



Approved: Board of Directors – 12/5/76
Revised: Board of Directors – 7/29/06

RE: Article VI, Section 10, and
Article VII, Section 5

REMOVAL OF OFFICERS OR DIRECTORS

1. **Removal of Directors.** Pursuant to Section 317.223, subdivision 4, of the Minnesota Non-Profit Corporation Act, an elected director of the Academy may be removed, with or without cause, by a two-thirds vote of the members entitled to vote in an election of directors, provided that proper notice of such proposed action is given to all members with voting rights. Accordingly, any elected director may be removed, with or without cause, by a two-thirds vote of the members entitled to vote in the election of directors, and such vote may be taken by an electronic and/or other written ballot conducted in accordance with Article V, Section 5, of the Bylaws of the Academy and the relevant Academy administrative regulations, including the notice requirements there under. The removal process may only be initiated by a petition signed and subscribed to by 10% of voting members of the Academy or by a two-thirds vote of the entire Board of Directors, excluding the director who is the subject of the removal vote. Directors who have been appointed by the Board of Directors to fill a vacancy on the Board may be removed by a majority vote of the entire Board, excluding the director who is the subject of the removal vote.
2. **Removal of Officers.** Pursuant to Section 317.341, subdivision 2, of the Minnesota Non-Profit Corporation Act, the officers of the Academy may be removed, with or without cause, by the persons authorized to elect or appoint them. Accordingly, the following requirements shall apply to the removal of the officers of the Academy:
 - a. The President, the President-Elect or the Vice President or Vice President-elect may be removed in accordance with the procedure for the removal of an elected director as set forth in paragraph 1 above, provided that removal shall require only the affirmative vote of a majority of the members voting thereon and provided that any officers appointed by the Board to fill a vacancy may be removed by a majority vote of the entire Board of Directors, excluding the officer who is the subject of the removal vote.
 - b. The Secretary-Treasurer or the Assistant Secretary-Treasurer may be removed by a two-thirds vote of the entire Board of Directors, excluding the officer who is the subject of the removal vote, at any meeting of the Board of Directors provided, however, that notice of such proposed removal shall have been given to each director not less than fourteen (14) nor more than thirty (30) days prior to such meeting.