

**17-6513. Vacancies and newly created directorships.** (a) Unless otherwise provided in the articles of incorporation or bylaws: (1) Vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director; or (2) whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the articles of incorporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected.

If, at any time, by reason of death or resignation or other cause, a corporation should have no directors in office, then any receiver, officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of the articles of incorporation or the bylaws, or may apply to the district court for a decree summarily ordering an election as provided in K.S.A. 17-6501, and amendments thereto.

If, at any time, in a corporation where the holders of any class or classes of stock or series thereof are entitled by the articles of incorporation to elect one or more directors, there is no director in office elected by the holders of any such class or series of stock, by reason of death or resignation or other cause, then any receiver, officer or any stockholder of such class or series, as the case may be, or an executor, administrator, trustee or guardian of any such stockholder, or other fiduciary entrusted with like responsibility for the person or estate of any such stockholder, may call a special meeting of stockholders of such class or series, in accordance with the provisions of the articles of incorporation or bylaws for calling a special meeting of stockholders, or may apply to the district court for a decree summarily ordering an election, as provided in K.S.A. 17-6501, and amendments thereto.

(b) In the case of a corporation the directors of which are divided into classes, any directors chosen under subsection (a) shall hold office until the next election of the class for which such directors shall have been chosen, and until their successors shall be elected and qualified.

(c) If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board, as constituted immediately prior to any such increase, the district court, upon application of any stockholder or stockholders holding at least 10% of the total number of the shares at the time outstanding having the right to vote for such directors, may summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office as aforesaid, which election shall be governed by the provisions of K.S.A. 17-6501, and amendments thereto, as far as applicable.

(d) Unless otherwise provided in the articles of incorporation or bylaws, when one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as provided in this section in the filling of other vacancies.

**History:** L. 1972, ch. 52, § 66; L. 1988, ch. 99, § 31; Revived and amend., L. 1988, ch. 100, § 31; L. 1992, ch. 270, § 12; L. 2004, ch. 143, § 38; Jan. 1, 2005.