

Subd. 5. COMPLIANCE WITH UNIFORM ANATOMICAL GIFT ACT.

A gift made pursuant to the request required under this section must be executed according to the uniform anatomical gift act.

Subd. 6. TRAINING. The commissioner of health shall work with hospital representatives and other interested persons to develop guidelines for training hospital employees who may notify persons of the option to make an anatomical gift and the procedure to be used in executing the gift and for ensuring that each tissue or organ is tested for possible disease before being made available for transplantation.

Sec. 2. EFFECTIVE DATE.

Section 1 is effective October 1, 1987.

Approved April 16, 1987

CHAPTER 33—H.F.No. 202

An act relating to corporations; providing for modification of the personal liability of directors of certain corporations and fraternal benefit societies; authorizing certain advances by fraternal benefit societies; amending Minnesota Statutes 1986, sections 64B.08, by adding subdivisions; 300.45; and 300.64, by adding a subdivision.

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

Section 1. Minnesota Statutes 1986, section 64B.08, is amended by adding a subdivision to read:

Subd. 4. ADVANCES. If a person is made or threatened to be made a party to a proceeding, the person is entitled, upon written request to the society, to payment or reimbursement by the society of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, (1) upon receipt by the society of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth in subdivision 2 and the bylaws of the society have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by the society, if it is ultimately determined that the criteria for indemnification have not been satisfied; and (2) after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking required by clause (1) is an unlimited general obligation of the person making it, but need not be secured and shall be accepted without reference to financial ability to make the repayment.

Sec. 2. Minnesota Statutes 1986, section 64B.08, is amended by adding a subdivision to read:

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

Subd. 5. ELIMINATION OR LIMITATION OF LIABILITY. A director's personal liability to the society, supreme governing body, or members for monetary damages for breach of fiduciary duty as a director may be eliminated or limited in the articles. The articles shall not eliminate or limit the liability of a director:

(1) for any breach of the director's duty of loyalty to the society, the supreme governing body, or its members;

(2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(3) for any transaction from which the director derived an improper personal benefit; or

(4) for any act or omission occurring prior to the date when the provision in the articles eliminating or limiting liability becomes effective.

Sec. 3. Minnesota Statutes 1986, section 300.45, is amended to read:

300.45 CERTIFICATES OF INCORPORATION, AMENDMENT; EXCEPTIONS.

Except for a nonprofit corporation subject to the Minnesota Nonprofit Corporation Act, the certificate of incorporation of a corporation organized and existing under the laws of this state may be amended to change its name, to increase or decrease its capital stock, to change the number and par value of the shares of its capital stock, to eliminate or limit a director's personal liability, or in respect to another matter which an original certificate of a corporation of the same kind might lawfully have contained. The change must be accomplished by the adoption of a resolution specifying the proposed amendment at a regular meeting or at a special meeting called for that expressly stated purpose, in either of the following ways:

(1) by a majority vote of all its shares, if a stock corporation; or

(2) by a majority vote of its members; or, in either case,

(3) by a majority vote of its entire board of directors, trustees, or other managers within one year after authorization by specific resolution duly adopted at a meeting of stockholders or members. The resolution must be included in a certificate duly executed by its president and secretary, or other presiding and recording officers, under its corporate seal, and approved and filed in the manner prescribed for the execution, approval, and filing of a like original certificate.

As to a local building and loan association and corporations organized for the establishing, maintaining, and operating of hospitals not for profit, the resolution to amend may be adopted as provided in this section or by a two-thirds vote of the stockholders or members of the association attending the meeting in person or by proxy.

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

Sec. 4. Minnesota Statutes 1986, section 300.64, is amended by adding a subdivision to read:

Subd. 4. ELIMINATION OR LIMITATION OF LIABILITY. A director's personal liability to the corporation or its stockholders or members for monetary damages for breach of fiduciary duty as a director may be eliminated or limited in the certificate. The certificate shall not eliminate or limit the liability of a director:

(1) for a breach of the director's duty of loyalty to the corporation or its stockholders or members;

(2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(3) for acts prohibited under section 300.60;

(4) under subdivisions 1, 2, or 3;

(5) for a transaction from which the director derived an improper personal benefit; or

(6) for an act or omission occurring prior to the date when the provision in the certificate eliminating or limiting liability becomes effective.

Sec. 5. **EFFECTIVE DATE.**

Sections 1 to 4 are effective the day following final enactment.

Approved April 16, 1987

CHAPTER 34—H.F.No. 348

An act relating to state lands; allowing the private sale of certain land in Cook county.

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

Section 1. **COOK COUNTY; LAND SALE.**

Notwithstanding Minnesota Statutes, section 282.018, and the public sale provisions of Minnesota Statutes, chapter 282, Cook county may sell the property described in this section to Mr. Barney Peet, U.S. Highway 61, Lutsen, Minnesota, by private sale.

The property that may be sold is described as:
The East 500 feet of the West 700 feet of
Government Lot 2, south of Highway 61,
Section 12, Township 59 North, Range 4 West.

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