

Published on *The National Law Review* <https://natlawreview.com>

Hiring and Firing Officers In California

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John Jenkins at The Mentor Blog [addresses](#) the question of who has authority to hire and fire officers? He notes:

The bottom line is that that the Board always has that authority. That's because Delaware 141 says "the business and affairs of every corporation organized under this chapter shall be managed by or under the direction of the board of directors." Most other states have similar language in their statutes.

The bottom line for California corporations is read the articles of incorporation and bylaws. Section 312(b) of the California Corporations Code provides:

Except as otherwise provided by the articles or bylaws, officers shall be chosen by the board and serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Pursuant to this authority, the bylaws of many California corporations vest in officers selected by the board of directors the authority to appoint and remove subordinate officers.

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National Law Review, Volume VI, Number 286

Source URL: <https://natlawreview.com/article/hiring-and-firing-officers-california>