

## §1871. Directors

**1. Membership; term.** The business of the association is managed by a board of not less than 3 directors. The directors must be members of the association or officers, general managers, directors or members of a member association, except that the members of the association may elect, pursuant to the bylaws of the association, to allow the election of nonmember directors of the association by the board of directors, as long as the number of nonmember directors does not exceed 25% of the total number of duly elected member directors. A director shall hold office for the term for which the director was named or elected and until the director's successor is elected and qualified.

[PL 2009, c. 5, §1 (AMD).]

**2. Names; successors.** The names of the first directors shall be stated in the articles. Their successors shall be elected by the members as prescribed by the articles or bylaws.

**3. Duties, etc. prescribed by articles or bylaws.** The number, qualifications, terms of office, manner of election, time and place of meeting and the powers and duties of the directors may, subject to this subchapter, be prescribed by the articles or bylaws.

**4. District directors.** The bylaws may provide, if not restricted by the articles, that the territory in which the association has members shall be divided into districts and that the directors shall be elected according to such districts, either directly or by district delegates elected by the members in that district. In such case, the bylaws shall specify or vest in the board of directors authority to determine the number of directors to be elected by each district and the manner and method of apportioning the directors and of districting and redistricting the territory covered by the association. The bylaws may provide that primary elections shall be held in each district to nominate the directors apportioned thereto and that the result of all such primary elections may be ratified by the next regular meeting of the association or may be considered as a final election.

**5. Executive committee.** The bylaws may provide for an executive committee to be elected by the board of directors from their number and may allot to such committee all the functions and powers of the board, subject to its general direction and control.

### SECTION HISTORY

PL 2009, c. 5, §1 (AMD).

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