-6a-1608.
- (2) Unless otherwise provided in the bylaws:
 - (a) an appointed director may be removed without cause by the person appointing the director;
 - (b) the person described in Subsection (2)(a) shall remove the director by giving written notice of the removal to:
 - (i) the director; and
 - (ii) the nonprofit corporation; and
 - (c) unless the written notice described in Subsection (2)(b) specifies a future effective date, a removal is effective when the notice is received by both:
 - (i) the director to be removed; and
 - (ii) the nonprofit corporation.
- (3) A designated director, as provided in Subsection 16-6a-804(5), may be removed by an amendment to the bylaws deleting or changing the designation.
- (4) Removal of a director under this section is not affected by Subsection 16-6a-805(5).

Amended by Chapter 240, 2015 General Session