

Be it enacted by the Legislature of the State of Minnesota :

**Section 1. Sibley county, levy for road and bridge purposes.** In any county in this state now or hereafter having a taxable valuation of over \$12,000,000 and having a population of not less than 15,000 nor more than 16,000 inhabitants, according to the 1950 federal census and containing not less than 18 nor more than 20 full and fractional congressional townships, and having a land area of less than 600 square miles, the board of county commissioners may levy an amount of taxes for road and bridge purposes, in the years 1953 and 1954, which shall not exceed 25 mills on the dollar of the taxable valuation of the county.

Approved April 17, 1953.

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CHAPTER 419—S. F. No. 1338

*An act relating to action taken by the board of directors or an executive committee thereof, without a meeting; amending Minnesota Statutes 1949, Section 301.28, Subdivision 4.*

Be it enacted by the Legislature of the State of Minnesota :

**Section 1.** Minnesota Statutes 1949, Section 301.28, subdivision 4, is amended to read :

**Subd. 4. General provisions.** Except as otherwise prescribed in the articles or by-laws :

- (1) A director shall be elected for a term of one year ;
- (2) Vacancies in the board of directors shall be filled by the remaining members of the board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the shareholders who may make such election at their next annual meeting or at any special meeting duly called for that purpose ;
- (3) Meetings of the board of directors may be held at such place, whether in this state or elsewhere, as a majority of the members of the board may from time to time appoint ;
- (4) Notice shall be given to each director of the time and place of each meeting of the board, but any director may, in writing, either before or after the meeting waive notice thereof ; and, without notice, any director, by his attendance at and participation in the action taken at any meeting, shall be deemed to have waived notice ;

- (5) Until provision has been made by by-law for calling

meetings of the board, meetings may be called by any member thereof by giving to each of the other members written notice of the time and place of meeting, mailed at least ten days before the time of meeting;

(6) A majority of the board of directors shall be necessary to constitute a quorum for the transaction of business, unless the by-laws provide that a different number shall constitute a quorum, which in no case shall be less than one-third of the entire number of directors, nor less than two; and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors;

(7) Any action which might be taken at a meeting of the board of directors *or of a lawfully constituted executive committee thereof* may be taken without a meeting if done in writing signed by all of the directors *or by all of the members of such committee, as the case may be.*

(8) The board of directors may, by unanimous affirmative action of the entire board, designate two or more of their number to constitute an executive committee, which, to the extent determined by unanimous affirmative action of the entire board, shall have and exercise the authority of the board in the management of the business of the corporation. Any such executive committee shall act only in the interval between meetings of the board, and shall be subject at all times to the control and direction of the board.

Approved April 17, 1953.

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CHAPTER 420—S. F. No. 1340

*An act repealing Minnesota Statutes 1949, Sections 471.20 to 471.23, relating to combined recreational council for certain villages and school districts.*

Be it enacted by the Legislature of the State of Minnesota:

Section 1. Minnesota Statutes 1949, Sections 471.20 to 471.23, are hereby expressly repealed from and after July 1, 1953.

Approved April 17, 1953.

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