WEST VIRGINIA CODE: §31E-8-809

§31E-8-809. Removal of directors by members or directors.

(a) The members entitled to vote for the election of directors or, if there are no members entitled to vote for the election of directors, the directors, may remove one or more directors with or without cause unless the articles of incorporation provide that directors may be removed only for cause.

(b) If a director is elected by a class of members only the members of that class may participate in the vote to remove him or her.

(c) If cumulative voting is authorized, a director may not be removed if the number of votes sufficient to elect him or her under cumulative voting is voted against his or her removal. If cumulative voting is not authorized, a director may be removed only if the number of votes cast to remove him or her exceeds the number of votes cast not to remove him or her.

(d) A director may be removed by the members entitled to vote for directors or, if there are no members entitled to vote for directors, the directors, only at a meeting called for the purpose of removing him or her and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

WV Legislature