



## Ohio Revised Code

### Section 1702.27 Number and qualifications of directors - ex officio directors - provisional director.

Effective: October 24, 2024

Legislation: House Bill 301

---

(A) Except as provided in division (B) of this section and section 1702.521 of the Revised Code:

(1) The number of directors as fixed by the articles or the regulations shall be not less than three or, if not so fixed, the number shall be three, except that if there are only one or two members of the corporation, the number of directors may be less than three but not less than the number of members.

(2)(a) Subject to division (A)(2)(c) of this section, unless the articles or the regulations fix the number of directors or provide the manner in which that number may be fixed or changed by the voting members, the number may be fixed or changed at a meeting of the voting members called for the purpose of electing directors, if a quorum is present, by the affirmative vote of a majority of the voting members present in person, by the use of authorized communications equipment, by mail, or, if permitted, by proxy.

(b) For purposes of division (A)(2)(a) of this section, participation by a voting member in a meeting through the use of any of the means of communication described in that division constitutes presence in person of that voting member at the meeting for purposes of determining a quorum.

(c) No reduction in the number of directors shall of itself have the effect of shortening the term of any incumbent director.

(3) Each director shall be a natural person and shall have the qualifications, if any, that are stated in the articles or the regulations.

(4) The articles or the regulations may provide that persons occupying certain positions within or without the corporation shall be ex officio directors, but, unless otherwise provided in the articles or the regulations, such ex officio directors shall not be considered for quorum purposes and shall have no vote.



(B) The court of common pleas of the county in which the corporation maintains its principal office may, pursuant to division (A) of section 1702.521 of the Revised Code, order the appointment of a provisional director for the corporation without regard to the number or qualifications of directors stated in the articles or regulations of the corporation.