

**3-1-13 Directors.**

- (1)
  - (a)
    - (i) Except as provided in Subsection (1)(c), the business of the association shall be managed by a board of not less than three directors.
    - (ii) At least two-thirds of the directors shall be members of the association, or officers, directors, or members of a member association.
  - (b) A director shall hold office for the term for which he or she was named or elected and until a successor is elected.
  - (c) If an association has less than three associations of producers as its members, the association may be managed by a board of two directors, each of whom shall be an officer, director, or member of a member association.
- (2) Directors shall be elected by the members at the first meeting of the members held after the incorporation of the association.
- (3) Subject to the provisions of this chapter, the articles, or bylaws, shall specify the:
  - (a) number;
  - (b) qualifications;
  - (c) terms of office;
  - (d) manner of election;
  - (e) time and place of meeting; and
  - (f) powers and duties of the directors.
- (4) Unless otherwise provided in the articles or bylaws, a director shall be elected for a term of one year.
- (5)
  - (a)
    - (i) Unless otherwise provided in the articles or bylaws and except as provided in Subsection (5)(b), a vacancy on the board, other than by expiration of term, shall be filled by the remaining members of the board.
    - (ii) A director elected by the remaining members of the board shall serve until a successor is elected by the members at the next annual meeting of the members, or at a special meeting.
  - (b)
    - (i) If the bylaws provide for the election of directors within districts, the board shall call a special meeting of the members in the district to elect a person qualified to fill the vacancy.
    - (ii) Unless otherwise provided in the articles or bylaws, a director elected by a district shall serve until a successor is elected at the next regular meeting at which a director or directors are to be elected.
- (6)
  - (a) If not restricted by the articles, the bylaws may provide that the:
    - (i) area in which the association has members shall be divided into districts; and
    - (ii) directors shall be elected within those districts.
  - (b) The directors may be elected either directly or by district delegates elected by the members in that district.
  - (c) The bylaws shall specify, or authorize the board of directors to determine:
    - (i) the number of directors to be elected within each district;
    - (ii) the apportionment of the directors; and
    - (iii) the method of changing district boundaries.

- (d) The bylaws may provide that primary elections shall be held in each district to nominate its directors, and that the result of the primary elections may be:
  - (i) ratified at the next regular meeting of the association; or
  - (ii) considered to be the final election.
- (7)
  - (a) The bylaws may provide for an executive committee to be elected by the board of directors from its members and may delegate to this committee the functions and powers of the board.
  - (b) The executive committee shall be subject to the general direction and control of the board.

Amended by Chapter 70, 2003 General Session