MINNESOTA STATUTES 2024

308B.421 REMOVAL OF DIRECTORS.

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

Subd. 2. Removal of 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 voting power of membership interests entitled to vote at an election of directors; provided that if a director has been elected solely by the patron 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 patron members for a director elected by the patron 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: 2003 c 105 art 1 s 26