

4.2.e – Board dismissal

Bylaws VI.E:

Section E. Removal of a Director [added 7/25/2011]

1. Pursuant to the Code of Virginia, Title 13.1, Chapter 10, § 13.1-860, a director may be removed, with or without cause, only by a vote of the members of the corporation, upon the recommendation of a two-thirds majority of the Board of Directors, including *ex officio* directors. The notice of the meeting at which the vote is to be taken shall state that the purpose or one of the purposes of the meeting is to vote on the removal of a director. The requirements for notice, voting, and a quorum shall be the same as for other meetings of the corporation.
2. The notice of a meeting at which such a vote is to be taken shall state the name(s) of the director(s) whose removal is to be voted on and the reason(s) for the proposed removal. Sufficient cause for removal may include, *inter alia*:
 - a. Failure to attend meetings of the Board or to participate in good faith in meetings of the Board; a director who misses three of four consecutive regular or special meetings shall be considered to be failing to attend meetings;
 - b. Failure to support the purposes of the corporation as stated in the Articles of Incorporation or the Mission and Vision Statements of Christendom College;
 - c. Failure to abide by the Oath of Fidelity taken as a member of the Board; and
 - d. Evidence of immorality or turpitude, malfeasance or misfeasance, or conviction of a felony.
3. At the meeting, evidence of the reasons for removal shall be presented to the members and the director(s) proposed to be removed shall be provided reasonable opportunity to answer.
4. The vote of a majority of the members present at the meeting shall be necessary and sufficient to remove a director. If more than one director is proposed for removal, a separate vote shall be taken for each director. The ballot shall be by a show of hands unless a member requests a written ballot. The total of votes for and against shall be recorded in the minutes of the meeting. If the vote is for removal, the seat shall be vacant from the time of the vote.
5. If the director proposed to be removed is not present at the meeting, the chairman shall promptly send written confirmation of the results of the meeting.