

**16-6a-810 Vacancy on board.**

- (1) Unless otherwise provided in the bylaws, if a vacancy occurs on a board of directors, including a vacancy resulting from an increase in the number of directors:
  - (a) the voting members, if any, may fill the vacancy;
  - (b) the board of directors may fill the vacancy; or
  - (c) if the directors remaining in office constitute fewer than a quorum of the board of directors, the remaining directors may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.
- (2) Notwithstanding Subsection (1), unless otherwise provided in the bylaws, if the vacant office was held by a director elected by a voting group of voting members:
  - (a) if one or more of the remaining directors were elected by the same voting group of voting members:
    - (i) only the directors elected by the same voting group of voting members are entitled to vote to fill the vacancy if it is filled by directors; and
    - (ii) the directors elected by the same voting group of voting members may fill the vacancy by the affirmative vote of a majority of the directors remaining in office; and
  - (b) only that voting group is entitled to vote to fill the vacancy if it is filled by the voting members.
- (3) Notwithstanding Subsection (1) and unless otherwise provided in the bylaws, only the directors elected by the same voting group of directors are entitled to vote to fill the vacancy if:
  - (a) the vacant office was held by a director elected by a voting group of directors; and
  - (b) any persons in that voting group remain as directors.
- (4) Unless otherwise provided in the bylaws, if a vacant office was held by an appointed director, only the person who appointed the director may fill the vacancy.
- (5)
  - (a) If a vacant office was held by a designated director, as provided in Subsection 16-6a-804(5), the vacancy shall be filled as provided in the bylaws.
  - (b) In the absence of an applicable bylaw provision, the vacancy may not be filled by the board.
- (6) A vacancy that will occur at a specific later date by reason of a resignation effective at a later date under Subsection 16-6a-807(2) or otherwise, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Enacted by Chapter 300, 2000 General Session