

**322B.686 RESIGNATION, REMOVAL AND VACANCY.**

Subdivision 1. **Resignation.** A manager may resign at any time by giving written notice to the limited liability company. The resignation is effective without acceptance when the notice is given to the limited liability company, unless a later effective date is specified in the notice.

Subd. 2. **Removal.** Unless otherwise provided in the articles of organization, the bylaws, or a member control agreement, a manager may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the governors present. A manager appointed by the chief manager also may be removed at any time, with or without cause, by the chief manager. The articles of organization, the bylaws, or the member control agreement may provide other manners of removing a manager. Removal is without prejudice to any contractual rights of the manager.

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 chief manager or treasurer must, be filled for the unexpired portion of the term in the manner provided in the articles, a member control agreement, or bylaws, or determined by the board of governors, or pursuant to section 322B.68.

**History:** 1992 c 517 art 2 s 90; 1999 c 85 art 2 s 81,96; 2006 c 250 art 2 s 20; 2010 c 250 art 1 s 44