Ohio Revised Code

Section 1105.10 Removing director; vacancy.

Effective: January 1, 1997
Legislation: House Bill 538 - 121st General Assembly

(A) Once elected or appointed, a director may be removed by the board of directors or the superintendent of financial institutions if either of the following applies:

(1) The director has filed for relief or is a debtor in a case filed under Title XI of the United States Code;

(2) A court has determined the director is incompetent.

(B)(1)(a) Except as provided in division (B)(1)(b) of this section, unless the articles of incorporation or the code of regulations expressly provide that removal of members of the board of directors shall require a greater vote, the shareholders may remove all the directors, all the directors of a particular class, or any individual director from office, without assigning any cause, by the vote of the holders of a majority of the voting power entitling them to elect directors in place of those to be removed.

(b) If the shareholders have the right to vote cumulatively in the election of directors of the bank, unless all the directors or all the directors of a particular class are removed, the vote of shareholders does not remove an individual director if the votes cast against the director's removal, if cumulatively voted at an election of all the directors or all the directors of a particular class, as the case may be, would be sufficient to elect at least one director.

(2) If one or more directors is removed pursuant to division (B)(1) of this section, the shareholders may elect a new director at the same meeting for the unexpired term of each director removed. Failure of the shareholders to elect a director to fill the unexpired term of any director removed is deemed to create a vacancy in the board.

(C) Unless the articles of incorporation or the code of regulations otherwise provide, the remaining directors, though less than a majority of the whole authorized number of directors, may, by the vote of a majority of their number, fill any vacancy in the board for the unexpired term.

(1) A vacancy exists if the shareholders increase the authorized number of directors but fail at the meeting at which the increase is authorized, or an adjournment of the meeting, to elect the additional directors provided for, or if the shareholders fail at any time to elect the whole authorized number of directors.

(2) The office of a member of the board of directors becomes vacant if the director dies or resigns. A resignation takes effect immediately unless the director specifies another time.