317A.341 RESIGNATION; REMOVAL; VACANCIES.

Subdivision 1. **Resignation.** An officer may resign by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Subd. 2. **Removal.** Except as otherwise provided in the articles or bylaws, an officer may be removed, with or without cause, by a resolution adopted by the board or by the members with voting rights, whichever elected or appointed the officer. An officer appointed by the president may also be removed at any time, with or without cause, by the president. To the extent authorized in the articles, the bylaws, or a resolution approved by the affirmative vote of a majority of the directors present, the president of a corporation may remove an officer elected or appointed by the board, other than the treasurer. A removal as described in this subdivision is without prejudice to contractual rights of the officer.

Subd. 3. **Vacancy.** A vacancy in an office because of death, resignation, removal, disqualification, or other cause may, or in the case of a vacancy in the office of president or treasurer must, be filled for the unexpired part of the term in the manner provided in the articles or bylaws, or as determined by the board or under section 317A.321.

History: *1989 c 304 s 53; 1990 c 488 s 24; 1992 c 503 s 9; 2010 c 250 art 1 s 34*