

322B.636 REMOVAL OF GOVERNORS.

Subdivision 1. **Modification.** The provisions of this section apply unless modified by the articles of organization, a member control agreement, or the bylaws.

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

- (1) the governor was named by the board of governors to fill a vacancy;
- (2) the members have not elected governors 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 governors present affirmatively vote to remove the governor.

Subd. 3. **Removal by members.** Except as provided in subdivision 4, any one or all of the governors may be removed at any time, with or without cause, by the affirmative vote of the owners of a majority of the voting power of all membership interests entitled to vote at an election of governors; provided that if a governor has been elected solely by the holders of a class or series of membership interests, as stated in the articles, any member control agreement, or bylaws, then that governor may be removed only by the affirmative vote of the holders of a majority of the voting power of all membership interests of that class or series entitled to vote at an election of that governor.

Subd. 4. **Exception for limited liability companies with cumulative voting.** In a limited liability company having cumulative voting, unless the entire board of governors is removed simultaneously, a governor is not removed from the board of governors if there are cast against removal of the governor the votes of a proportion of the voting power sufficient to elect the governor at an election of the entire board of governors under cumulative voting.

Subd. 5. **Election of replacements.** New governors may be elected at a meeting at which governors are removed. If the limited liability company allows cumulative voting and a member notifies the presiding manager at any time before the election of new governors of intent to cumulate the votes of the member, the presiding manager shall announce before the election that cumulative voting is in effect, and members shall cumulate their votes as provided in section 322B.63, subdivision 1, clause (2).

History: 1992 c 517 art 2 s 74; 1999 c 85 art 2 s 65,66,96