



Ohio Revised Code

Section 1702.34 Officers - authority and removal.

Effective: April 10, 2001

Legislation: House Bill 597 - 123rd General Assembly

(A) The officers of a corporation shall consist of a president, a secretary, a treasurer, and, if desired, a chairperson of the board, one or more vice-presidents, and such other officers and assistant officers as may be deemed necessary, each of whom may be designated by such other titles as may be provided in the articles, the regulations, the bylaws, or resolutions of the directors. Unless the articles or the regulations otherwise provide, none of the officers need be a director. Any two or more offices may be held by the same person. The officers shall be elected or appointed at such time, in such manner, and for such terms as may be prescribed in the articles or the regulations. In the absence of any such provision, all officers shall be elected annually by the directors.

(B) Unless the articles or the regulations otherwise provide, and subject to the exceptions applicable during an emergency for which provision is made in division (G) of section 1702.11 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 persons authorized to elect or appoint them;

(2) Any officer may be removed, with or without cause, by the persons authorized to elect or appoint the officer 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 persons authorized to elect or appoint officers may fill any vacancy in any office occurring from whatever reason.
