

**CHAPTER 46—H.F.No.56**

*An act relating to the building code standards committee; membership thereon; amending Minnesota Statutes 1971, Section 16.853, Subdivision 2.*

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

Section 1. Minnesota Statutes 1971, Section 16.853, Subdivision 2, is amended to read:

Subd. 2. **BUILDING CODE; STANDARDS COMMITTEE; COMPOSITION.** The committee shall consist of nine members who are residents of the state. The state building inspector shall serve as secretary of the committee but shall not be a member thereof. The nine members shall be initially appointed for the following terms: three members for two year terms, three members for three year terms and three members for four year terms. Thereafter, each member shall be appointed to serve a four year term and until his successor is appointed and qualifies. The membership shall be broadly representative of the industries and professions involved in the development and construction of buildings including representation from building code enforcement agencies, architectural and engineering associations, building construction trades, the contracting and manufacturing industries, governing bodies of local government and the general public. Appointments to the committee made on and after July 1, 1973 shall be made in such manner as to insure that by July 1, 1977 and thereafter, the membership shall consist of at least one member residing in each congressional district.

Approved March 29, 1973.

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**CHAPTER 47—H.F.No.171**

*An act relating to corporations; contents of restated articles, and powers of directors; amending Minnesota Statutes 1971, Sections 301.09; 301.28, Subdivision 4; and 301.37, Subdivision 3.*

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

Section 1. Minnesota Statutes 1971, Section 301.09, is amended to read:

Changes or additions indicated by underline, deletions by ~~strikeout~~.

**301.09 CORPORATIONS; POWERS OF DIRECTORS; POWERS COMMON TO CORPORATIONS.** Every corporation shall have power:

(1) To continue as a corporation for the time limited in its articles of incorporation, or, if no such time limit is specified, then perpetually;

(2) To sue and be sued;

(3) To adopt, use, and, at will, alter a corporate seal, but failure to affix the corporate seal, if any, shall not affect the validity of any instrument;

(4) To acquire, hold, lease, encumber, convey, or otherwise dispose of real and personal property within or without the state, and to take real and personal property by will or gift, subject to any limitation prescribed by law or the articles of incorporation;

(5) To conduct business in this state and elsewhere; **and**

(6) To enter into obligations or contracts and to do any acts incidental to the transaction of its business or expedient for the attainment of the purposes stated in its articles; **and**

(7) To indemnify persons against certain expenses and liabilities as provided in section 301.095; and

(8) Unless otherwise provided in the articles of incorporation, to participate with others in any corporation, partnership, limited partnership, joint venture, trust, or other association of any kind, or in any transaction, undertaking, or arrangement which the participating corporation would have power to conduct by itself whether or not such participation involves sharing or delegation of control with or to others.

Sec. 2. Minnesota Statutes 1971, Section 301.28, Subdivision 4, is amended to read:

Subd. 4. **GENERAL PROVISIONS.** Except as otherwise prescribed in the articles or bylaws:

(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; newly created directorships resulting from an increase in the authorized number of directors by action of the board of directors may be filled by a two-thirds vote of the directors serving at the time of such increase; and each person so elected shall be a director until his successor is elected by the shareholders who may

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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 bylaw 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 bylaws 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, except that when a board of one director is authorized under the provisions of this section, then one director shall constitute a quorum. 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 authorized by a writing or writings signed by all of the directors or by all of the members of such committee, as the case may be; and such action shall be effective on the date on which the last signature is placed on such writing or writings, or such earlier effective date as is set forth therein;

(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;

(9) The board of directors may fix the compensation of directors;

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(10) Members of the board of directors of any corporation, or any committee designated by such board, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

Sec. 3. Minnesota Statutes 1971, Section 301.37, Subdivision 3, is amended to read:

Subd. 3. **WHEN AND HOW MADE AFTER ALLOTMENT OF SHARES.** After allotment of any shares:

(1) Amendment of the articles may be made at any meeting of the shareholders, provided notice of proposal to amend, stating the nature of such proposal, shall have been mailed to each shareholder entitled to vote thereon, and in the case of an amendment which would extend the duration for a further definite time or perpetually to each shareholder whether or not entitled to vote thereon, at least ten days prior to such meeting, or by written consent of such shareholders given as provided by section 301.26, subdivision 11;

(2) Except as hereinafter in this section provided, an amendment may be adopted only if it receives either:

(a) The affirmative vote of the holders of two-thirds of the voting power of all shareholders entitled under the articles to vote, or such larger or smaller vote, not less than a majority, as the articles may require; or

(b) If not otherwise provided by the articles, the affirmative vote of the holders of a majority of the voting power of all shareholders entitled under the articles to vote and does not receive the negative vote of the holders of more than one-fourth of the voting power of all shareholders entitled to vote;

(3) If an amendment would adversely affect the rights of the holders of shares of any class, then, in addition to the vote required by subdivision 3, clause (2), of this section, the holders of each class of shares so affected by the amendment shall be entitled to vote as a class upon such amendment, whether or not by the terms of the articles such class is entitled to vote; and such amendment shall be adopted only if it receives, as to each class so affected by the amendment, either:

(a) The affirmative vote of the holders of two-thirds of the shares of such class, or such larger or smaller vote thereof, not less than a majority, as the articles may require; or

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(b) If not otherwise provided by the articles, the affirmative vote of the holders of a majority of the shares of such class and does not receive the negative vote of the holders of more than one-fourth of the shares of such class;

(4) If an amendment would make any substantial change in the purpose or purposes for which the corporation was organized, then the holders of each class of the shares shall be entitled to vote as a class upon such amendment, whether by the terms of the articles such class is entitled to vote or not; and such amendment shall be adopted only if it receives as to each class either:

(a) The affirmative vote of the holders of two-thirds of the shares of such class, or such larger vote as the articles may require; or

(b) If not otherwise provided by the articles, the affirmative vote of the holders of a majority of the shares of such class and does not receive the negative vote of the holders of more than one-fourth of the shares of such class.

(5) A corporation may by action taken in the same manner as required for amendment of articles of incorporation adopt restated articles of incorporation consisting of the articles of incorporation as amended to date. Restated articles of incorporation may, but need not be, adopted in connection with an amendment to the articles of incorporation. Restated articles of incorporation shall contain all the statements required by this chapter to be included in original articles of incorporation except that: in lieu of setting forth the names and addresses of the first board of directors ~~and the amount of stated capital with which the corporation may begin business,~~ the restated articles shall set forth the names and addresses of the directors ~~and the amount of stated capital~~ at the time of the adoption of the restated articles; and no statement need be made with respect to the names and addresses of the incorporators. The certificate to be filed to accomplish any such restated articles shall be entitled "Certificate of Restated Articles of Incorporation of ..... (name of corporation)" and shall contain a statement that such articles supersede and take the place of existing articles of incorporation and all amendments thereto. Restated articles of incorporation when executed, filed and recorded in the manner prescribed in this section for articles of amendment shall supersede and take the place of theretofore existing articles of incorporation and amendments thereto. The secretary of state upon request shall certify such articles as restated articles of incorporation.

(6) After June 30, 1965, if any proposed amendment would alter the vote required to authorize a particular type of corporate action under applicable provisions of law or under its existing

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articles, such amendment in order to be adopted must receive the vote which was required to authorize such particular type of corporate action prior to such amendment.

Approved March 29, 1973.

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## CHAPTER 48—H.F.No.227

*An act relating to towns; authorizing certain towns to have and possess certain powers; amending Minnesota Statutes 1971, Section 368.01.*

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

Section 1. Minnesota Statutes 1971, Section 368.01, is amended to read:

**368.01 TOWNS; POWERS OF CERTAIN METROPOLITAN AREA TOWNS.** Subdivision 1. TOWNS DESCRIBED. Any town in this state having therein platted portions in which there reside 1,200 or more people or any towns having platted area within 20 miles of the city hall of a city of the first class having over 200,000 population shall have and possess the ~~same power and the same authority now possessed by villages in this state under the laws of this state insofar as such powers are enumerated in section 412.221, subdivisions 3, 6, 8, 9, 11, 14, 16, 17, 18, 19, 20, 21, 22, 23, 25, 26, 28, and 32, also the powers enumerated in sections 412.111, 412.191, subdivision 4, 412.231, 412.301, 412.491, 412.851, 412.871, 465.01 and 471.62 powers as are enumerated in this section.~~ The town board thereof may adopt, amend, or repeal such ordinances, rules, and bylaws for any purposes so enumerated as it deems expedient.

Subd. 2. BUILDINGS. The town board of supervisors shall have power to construct or acquire structures needed for town purposes, to control, protect, and insure the public buildings, property, and records.

Subd. 3. STREETS; SEWERS; SIDEWALKS; PUBLIC GROUNDS. The town board of supervisors shall have power to lay out, open, change, widen or extend streets, alleys, parks, squares, and other public ways and grounds and to grade, pave, repair, control, and maintain the same; to establish and maintain drains, canals, and sewers; to alter, widen or straighten water courses; to lay, repair, or otherwise improve or discontinue sidewalks, paths

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