**317A.223 REMOVAL OF DIRECTORS.**

Subdivision 1. **Modification.** The provisions of this section apply unless a different method of removal is provided for in the articles or bylaws.

Subd. 2. **Removal by directors when there are members with voting rights.** If there are members with voting rights, 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 with voting rights have not elected directors in the interval between the time of the appointment to fill the 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 directors when there are no members with voting rights.** If there are no members with voting rights, a director may be removed at any time, with or without cause, by those directors eligible to elect the director.

Subd. 4. **Removal by members with voting rights.** A director may be removed at any time, with or without cause, by those members eligible to elect the director.

**History:** *1989 c 304 s 36*