MINNESOTA STATUTES 2023

308A.135 AMENDMENT OF ARTICLES.

Subdivision 1. **Procedure.** (a) The articles of a cooperative must be amended as provided in this subdivision.

(b) The board by majority vote must pass a resolution stating the text of the proposed amendment. The text of the proposed amendment and an attached mail ballot, if the board has provided for a mail ballot in the resolution, must be mailed with a regular or special meeting notice to each member. The notice must designate the time and place of the meeting for the proposed amendment to be considered and voted on. A cooperative with more than 200 members may publish the notice, proposed amendment, and ballot in the manner provided for a regular meeting notice.

(c) If a quorum of the members is registered as being present or represented by mail vote at the meeting, the proposed amendment is adopted:

(1) if approved by a majority of the votes cast; or

(2) for a cooperative with articles or bylaws requiring more than majority approval or other conditions for approval, the amendment is approved by a proportion of the votes cast or a number of total members as required by the articles or bylaws and the conditions for approval in the articles or bylaws have been satisfied.

Subd. 2. Filing. After an amendment has been adopted by the members, the amendment must be signed by the chair, vice-chair, president, vice-president, secretary, or assistant secretary, and a copy of the amendment filed in the Office of the Secretary of State.

Subd. 3. Certificate. (a) A certificate must be prepared stating:

(1) the vote and meeting of the board adopting a resolution of the proposed amendment;

(2) the notice given to members of the meeting at which the amendment was adopted;

(3) the quorum registered at the meeting; and

(4) the vote cast adopting the amendment.

(b) The certificate must be signed by the chair, vice-chair, president, vice-president, secretary, or assistant secretary and filed with the records of the cooperative.

Subd. 4. **Amendment by board.** A majority of directors may amend the articles if the cooperative does not have any members or stockholders with voting rights.

History: 1989 c 144 art 1 s 11; art 3 s 5; 1996 c 305 art 1 s 69; 1996 c 414 art 1 s 38