

1 VIRGINIA ACTS OF ASSEMBLY — CHAPTER

2 *An Act to amend and reenact § 13.1-553 of the Code of Virginia, relating to corporations; board of*
3 *directors.*

4 [H 2035]

5 Approved

6 **Be it enacted by the General Assembly of Virginia:**7 **1. That § 13.1-553 of the Code of Virginia is amended and reenacted as follows:**

8 § 13.1-553. Board of directors.

9 *Except as provided in an agreement adopted pursuant to § 13.1-671.1 that is not in conflict with*
10 *§ 13.1-544, a professional corporation organized pursuant to the provisions of this chapter shall be*
11 *governed by a board of directors, which shall have the full management of the business and affairs of*
12 *the corporation and continuing exclusive authority to make management decisions on its behalf, and no*
13 *shareholder shall have the power to bind the corporation within the scope of its business or profession*
14 *merely by virtue of his being a shareholder. The articles of incorporation may prescribe the manner in*
15 *which the board of directors shall be chosen and the number thereof, subject to the following provisions:*
16 *a corporation rendering the services of architects, professional engineers, land surveyors and certified*
17 *landscape architects, or any combination thereof, may elect to its board of directors not more than*
18 *one-third of its members who are employees of the corporation and are not authorized to render the*
19 *services of an architect, a professional engineer, land surveyor or certified landscape architect. Provided*
20 *that no person not duly licensed or otherwise duly authorized to render the professional services of the*
21 *corporation shall be a member of the board of directors, except as provided for corporations rendering*
22 *the services of architects, professional engineers, land surveyors or certified landscape architects. The*
23 *board of directors, including the first board of directors, shall consist of one or more members. The*
24 *number of directors shall be fixed by the bylaws except as to the number of the first board of directors,*
25 *which shall be fixed by the articles of incorporation. The number of directors may be increased or*
26 *decreased from time to time by amendment of the bylaws, unless the articles of incorporation provide*
27 *that a change in the number of directors shall be made only by amendment of the articles of*
28 *incorporation. In the absence of a bylaw fixing the number of directors, the number shall be the same as*
29 *that stated in the articles of incorporation.*

ENROLLED

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