**308C.421 REMOVAL OF DIRECTORS.**

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

Subd. 2. **Removal by 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 entire membership of record at any duly called annual meeting, or at any special meeting called for the purpose of removing or electing directors; provided that if a director has been elected solely by the occupant 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 occupant members for a director elected by the occupant 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:** *2024 c 96 art 1 s 27*