

CORPORATION UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY.

REVISOR'S NOTE: This section presently appears as Art. 23, §57.

The more accurate reference to the "failure to elect" directors is substituted for "failure to hold an election"; in this regard, see, also, §3-413(b) which contains a similar reference.

The only other changes are in style.

2-406. REMOVAL OF DIRECTOR.

THE STOCKHOLDERS OF A CORPORATION MAY REMOVE ANY DIRECTOR BY THE AFFIRMATIVE VOTE OF A MAJORITY OF ALL THE VOTES ENTITLED TO BE CAST ON THE MATTER.

REVISOR'S NOTE: This section is new language derived without substantive change from provisions of Art. 23, §52(d) which relate to removal.

The provisions of present §52(d) which relate to filling a vacancy appear in §2-407(a).

The requirement that a removal occur at a meeting is deleted as unnecessary since votes can be cast only at a meeting.

2-407. VACANCY ON BOARD.

(A) FILLING VACANCY.

(1) THE STOCKHOLDERS MAY ELECT A SUCCESSOR TO FILL A VACANCY ON THE BOARD OF DIRECTORS WHICH RESULTS FROM THE REMOVAL OF A DIRECTOR.

(2) UNLESS THE BYLAWS PROVIDE OTHERWISE:

(I) A MAJORITY OF THE REMAINING DIRECTORS, WHETHER OR NOT SUFFICIENT TO CONSTITUTE A QUORUM, MAY FILL A VACANCY ON THE BOARD OF DIRECTORS WHICH RESULTS FROM ANY CAUSE EXCEPT AN INCREASE IN THE NUMBER OF DIRECTORS; AND

(II) A MAJORITY OF THE ENTIRE BOARD OF DIRECTORS MAY FILL A VACANCY WHICH RESULTS FROM AN INCREASE IN THE NUMBER OF DIRECTORS.

(B) TENURE OF SUBSTITUTE DIRECTOR.

(1) A DIRECTOR ELECTED BY THE BOARD OF