

CHAPTER 9

AN ACT concerning the resignation of corporate directors and amending N.J.S.14A:6-3.

BE IT ENACTED *by the Senate and General Assembly of the State of New Jersey:*

1. N.J.S.14A:6-3 is amended to read as follows:

Term of directors; resignation.

14A:6-3. Term of directors; resignation.

(1) The directors named in the certificate of incorporation shall hold office until the first annual meeting of shareholders, and until their successors shall have been elected and qualified. At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting, except in case of the classification of directors pursuant to subsection (1) of N.J.S.14A:6-4 and in the case of directors whose terms expire as provided for in subsection (2) of N.J.S.14A:6-4. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

(2) A director may resign by written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation of that notice, or at such subsequent time as shall be specified in the notice of resignation, or upon the occurrence of a certain event or events specified in the notice of resignation. Any resignation which is contingent upon a director failing to receive a specified vote for re-election shall provide that the resignation is irrevocable.

2. This act shall take effect immediately.

Approved January 27, 2009.