



Ohio Revised Code

Section 1701.64 Officers - authority and removal.

Effective: July 6, 2016

Legislation: Senate Bill 181 - 131st General Assembly

(A) The officers of a corporation shall consist of a president, a secretary, a treasurer, and, if desired, one or more vice-presidents and such other officers and assistant officers as may be deemed necessary. The officers shall be elected by the directors. None of the officers need be a director unless the articles or the regulations otherwise provide or the directors determine that there is to be a chairperson of the board who is to be an officer. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by the articles, the regulations, or the bylaws to be executed, acknowledged, or verified by two or more officers. Unless the articles or the regulations otherwise provide, all officers shall be elected annually.

(B) Unless the articles or the regulations otherwise provide, and subject to the exceptions, applicable during an emergency, as that term is defined in section 1701.01 of the Revised Code, for which provision is made in division (F) of section 1701.11 of the Revised Code:

(1) All officers, as between themselves and the corporation, shall respectively have such authority and perform such duties as are determined by the directors;

(2) Any officer may be removed, with or without cause, by the directors without prejudice to the contract rights of such officer. The election or appointment of an officer for a given term, or a general provision in the articles, the regulations, or the bylaws with respect to term of office, shall not be deemed to create contract rights;

(3) The directors may fill any vacancy in any office occurring from whatever reason.
