



## Delaware Supreme Court: Directors May Resign by Oral Statement

Jul 1, 2014

Reading Time : **1 min**

By: Thomas H. Yang

### Interesting tidbits:

1. Bylaws: the company's bylaws include a resignation provision similar to the statute and the same analysis applies to the bylaws, i.e., that the reference to "may" is permissive.
2. Silence doesn't count (although this matter was not subject to appeal): another director, who also intended to resign while on the board call, and later confirmed this in an email, did not speak up during the board call and therefore did not resign while on the board call.
3. Vacancy: because two directors were expected to resign on the board call, two new directors were also appointed. Since one of the original two directors did not actually resign on the call (see 2), there was only one vacancy that could have been filled on the board call. The Supreme Court deferred to the Chancery Court's factual determination to appoint one director based on the order that the names of the new directors appeared in the minutes.

### Categories

Corporate Governance

Delaware Decisions

© 2025 Akin Gump Strauss Hauer & Feld LLP. All rights reserved. Attorney advertising. This document is distributed for informational use only; it does not constitute legal advice and should not be used as such. Prior results do not guarantee a similar outcome. Akin is the practicing name of Akin Gump LLP, a New York limited liability partnership authorized and regulated by the Solicitors Regulation Authority under number 267321. A list of the partners is available for inspection at Eighth Floor, Ten Bishops Square, London E1 6EG. For more information about Akin Gump LLP, Akin Gump Strauss Hauer & Feld LLP and other associated entities under which the Akin Gump network operates worldwide, please see our Legal Notices page.