

**NONPROFIT CORPORATION ACT (EXCERPT)**  
**Act 162 of 1982**

**450.2505 Board; number, term, election or appointment, and resignation of directors.**

Sec. 505. (1) The bylaws shall fix the number of directors or establish the manner for fixing the number, unless the articles of incorporation fix the number, subject to the following:

(a) The board of a private foundation and board of a corporation formed to provide care to a dentally underserved population under section 16625 of the public health code, 1978 PA 368, MCL 333.16625, shall consist of 1 or more directors.

(b) The board of a corporation that is not described in subdivision (a) shall consist of 3 or more directors.

(2) The articles of incorporation or a bylaw adopted by the shareholders, members, or incorporators of a corporation that is organized on a stock or membership basis may specify the term of office and the manner of election or appointment of directors. If the articles of incorporation or bylaws do not specify the term of office or manner of election or appointment of directors, the first board of directors shall hold office until the first annual meeting of shareholders or members. At the first annual meeting of shareholders or members and at each subsequent annual meeting the shareholders or members shall elect directors to hold office until the succeeding annual meeting, except as provided in section 506.

(3) The articles of incorporation or a bylaw of a corporation that is organized on a directorship basis shall specify the term of office and the manner of election or appointment of directors.

(4) A director shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. A director may resign by written notice to the corporation. A resignation of a director is effective when it is received by the corporation or at a later time if a later time is stated in the notice of resignation.

**History:** 1982, Act 162, Eff. Jan. 1, 1983;—Am. 2008, Act 222, Imd. Eff. July 16, 2008;—Am. 2014, Act 557, Imd. Eff. Jan. 15, 2015.