

CHAPTER 350—S.F.No. 1848

An act relating to veterans; creating an outreach program for Vietnam era disabled veterans in the department of economic security's employment service; amending Minnesota Statutes 1978, Section 268.14, by adding a subdivision.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

Section 1. Minnesota Statutes 1978, Section 268.14, is amended by adding a subdivision to read:

Subd. 6. VIETNAM ERA DISABLED VETERAN'S OUTREACH PROGRAM. A Vietnam era disabled veteran's outreach program is established within the state employment service. The program shall attempt to make the existence of the employment program known to eligible veterans and find suitable employment for them. An "eligible veteran" is a person: (1) who is a permanent resident of Minnesota; (2) who served in an active status in the army, navy, air force, coast guard or marine corps during the Vietnam era; (3) who is a disabled veteran; and (4) who is now unemployed or underemployed. The term "disabled veteran" means the same as the term is defined in Volume 20, Code of Federal Regulations, Section 635.201 as amended through January 1, 1980. The term "Vietnam era" means August 5, 1964 to May 7, 1975.

If federal funds are available, unclassified positions in the employment service may be created to provide staff for the outreach program. These positions shall be filled by individuals who are themselves disabled veterans. A limitation shall neither be imposed on the length of time the positions may continue in the unclassified service, nor on the length of time a Vietnam era disabled veteran employee may continue in a position in the outreach program.

Sec. 2. Upon the day following final enactment, section 1 is effective retroactive to March 1, 1980, and shall expire on January 30, 1981.

Approved March 10, 1980

CHAPTER 351—S.F.No. 54

An act relating to profit and nonprofit corporations; simplifying certain requirements governing formation and management of nonprofit corporations; resolving certain inconsistencies between profit and nonprofit corporations; removing certain ambiguities and deficiencies; amending Minnesota Statutes 1978, Sections 301.30, Subdivision 1; 317.02, Subdivision 5; 317.07; 317.08, Subdivisions 1 and 3; 317.20, Subdivision 1; and 317.21, Subdivision 1.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

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

Section 1. Minnesota Statutes 1978, Section 301.30, Subdivision 1, is amended to read:

301.30 OFFICERS AND AGENTS. Subdivision 1. **ELECTION, APPOINTMENT.** The board of directors shall elect a president, a secretary, and a treasurer, and may appoint such other officers and agents as ~~they~~ it may deem necessary, for such terms, if any, as may be prescribed in the bylaws. The president shall hold office until his successor is elected. No one of the officers need be a director. Any ~~two~~ of the offices ~~except those of president and vice-president,~~ may be held by the same person.

Sec. 2. Minnesota Statutes 1978, Section 317.02, Subdivision 5, is amended to read:

Subd. 5. **NONPROFIT CORPORATION.** "Nonprofit corporation" means a corporation :

(a) Formed for a purpose not involving pecuniary gain to its shareholders or members (other than to shareholders or members which are nonprofit organizations); and

(b) Paying no dividends or other pecuniary remuneration, directly or indirectly, to its shareholders or members as such (other than to shareholders or members which are nonprofit organizations) .

Sec. 3. Minnesota Statutes 1978, Section 317.07, is amended to read:

317.07 INCORPORATORS. ~~Three~~ One or more natural persons of full age may form a corporation under this chapter.

Sec. 4. Minnesota Statutes 1978, Section 317.08, Subdivision 1, is amended to read:

317.08 ARTICLES OF INCORPORATION. Subdivision 1. **FORM.** The articles shall be expressed in the English language, signed by each of the incorporators, and acknowledged by at least ~~three~~ one of them.

Sec. 5. Minnesota Statutes 1978, Section 317.08, Subdivision 3, is amended to read:

Subd. 3. **OPTIONAL PROVISIONS.** The articles of incorporation may contain any other provision, consistent with the law of this state, for regulating the business of the corporation or the conduct of the corporate affairs , including without limitation, and notwithstanding subdivision 2, clause (3), a provision permitting or requiring the corporation to afford pecuniary gain to any member designated in the bylaws which is a nonprofit corporation .

Sec. 6. Minnesota Statutes 1978, Section 317.20, Subdivision 1, is amended to read:

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

317.20 DIRECTORS. Subdivision 1. **BOARD.** ~~A board of at least three directors shall manage~~ The business of the corporation shall be managed by a board of directors. The number of directors shall be at least three, except that in cases where the corporation has either one or two shareholders or members, the number of directors may be less than three but not less than the number of shareholders or members.

Sec. 7. Minnesota Statutes 1978, Section 317.21, Subdivision 1, is amended to read:

317.21 OFFICERS. Subdivision 1. **ELECTION, APPOINTMENT.** (1) Except where the articles or bylaws provide otherwise, the board of directors shall elect persons to exercise the functions of the offices of president, secretary, and treasurer, and may elect or appoint any other officers and agents deemed to be necessary.

(2) Unless the articles or bylaws prescribe that only directors may be officers, officers need not be directors.

(3) ~~The same person shall not at the same time hold~~ Any of the offices or functions of the offices of (a) president and vice-president or (b) president and secretary; but when authorized by the articles or bylaws he may hold any other two offices at the same time may be held or exercised by the same person.

Sec. 8. This act is effective the day following its final enactment.

Approved March 13, 1980

CHAPTER 352—S.F.No. 482

An act relating to corporations; authorizing purchase of insurance to provide indemnification of certain persons for certain liabilities and expenses; amending Minnesota Statutes 1978, Sections 300.082, Subdivisions 4 and 5; and 301.095, Subdivisions 4 and 5.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA: .

Section 1. Minnesota Statutes 1978, Section 300.082, Subdivision 4, is amended to read:

Subd. 4. Any indemnification under subdivision 1 or 2, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subdivision 1 or 2. ~~Such~~ The determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to ~~such~~ the action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested direc-

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