

(c) Except as provided in subsection (i) of this section, a director may be removed under subsection (a) of this section or (b) of this section only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

(d) If cumulative voting is authorized, a director may not be removed if the number of votes, or if the director was elected by a class, chapter, unit or grouping of members, the number of votes of that class, chapter, unit or grouping, sufficient to elect the director under cumulative voting is voted against the director's removal.

(e) A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

(f) In computing whether a director is protected from removal under subsections (b)-(d) of this section, it should be assumed that the votes against removal are cast in an election for the number of directors of the class to which the director to be removed belonged on the date of that director's election.

(g) An entire board of directors may be removed under subsections (a)-(e) of this section.

(h) A director elected by the board may be removed without cause by the vote of a majority of the directors present at a meeting which is called for the purpose of removing the director and for which the meeting notice stated that the purpose, or one of the purposes, of the meeting is removal of the director, or by the vote of such greater number as is set forth in the articles or bylaws; provided, however, that a director elected by the board to fill the vacancy of a director elected by the members may be removed without cause by the members, but not the board.

(i) If, at the beginning of a director's term on the board, the articles or bylaws provide that the director may be removed for missing a specified number of board meetings, the board may remove the director for failing to attend the specified number of meetings. The director may be removed only if a majority of the directors present at a meeting which is called for the purpose of removing the director and for which the meeting notice stated that the purpose, or one of the purposes, of the meeting is removal of the director, vote for the removal.

(j) The articles or bylaws of a religious corporation may:

- (1) limit the application of this section; and
- (2) set forth the vote and procedures by which the board or any person may remove with or without cause a director elected by the members or the board.

History. Acts 1993, No. 1147, § 808.

4-33-809. Removal of designated or appointed directors.

(a) A designated director may be removed by an amendment to the articles or bylaws deleting or changing the designation.

(b) Appointed directors:

(1) Except as otherwise provided in the articles or bylaws, an appointed director may be removed without cause by the person appointing the director;

(2) The person removing the director shall do so by giving written notice of the removal to the director and either the presiding officer of the board or the corporation's president or secretary; and

(3) A removal is effective when the notice is effective unless the notice specifies a future effective date.

History. Acts 1993, No. 1147, § 809.

4-33-810. Removal of directors by judicial proceeding.

(a) The circuit court of the county where a corporation's principal office is located may remove any director of the corporation from office in a proceeding commenced either by the corporation or its members holding at least ten percent (10%) of the voting power of any class, if the court finds that (1) the director engaged in fraudulent or dishonest conduct, or gross abuse of authority or discretion, with respect to the corporation, or a final judgment has been entered finding that the director has violated a duty set forth in §§ 4-33-830 — 4-33-833, and (2) removal is in the best interest of the corporation.

(b) The court that removes a director may bar the director from serving on the board for a period prescribed by the court.

(c) The articles or bylaws of a religious corporation may limit or prohibit the application of this section.

History. Acts 1993, No. 1147, § 810. **Cross References.** Jurisdiction of circuit courts, Ark. Const. Amend. 80, §§ 6, 19.

4-33-811. Vacancy on board.

(a) Unless the articles or bylaws provide otherwise, and except as provided in subsections (b) and (c) of this section, if a vacancy occurs on a board of directors, including a vacancy resulting from an increase in the number of directors:

(1) the members, if any, may fill the vacancy; if the 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 if it is filled by the members;

(2) the board of directors may fill the vacancy; or

(3) if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

(b) Unless the articles or bylaws provide otherwise, if a vacant office was held by an appointed director, only the person who appointed the director may fill the vacancy.

(c) If a vacancy shall be filled applicable to the board.

(d) A vacancy resignation or may be filled take office upon

History. Act

4-33-812. C

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History. Act

4-33-813 —

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4-33-820. R

(a) If the court or the board may call a special meeting

(b) A board of directors of this state.

(c) Unless otherwise permitted by the articles, bylaws, or constitution, no action taken by the board shall be valid unless each member of the board has signed this means i

History. Act

4-33-821. A

(a) Unless otherwise permitted by the articles or bylaws, any action taken by the board of directors shall be valid only if each member of the board has signed this means i

(b) Action taken by the board of directors shall be valid only if each member of the board has signed this means i

(c) A consent of the board of directors shall be valid only if each member of the board has signed this means i

(c) If a vacant office was held by a designated director, the vacancy shall be filled as provided in the articles or bylaws. In the absence of an applicable article or bylaw provision, the vacancy may not be filled by the board.

(d) A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date under § 4-33-807(b) or otherwise) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

History. Acts 1993, No. 1147, § 811.

4-33-812. Compensation of directors.

Unless the articles or bylaws provide otherwise, a board of directors may fix the compensation of directors.

History. Acts 1993, No. 1147, § 812.

4-33-813 — 4-33-819. [Reserved.]

Part B — Meetings and Action of the Board

4-33-820. Regular and special meetings.

(a) If the time and place of a directors' meeting is fixed by the bylaws or the board, the meeting is a regular meeting. All other meetings are special meetings.

(b) A board of directors may hold regular or special meetings in or out of this state.

(c) Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

History. Acts 1993, No. 1147, § 820.

4-33-821. Action without meeting.

(a) Unless the articles or bylaws provide otherwise, action required or permitted by this chapter to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

(b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

(c) A consent delivered by facsimile transmittal shall constitute a valid signed consent under this section.