Ohio Revised Code

Section 1729.22 Board of directors.

Effective: September 3, 2004

Legislation: House Bill 288 - 125th General Assembly

(A) Except where this chapter or an association's articles of incorporation or bylaws require that action be otherwise authorized or taken, all of the authority of an association shall be exercised by or under the direction of the board. The board shall consist of not less than five directors, elected by and from the members, unless the number of members is less than five, in which case, the number of directors may equal the number of members.

(B) The bylaws may provide that the membership of an association be divided into districts or other groupings and that the directors shall be elected according to such districts or groupings. In that case, the bylaws shall specify the number of directors to be elected and the manner of reapportioning or redistricting the membership.

(C) The bylaws may provide that one or more directors may be appointed by the other directors. The appointed directors need not be members of the association, but shall have the same powers, rights, and responsibilities as other directors. The appointed directors shall not number more than one-fifth of the entire number of directors.

(D) The bylaws may provide for an executive committee and may allot to the executive committee any of the functions and powers of the board, subject to the general direction and control of the board.

(E) The association may provide a fair remuneration for the time actually spent by its officers and directors in its service, and for the services of the members of its executive committee.

(F) Unless the bylaws provide otherwise, when a vacancy on the board occurs other than by expiration of term, the remaining directors on the board, by a majority vote, shall elect a director to fill the vacancy. If the bylaws provide for an election of directors by the members in a district or other grouping, the board may call a special meeting of the members in that district or group to fill the vacancy.