

308B.421 REMOVAL OF DIRECTORS.

Subdivision 1. **Modification.** The provisions of this section apply unless modified by the articles or the bylaws.

Subd. 2. **Removal of directors.** A director may be removed at any time, with or without cause, if:

- (1) the director was named by the board to fill a vacancy;
- (2) the members have not elected directors in the interval between the time of the appointment to fill a vacancy and the time of the removal; and
- (3) a majority of the remaining directors present affirmatively vote to remove the director.

Subd. 3. **Removal by members.** Any one or all of the directors may be removed at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of membership interests entitled to vote at an election of directors; provided that if a director has been elected solely by the patron members or the holders of a class or series of membership interests as stated in the articles or bylaws, then that director may be removed only by the affirmative vote of the holders of a majority of the voting power of the patron members for a director elected by the patron members or of all membership interests of that class or series entitled to vote at an election of that director.

Subd. 4. **Election of replacements.** New directors may be elected at a meeting at which directors are removed.

History: 2003 c 105 art 1 s 26