WEST VIRGINIA CODE: §31E-8-811

§31E-8-811. Vacancy on board.

(a) Unless the articles of incorporation provide otherwise, if a vacancy occurs on a board of directors, including a vacancy resulting from an increase in the number of directors:

(1) The members entitled to vote for directors may fill the vacancy;

(2) The board of directors may fill the vacancy; or

(3) If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

(b) If the vacant office was held by a director elected by a class of members and if the vacancy is to be filled by the members entitled to vote for directors as provided in subdivision (1), subsection (a) of this section, only the members of that class are entitled to vote to fill the vacancy.

(c) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under subsection (b), section eight hundred eight of this article or otherwise, may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

(d) If the board of directors ceases to exist and there are no members having the right to vote for the election of directors, members not entitled to vote are entitled to elect a new board of directors.

WV Legislature