317A.227 VACANCIES.

- (a) Unless the articles or bylaws provide otherwise, and except as provided in paragraphs (b), (c), and (d), if a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors:
 - (1) the members with voting rights, if any, may fill the vacancy; or
 - (2) the remaining members of the board, though less than a quorum, may fill the vacancy.
- (b) If a vacant office was held by a director elected by a class, chapter, or other organizational unit or by region or other geographic grouping, only members of the class, chapter, unit, or grouping are entitled to vote to fill the vacancy.
- (c) If a vacant office was held by an appointed director, only the person who appointed the director may fill the vacancy.
- (d) A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

History: 1989 c 304 s 38; 1992 c 503 s 4