

CHAPTER 315

RELIGIOUS CORPORATIONS AND ASSOCIATIONS

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315.01 FORMATION; TRUSTEES; ELECTION, APPOINTMENT, DESIGNATION. Subdivision 1. **Who may elect.** The stated worshipers with any church, congregation, or religious society, not already incorporated, who are of lawful age and have been considered as belonging thereto, may elect trustees thereof and incorporate the same in the manner herein provided.

Subd. 2. **Election.** A written notice, signed by at least five of such stated worshipers, stating the time, place, and object of the meeting, shall be posted at least 15 days prior to the time therein fixed, in some conspicuous spot at the place of worship of such church, congregation, or society. At the time and place so fixed, such worshipers, not less than five thereof being present, shall, by a plurality vote, elect a chairman and secretary, who shall together determine the qualifications of voters and receive and count the votes. The voters as so determined, shall, by a plurality vote, elect not less than three, nor more than 15 members of their church, congregation, or society as trustees, to take charge of its property and temporal affairs; and such voters shall also adopt a name, by which the trustees and their successors in office shall forever thereafter be known; and they may also determine the qualifications of the trustees thereafter to be chosen and the religious denomination or sect to which the society shall belong. Immediately after such meeting the chairman and secretary thereof shall sign, in the presence of two subscribing witnesses, and shall acknowledge, a certificate, which shall state the names of the trustees elected, the name adopted for the incorporated society, the qualifications of future trustees, if any shall have been determined by the electors, and the name of the religious denomination to which the society shall belong, if any shall have been selected.

Subd. 3. **Appointment.** When, by the constitution, rules, or usages of any particular church, denomination, congregation, or religious society, trustees are required to be appointed, elected, or chosen in any way, by any minister, presiding elder, or other officers, or by any conference, assemblage, body, or meeting of any kind, and are so appointed, elected, or chosen, such minister, presiding elder, officers, or the presiding officer and secretary of any such conference,

assemblage, body, or meeting so appointing, electing, or choosing trustees, shall execute, acknowledge, and deliver to such trustees a certificate, stating the names of such trustees, the time when and the persons or body by which they were appointed, elected, or chosen, and the name by which such trustees and their successors in office shall forever thereafter be called and known. Upon the filing and recording of such certificate, as required by law, such trustees, and their successors appointed or chosen in the same manner, shall be a body corporate under the name specified therein, and have all the rights, powers, and privileges of other religious corporations organized under this chapter.

Subd. 4. Designation. When, by the constitution, rules, and usages of any particular church or religious denomination, the minister or ministers, elders, and deacons, or other officers elected by any church or congregation according to such constitution, rules, or usages, are thereby constituted the trustees of such church or congregation, such designated persons may assemble and execute and acknowledge a certificate, stating therein the name by which they and their successors in office shall forever thereafter be called and known. Upon the filing and record of this certificate with the register of deeds of the proper county, such persons and their successors shall be a body corporate by the name expressed therein.

[R. L. ss. 3133, 3141, 3143; 1919 c. 122 s. 1] (7963, 7972, 7974)

315.02 CERTIFICATE OF ELECTION OF TRUSTEES. When trustees have been heretofore elected, appointed, or in any way chosen by a conference or assembly of any kind, of any church or religious society, in accordance with its own constitution, rules, or usages, and a certificate thereof made by its presiding officer and secretary, or either of them, specifying the corporate name by which such trustees are to be known, and duly recorded, with intent to make such trustees a body corporate, they shall in all legal proceedings be deemed a religious corporation under the provisions of this chapter from the time of the recording of such certificate, and all their acts thereafter as a corporation shall be as valid and as effectual as though originally formed under the provisions of this chapter; and all conveyances to such trustees as a corporation are hereby confirmed and declared valid.

[R. L. s. 3142] (7973)

315.03 CERTIFICATE RECORDED, WHERE. Such certificate, together with the certificate of acknowledgment, and a copy of the notice of meeting and affidavit of the posting thereof, shall be recorded with the register of deeds of the county where the place of worship of such society is located; and thereafter such trustees and their successors shall be a body corporate by the name expressed in such certificate.

[R. L. s. 3134; 1937 c. 252 s. 1] (7965)

315.04 TRUSTEES, POWERS. Such trustees may have a common seal and alter the same at pleasure. They may take possession of all temporalities of such church, congregation, or society, real and personal, given, granted, or devised, directly or indirectly, to such body or to any other person for their use. They may sue and be sued in their corporate name, recover and hold all debts, demands, rights, and privileges, all churches, buildings, burial places, and all the estate and appurtenances belonging to such church, congregation, or society, however acquired or by whomsoever held, as fully as though originally vested in them. They may hold, purchase, and receive title, by gift, grant, devise, or bequest, of and to any property, real or personal, without limitation as to amount, for any of the purposes authorized or approved by the congregation or society, as provided in section 315.05, with power to mortgage, sell, convey, demise, lease, and improve the same.

Sections 315.03 to 315.05 shall apply to all religious corporations formed under Revised Statutes of the Territory of Minnesota 1851, Chapter 36, and acts amendatory thereof and supplemental thereto.

[R. L. s. 3134; 1937 c. 252 s. 1] (7965)

315.05 TRUSTEES, ERECT AND REPAIR CHURCHES AND OTHER BUILDINGS, GENERALLY MANAGE TEMPORAL AFFAIRS. Such trustees may repair and alter churches, make rules, regulations, and orders for managing the temporal affairs of the church, congregation, or society, and dispose of all moneys belonging thereto. They may regulate the renting of pews or slips, and the breaking of ground in their cemeteries. Under the direction or approval of the congregation or society, they may erect, acquire, and operate churches, dwellings for their ministers, and other buildings for the use of the church, congregation, or society, hospitals,

nurses' homes and training schools, missions, camps and recreational grounds, and other buildings or facilities for the carrying on of other religious, moral, and charitable activities. They may appoint a clerk and treasurer of their board and a collector, regulate their compensation, and remove them at pleasure. The clerk shall enter all rules and orders made by the trustees, and payments ordered by them, in a book kept for that purpose.

Nothing in this chapter shall be construed to give the trustees power to fix the salary of any minister, but the same shall be fixed by a majority of the society entitled to vote at the election of trustees.

Sections 315.03 to 315.05 shall apply to all religious corporations formed under Revised Statutes of the Territory of Minnesota 1851, Chapter 36, and acts amendatory thereof and supplemental thereto.

[R. L. ss. 3135, 3137; 1937 c. 252 s. 2] (7966, 7968)

315.06 TRUSTEES, TERMS, ELECTION; QUORUM. The term of office of the trustees shall be three years, and until their successors have qualified. Immediately after their first election they shall be divided by lot into three classes, the first class retiring at the end of the first year, the second class at the end of the second year, and the third class at the end of the third year; and, as near as may be, one-third of the whole number shall thereafter be chosen annually. Two trustees may call a meeting of the board; and, when assembled, a majority of the whole number shall constitute a quorum for the transaction of any business. Fifteen days before the expiration of the term of office of any trustee the clerk shall give notice of the election of his successor, by posting the same at the place where the society statedly meets for worship, therein stating the name of the trustee and the time and place of election; and, in addition to such notice, the minister or some other officer of such church or society shall give public notice of such election to the congregation at least one week before the election. These provisions shall apply to filling vacancies by death, resignation, or removal.

[R. L. s. 3136] (7967)

315.07 VOTERS, QUALIFICATIONS. No person belonging to any such church, congregation, or society shall be entitled to vote at any election after its incorporation until he has been an attendant on public worship in such church, congregation, or society at least six months before the election, and contributed to its support according to its usages and customs. The clerk of the trustees shall keep a register of all persons who desire to become stated hearers in such church, congregation, or society, and therein note the time of such request, and he shall attend all subsequent elections in order to test the qualifications of such voters in case of question.

[R. L. s. 3137] (7968)

315.08 DEFINITIONS. Subdivision 1. **Words, terms, and phrases.** Unless the language or context clearly indicates that a different meaning is intended, the following words, terms, and phrases, for the purposes of this chapter, shall be given the meanings subjoined to them.

Subd. 2. **Society.** The word "society" means the religious body constituted in accordance with the principles of the ecclesiastical policy which forms the basis of the corporation designated in this chapter as the church, congregation, or society, as distinguished from the corporation itself.

[R. L. s. 3138; 1925 c. 194 s. 1] (7969)

315.09 GENERAL POWERS OF RELIGIOUS CORPORATIONS. Every corporation organized under this chapter may, in its corporate name, sue and be sued, hold, purchase, and receive title, by gift, grant, or other conveyance of and to any property, real or personal, with power to mortgage, sell, or convey the same. It may adopt all by-laws and make all regulations necessary or expedient for the management of its affairs in accordance with law.

[R. L. s. 3162] (8001)

315.10 POWERS OF CERTAIN CORPORATIONS. Any religious corporation, parish or diocese formed under the laws of this state, allowing a bishop, vicar general, pastor of a parish with two laymen, or allowing a bishop, vicar general, and chancellor of a diocese with two other members of the same religious denomination, to form a corporation; such corporation shall have the power to sue or be sued, to hold, purchase, and receive title, by devise, purchase, gift, grant, or other-

wise, any property, real or personal, with power to mortgage, sell, or convey the same, or any part thereof, without giving the notice or being authorized thereto, as required in the manner provided in section 315.12.

[1907 c. 60 s. 1] (7964)

315.11 LIMITATION OF RIGHT TO HOLD PROPERTY. Nothing in this chapter shall be construed to authorize the taking or holding of real or personal property by any religious corporation for purposes other than those of its incorporation, and all of its provisions are subject to any limitation or modification which may hereafter be enacted by general laws as to the amount of property which may be held by the corporations provided for in this chapter.

[R. L. s. 3163] (8002)

315.12 SALE OR ENCUMBRANCE OF REAL ESTATE. Any religious corporation organized under the provisions of this chapter, by and through its trustees, may sell and convey, encumber, or otherwise dispose of any of its real estate; but no such conveyance or encumbrance shall be made by the trustees except when first authorized by resolution of such society adopted by a two-thirds vote of the members present and voting at a meeting thereof called for that purpose, notice of the time, place, and object of which shall be given for at least four successive Sabbaths on which the society statedly meets for public worship, immediately preceding such time. When any religious society ceases to have stated meetings for public worship, or for any cause is unable to give such notice of the time and place of the meeting of such society, the corporation may make such sale, conveyance, or encumbrance by its trustees, upon being authorized by resolution, as hereinbefore specified, adopted at a meeting of which at least 20 days' posted notice has been given. If such society has, for any reason, ceased to exist, for a period of one year, the corporation may sell and convey its property by its trustees upon giving at least 20 days' posted notice upon the premises of its intention so to do. Proof of such non-existence, notice, meeting, and the adoption of resolution may be made by the affidavit of a trustee or member of the society cognizant thereof. The affidavit shall be recorded in the office of the register of deeds where the certificate of incorporation was recorded, and the same and the record thereof, or certified copies of such record, shall be presumptive evidence of the fact therein contained.

No person shall vote at any meeting called to authorize the trustees to sell, convey, encumber, or dispose of any real estate of such corporation who is not a member of such religious body, and no such religious corporation shall sell, transfer, or otherwise dispose of any of its real estate in any manner other than as provided by the denominational rules and certificates of association of such society as the same appears of record in the office of the register of deeds of the county. Nothing herein contained shall in any manner affect or infringe any provision of Revised Laws 1905, Chapter 59.

[R. L. s. 3138; 1925 c. 194 s. 1] (7969)

315.13 EXISTING SOCIETIES CONFIRMED; REORGANIZATION. Every church, congregation, or religious society heretofore incorporated under any general or special law, and not since dissolved, is hereby confirmed. In case of the dissolution of any such corporation, or of any corporation formed under the provisions of this chapter, the same may be incorporated or reincorporated under the provisions thereof at any time within six years after such dissolution; and thereupon all the estate, real and personal, at any time belonging thereto, and not lawfully disposed of, shall vest in the corporation the same as though there had been no dissolution.

[R. L. s. 3139] (7970)

315.14 LANDS HELD IN TRUST. Lands, tenements, or hereditaments conveyed by devise, grant, purchase, or otherwise, to any persons as trustees in trust for the use of any religious society heretofore or hereafter organized, for a meeting house, burial ground, or parsonage, with the improvements thereon, shall descend in perpetual succession, and be held by such trustees in trust for such society.

[R. L. s. 3140] (7971)

315.15 PARISH CORPORATIONS, ORGANIZATION. The bishop of any religious denomination may associate with him the vicar general of the same diocese and the pastor of such denomination of the parish wherein a corporation is to be located, which shall be within the diocese of such bishop, and the bishop, vicar general, and pastor, or a majority of them, shall designate and associate with them two lay members of any such denomination; and, upon adopting, signing, and acknowledging, in duplicate, a certificate of incorporation reciting the fact of such association, and

of the selection of such laymen, and containing the name, general purpose, and place of location of such corporation, and having one such certificate recorded with the register of deeds of the county of its location and the other filed with the secretary of state, the said five persons and their successors shall become a corporation, subject to all the requirements, and vested with all the rights, powers, and privileges, of a religious corporation. The persons at any time holding the offices hereinbefore specified in any diocese shall, by virtue of their respective offices, be members of and, with the two laymen aforesaid, constitute such corporation, but every such person, on ceasing to hold such office, shall cease to be a member thereof, and his successor in office shall become a member in his place. The two laymen designated as aforesaid shall remain members for the term of two years from the date of the certificate, and thereafter their term of office shall be two years, and in either case until their successors are chosen. They shall always be designated and appointed by the three first named corporators, who shall also fill all vacancies in their number. Their appointment shall be in writing and entered upon the records of the corporation. Should there at any time be a vacancy in the office of bishop of any diocese, or should any other person be appointed in his stead to administer the spiritual and temporal affairs of such diocese, then, during such vacancy or suspension of the authority of such bishop, such administrator of the affairs of the diocese, or any other person appointed under the rules of such denomination to preside over and administer its affairs, shall, while acting as such administrator or appointee, be a member of such corporation, with all the rights and powers incident thereto; but his membership shall at once cease when such vacancy has been filled or suspension of authority removed. If any diocese in which any such corporation is located shall be subdivided according to the rules and practice of such denomination, and one or more new dioceses formed therefrom, or from parts thereof, the bishop and vicar general of any such new diocese and their successors in office, as soon as appointed and instituted, shall, by virtue of their respective offices, forthwith become members of any such corporation within such new diocese, with all the rights, duties, privileges, powers, and obligations of such members, and the bishop and vicar general of the diocese in which such corporation was located prior to such subdivision shall cease to be members thereof.

[R. L. s. 3144] (7975)

315.16 DIOCESAN CORPORATIONS; FORMATION. The bishop of any such diocese may associate with him the vicar general and chancellor of such diocese, and they, or a majority of them, shall designate and associate with them two other members of such religious denomination, residents of such diocese, and upon adopting, signing, and acknowledging, in duplicate, a certificate reciting the fact of such association and selection of such two persons, and containing the name, general purpose, and location of such corporation, and filing and recording the same, as provided in section 315.15, the said five persons and their successors shall become a corporation, with power to take, hold, receive, and dispose of any real or personal property for the use and benefit of such diocese, and for the use and benefit of the religious denomination therein creating such diocese, and to administer the temporalities of such diocese, to establish and conduct schools, seminaries, colleges, or any benevolent, charitable, religious, or missionary work or society of such religious denomination within such diocese, with all the rights, powers, and privileges enumerated in this section and in section 315.15. The persons who may hold the offices, respectively, of bishop, vicar general, and chancellor of such religious denomination within and for such diocese, and their successors in office forever, shall, by virtue of their respective offices, always be members of such corporation, but on ceasing to hold such office the corporate membership of each shall at once cease. The other two incorporators and their successors in office shall always be selected and appointed by the bishop, vicar general, and chancellor of such diocese, or a majority of them, for the same term and in the same manner as provided in section 315.15 for the selection and appointment of the two laymen by the bishop, vicar general, and pastor, and all vacancies shall be filled by the three first named corporators. Every such appointment shall be in writing and entered of record in the minutes of the corporation, and such appointees shall be members of such religious corporation and residents of the diocese of its location. Any corporator so selected may at any time resign, and such resignation and its acceptance shall always be entered on the minutes of the corporation. In case of a vacancy in the office of bishop of such diocese or the temporary suspension of his authority to act, the provisions of section

315.15 in reference to such a case shall in all respects apply. Any member of either corporation specified in this section and in section 315.15 may, by a writing signed by him, appoint a proxy to represent and act for him, and in his name and stead to vote at any meeting of such corporation.

[R. L. s. 3145] (7976)

315.17 PARISH OF PROTESTANT EPISCOPAL CHURCH. Subdivision 1. **Formation of corporation.** Any parish of the Protestant Episcopal church organized under and in conformity with the constitution and canons of any diocese now or hereafter existing in this state may form a corporation, as follows: Such parish shall cause to be prepared a certificate containing:

- (1) The name and location of the parish;
- (2) The name of the rector, if any, and of the church wardens, and the names and number of the vestrymen, which shall not be less than three, nor more than 12; and
- (3) The date of the organization of the parish.

Subd. 2. **Certificate signed.** The certificate shall be signed and duly acknowledged by the rector, if any, and by a majority of the wardens and vestrymen.

Subd. 3. **Filing certificate; powers.** Upon signing, acknowledging, and filing such certificate for record with the register of deeds of the county of its location, such parish shall become a corporation by the name specified in its certificate; and, by and through its officers, may transact all the business of the parish, including calling a rector and determining his salary; and, in its corporate name, may acquire or receive, by purchase, gift, grant, devise, or bequest, any property, real, personal, or mixed, and hold, sell, transfer, mortgage, convey, loan, let, or otherwise use the same for the use and benefit of the parish; provided, that such use shall not contravene the laws and usages of the Protestant Episcopal church of the state; but it shall not have power to divert any gift, grant, or bequest from the purpose specified in writing by the donor, or deviser, nor to sell, convey, or mortgage its church or church site except when first authorized so to do in a meeting of the parish called for that purpose, nor in contravention of the canons of the diocese or of the general convention of the Protestant Episcopal church of the United States.

[R. L. ss. 3146, 3147; 1921 c. 255 s. 1] (7977, 7978)

315.18 ANNUAL MEETING; VESTRY, ELECTION, MEETINGS. The annual meeting of such corporation shall be held at the parish church or parish house, if there be either, on Easter Monday, of each year, or at such other time as the parish may designate in its articles of incorporation, at which annual meeting church wardens and vestrymen shall be elected, in such manner as shall be determined upon by the parish, by electors having the qualifications which are or may be prescribed by the canons of the Protestant Episcopal church for the diocese or missionary district in which the corporation is located, in the state of Minnesota; but any parish organized under this law may, at any annual meeting, adopt a by-law providing for the election of one-third of the vestrymen of the parish for one year, one-third for two years, and one-third for three years, and at the meeting may elect vestrymen in accordance with such by-law; and at each succeeding annual meeting one-third of the vestrymen shall be elected for a term of three years, and the by-laws may also provide that no vestryman shall, at the expiration of his term of office, be eligible for reelection as vestryman until the next annual meeting; the church wardens and vestrymen shall hold their respective offices until their successors are elected.

The rector of such parish shall ex officio be a member, and, when present, the presiding officer of the vestry, and entitled to vote at all its meetings. Meetings may be called by the rector at his discretion, or by either warden at the request of a majority of the vestrymen, on three days' notice, in writing, to each member of the vestry.

[R. L. ss. 3148, 3149; 1907 c. 18] (7979, 7981)

315.19 ARTICLES AMENDED. Any parish of the Protestant Episcopal church, incorporated under the laws of the state or territory of Minnesota, may amend its articles of incorporation and thereby change and fix the time of holding its annual parish meeting, by adopting, at its annual parish meeting by majority vote of those present, a resolution fixing or changing the date of holding its annual parish meeting and by causing such resolution to be embraced in a certificate duly executed by its rector or other presiding officer and by its clerk and filed for record with the register of deeds of the county of its location.

[1923 c. 369 s. 1] (7980)

315.20 CATHEDRALS. Subdivision 1. **Formation.** Any cathedral for which a constitution and statutes are adopted by the diocesan convention of any diocese in this state of the Protestant Episcopal Church in the United States of America may form a corporation, as follows:

Such cathedral shall cause to be prepared a certificate containing:

- (1) The name and location of the cathedral;
- (2) The persons who constitute the chapter of the cathedral, and their names, of which chapter the bishop of the diocese and the wardens and vestrymen of the cathedral congregation shall be members; and
- (3) The date of the adoption by the diocesan convention of the constitution and statutes of the cathedral.

Subd. 2. **Certificate, by whom signed.** The certificate shall be signed and duly acknowledged by the bishop of the diocese and by a majority of the members of the chapter, and filed for record in the office of the register of deeds of the county in which the cathedral is located and in the office of the secretary of state.

Subd. 3. **Certificate filed; powers.** Upon the signing, acknowledging, and filing of such certificate for record with the register of deeds of the county of its location, and with the secretary of state, such cathedral shall become a corporation by the name specified in its certificate; and, by and through its chapter, may transact all the business of such cathedral; and, in its corporate name, may acquire or receive, by purchase, gift, grant, devise, or bequest, any property, real, personal, or mixed, and hold, sell, transfer, mortgage, convey, loan, let, or otherwise use the same for the use and benefit of the cathedral; provided, that such use shall not contravene the laws and usages of the Protestant Episcopal Church in the United States of America of this state; but it shall not have power to divert any gift, grant, or bequest from the purpose specified in writing by the donor or deviser, nor to sell, convey, or mortgage its church or church site, except with the consent of the bishop, in writing, and when first authorized to do so at a meeting of the chapter called for that purpose, nor in contravention of the canons of the diocese or of the general convention of the Protestant Episcopal Church in the United States of America.

Subd. 4. **Government.** The chapter of such cathedral shall be governed by the constitution and statutes which have been adopted for it by the diocesan convention and any amendments made thereto, as provided therein.

[1915 c. 46 ss. 1, 2, 3] (7982, 7983, 7984)

315.21 INCORPORATION. Subdivision 1. **Method.** The members of any church or religious society, not less than three in number, not wishing to form a corporation under any of the preceding provisions of this chapter, may become a corporation by adopting and signing a certificate containing:

- (1) Its name, general purpose and plan of operation, and its location; and
- (2) The terms of admission, qualification for membership, selection of officers, filling vacancies, and the manner in which the same is to be managed.

Subd. 2. **Certificate recorded.** Such certificate shall be recorded with the register of deeds of the county of its location.

Subd. 3. **Existing corporations.** Any existing corporation created by special law, which does not desire to incorporate under any preceding provision of this chapter, may reincorporate under the provisions of this section, when authorized by a three-fourths vote of its members present and voting at a stated meeting called for the purpose of considering such reincorporation.

[R. L. s. 3150] (7985)

315.22 EXISTING CHURCHES MAY INCORPORATE; REINCORPORATION; PROPERTY TO VEST. Every church or society organized as such, and not incorporated, may become a corporation by executing, acknowledging, and causing to be recorded with the proper officers a certificate of incorporation under this chapter. Thereupon, and also when any existing religious corporation shall reincorporate under this chapter, all property and franchises of every kind belonging to such society, or such original corporation, as the case may be, shall vest in the corporation so organized; but rights in pews possessed by any members at the time of any such reorganization shall not be impaired. Such board of trustees or other governing body of any corporation so reorganizing, or their survivors, when requested by the governing board of such new corporation, shall convey to the new corporation, by sufficient deed, all property owned by it. Such conveyance shall recite the fact of such

reorganization, shall be prima facie evidence of the facts therein stated, and shall pass all title to the property therein described possessed by the corporation in whose behalf it is executed.

[R. L. s. 3151] (7986)

315.23 INCORPORATION OF DIOCESAN COUNCIL, SYNOD, PRESBYTERY, CONFERENCE, ASSOCIATION, CONSOCIATION, OR SIMILAR ORGANIZATIONS. Subdivision 1. **Method.** Any diocesan council, synod, presbytery, conference, association, consociation, or other general organization for ecclesiastical or religious purposes, existing in any church or religious denomination in this state, and which, according to the polity, constitution, canons, customs, discipline, or usages of such church or denomination, is composed of or represents several parishes, congregations, or particular churches, may form a corporation by adopting a canon or resolution stating:

- (1) Its purpose to form such a corporation;
- (2) Its name and its general purposes and powers, not inconsistent with law;
- (3) The name of the church or religious denomination to which the body organizing the corporation belongs, and the district or territorial limits of its jurisdiction;
- (4) The number and official titles of the officers through whom it shall act, and by whom and in what manner such officers shall be elected or appointed, and the length of their terms, and their general duties, powers, and authority; and
- (5) The names and addresses of those elected or appointed as the first officers of the corporation.

Subd. 2. **Canon or resolution, approval, recording.** A copy of such resolution or canon, certified by the presiding officer of the body adopting it and verified by the affidavit of its secretary or clerk, with the certificate of the attorney general that the same conforms to law endorsed thereon, shall be filed with the secretary of state, who shall record the same at length, including such endorsement, and issue his certificate that, the provisions of the law having been complied with, said body has become duly incorporated according to law. The secretary of state shall keep in a book in his office an alphabetical index of all such corporations.

Subd. 3. **Amendment of canon or resolution.** The body organizing such corporation or its successor, by resolution or canon adopted by it at two regular successive sessions thereof, and so certified, verified, and recorded with the secretary of state, may amend or modify the resolution under which the corporation was formed, in respect to its jurisdictional limits, or to the number, official titles, terms of office, or the manner of electing or appointing officers, or their duties, powers, and authority, or to the purposes and powers of the corporation, not inconsistent with law, and not impairing any trusts or vested rights of property.

[R. L. ss. 3152, 3153] (7987, 7988)

315.24 SPECIAL POWERS. Any such corporation may receive in trust for any parish, mission, local church society, or congregation, whether incorporated or not, any property, real or personal, which may be given, granted, transferred, devised, or bequeathed to it for the use of such parish, mission, local church society, or congregation, for religious, charitable, or educational purposes, and may hold the same, and the rents, issues, and profits thereof, until such parish, mission, local church society, or congregation shall demand a conveyance thereof, accounting, from time to time, when required, for the rents, issues, and profits. Any property now held in trust by any person, corporation, or trustees for the use and benefit of the religious body forming a corporation under the provisions of section 315.23, or any of its parishes, missions, societies, congregations, or local churches, may, with the consent of the beneficiary, be conveyed and the title thereto vested in the corporation as the successor in such trust, but no such corporation shall have power, in any manner, to create any lien upon or encumber any property held by it in trust.

[R. L. s. 3154] (7989)

315.25 ANNUAL MEETING, NOTICE OF, PLACE. Any such corporation, the membership of which in part resides in other states, may hold its annual meetings at such points outside the state as it may, from time to time, designate at a previous annual meeting, or it may authorize its president to designate such place. At least three months before the time of such annual meeting notice of such time and place shall be given by publication in the recognized organ of such corporation, if it has one; otherwise, by publication in at least two papers of general circulation published at the capital of the state.

[R. L. s. 3155] (7990)

315.26 CONSOLIDATION OF PARISHES, CONGREGATIONS, OR CHURCHES.

Any diocesan council, synod, presbytery, conference, association, consociation, or other general organization for ecclesiastical or religious purposes composed of or representing several parishes, congregations, or particular churches, and incorporated under the laws of this state, may unite or consolidate with one or more other diocesan councils, synods, presbyteries, conferences, associations, consociations, or other general organizations for ecclesiastical or religious purposes, or may with one or more such other societies form one new society for ecclesiastical or religious purposes, and when any such united or consolidated society, or any such new society, shall have been incorporated, may convey and transfer its property to such corporation according to law.

[1917 c. 107 s. 1] (7991)

315.27 PROCEDURE FOR INCORPORATION. Any two or more societies of the classes named in the preceding section may form a corporation by adopting a canon or resolution and having a copy thereof certified, verified, approved by the attorney general, and recorded as provided by section 315.23. The canon or resolution may be adopted in joint session by representatives, delegates, and others entitled to vote at the regular meetings of such societies, respectively, for the year in which such canon or resolution is adopted or may be adopted in joint session by committees of such societies, elected or appointed by them, respectively, for that purpose.

[1917 c. 107 s. 2] (7992)

315.28 PRIVILEGES. Every corporation formed as provided in sections 315.26 to 315.29 shall have the same franchises, powers, privileges, and immunities as corporations organized and existing under section 315.23.

[1917 c. 107 s. 3] (7993)

315.29 RIGHT TO HOLD PROPERTY. Every corporation organized under sections 315.26 to 315.29 shall hold all property conveyed or transferred to it for such use and subject to such trusts and conditions as such property is held by the corporation conveying or transferring the same.

[1917 c. 107 s. 4] (7994)

315.30 AMENDMENT OF CERTIFICATE. Any religious corporation, by a resolution adopted, certified, acknowledged, and recorded in the same manner as its original certificate, may alter, modify, or add to such original certificate in any manner not inconsistent with law. When recorded, such amended certificate shall take the place of the original.

[R. L. s. 3156] (7995)

315.31 AMENDMENT OF ARTICLES OF INCORPORATION. Any religious society, religious association, or religious corporation heretofore formed or reorganized and now existing pursuant to the provisions of section 315.21, upon compliance with the provisions of sections 315.31 to 315.33, may alter or amend its articles of incorporation as to any matter or thing which could have been included in the original articles of incorporation; provided, that nothing herein contained shall authorize or empower any such religious organization to amend or alter, in the manner provided by sections 315.31 to 315.33, its articles of incorporation in respect to any matter relating to the management or the conduct of the affairs of any cemetery owned or controlled by such religious organization where such cemetery is managed or conducted pursuant to the provisions of sections 306.69 to 306.72.

[1925 c. 357 s. 1; 1931 c. 232 s. 1] (7995-1)

315.32 TRUSTEES, POWERS; CERTIFICATE, RECORDING. The board of trustees, the board of administration, or other governing body of any such religious organization may, by unanimous vote of all its members, so alter or amend such articles of incorporation, when authorized so to do at any special meeting of such religious organization called for such expressly stated purpose, at which such special meeting a majority of the members of such religious organization are present, which authority shall be, by resolution, passed by vote of a majority of the members present and voting at such meeting of such religious organization. The board of trustees, the board of administration, or other governing body of any such religious organization shall cause such resolution to be embraced in a certificate duly executed and acknowledged by its president and secretary, or by its other presiding and recording officers, under the corporate seal of the religious organization, and such certificate shall be presumptive evidence of the facts therein stated. The certificate shall be

recorded in the office of the register of deeds of the county in which the religious organization is located and in the office of the secretary of state, and thereupon such alteration or amendment shall become effective.

[1925 c. 357 s. 2] (7995-2)

315.33 METHOD PROVIDED IS ADDITIONAL. The manner of amendment, authorized by sections 315.31 to 315.33, of the articles of incorporation of any such religious organization shall be in addition to the manner in which amendments to the articles of incorporation of any such religious organizations are now authorized by law; and nothing in sections 315.31 to 315.33 contained shall abridge, or in any manner or to any extent affect, the right of any religious organizations to alter or amend their articles of incorporation in the manner now authorized by law.

[1925 c. 357 s. 3] (7995-3)

315.34 CONSOLIDATION OF RELIGIOUS CORPORATIONS. Any two or more incorporated churches, congregations, parishes, or religious societies, or an incorporated parish and an incorporated cathedral, may consolidate and reorganize as a single church, congregation, parish, cathedral, or religious society by complying with the provisions of law for the formation of such church, congregation, parish, cathedral, or society contained in this chapter.

[R. L. s. 3157; 1913 c. 42 s. 1; 1935 c. 265 s. 1] (7996)

315.35 RESOLUTION; NOTICE. Before any action is had for that purpose, a resolution authorizing such consolidation and reorganization shall be adopted by at least two-thirds of the members present and voting at a meeting of each of such churches, congregations, parishes, parish and cathedral, or societies called for that purpose, notice of the time, place, and object of which shall be given on four successive Sabbaths on which such society statedly meets for public worship, immediately preceding the time specified for such meeting. Proof of the fact of such notice, meeting and resolution may be made by affidavit of one of the officers or members cognizant of the facts, which shall be recorded with the certificate of incorporation.

[R. L. s. 3158; 1935 c. 265 s. 2] (7997)

315.36 MEETINGS; NOTICE; ORGANIZATION; POWERS. After the adoption of such resolution by the several churches, congregations, parishes, parish and cathedral, or societies notice shall be given stating the time and place of the meeting of the united congregation of all such churches, congregations, parishes, parish and cathedral, or societies by posting the same at the place where each society statedly meets for worship at least 15 days prior to such meeting, and the minister or some other officer of each such organization shall give public notice of the meeting at the usual Sabbath service at least one week before the meeting. The notice for such meeting shall be signed by the clerk of the board of trustees, vestry, or chapter of each church, or by some other person authorized by such board to sign the same. At the meeting of the united congregation, held pursuant to such notice, a name shall be adopted for the new corporation and the meeting shall, by a majority vote, determine the form of organization of the new corporation, fix the qualifications for trustees or vestrymen and the number, which shall be not less than three, nor more than 12, and a new board of trustees, vestry and wardens or chapter and wardens shall be elected by a majority of all the members present.

The board of trustees, vestry or chapter not including wardens shall be divided into three classes; one class shall be elected and hold office until the next annual meeting of the congregation, one class until the second annual meeting of the congregation, and one class until the third annual meeting of the congregation. Thereafter, the terms of office of the trustees or vestrymen shall be three years and until their successors are elected and have qualified. In case a vacancy shall occur in the board of trustees, vestry, or chapter, at the next meeting of the congregation, board of trustees, chapter or vestry a successor shall be elected to fill the unexpired term caused by such vacancy.

After such meeting the chairman and secretary shall make a certificate in the form and manner prescribed by section 315.01, 315.17, or 315.20, as the case may be, and such certificate, together with proof by affidavit of the giving of proper notice of the meeting, and the affidavits provided for in section 315.35, shall be recorded in the office of the register of deeds of the county where the place of worship of the consolidated society is located; and thereupon such churches, congregations, parishes, parish and cathedral, or societies shall be merged into a new corporation under the name specified in the certificate and the new corporation shall have the

rights, powers, and privileges, and shall be liable for all the obligations of the several corporations so consolidated and all of the property of every kind and nature of the original corporation shall vest in the new corporation; and whenever, by any will or other instrument which takes effect after such consolidation, any of the original corporations be named as a legatee or devisee, or as beneficiary of any trust therein provided, the new corporation shall take under such will or other instrument and shall receive and become entitled to all the money, property, and benefits that the original corporation would have received under such will or other instrument, save as therein otherwise expressly provided.

[R. L. s. 3159; 1913 c. 42 s. 2; 1935 c. 265 s. 3] (7998)

315.365 MERGER OF RELIGIOUS CORPORATIONS. Subdivision 1. **Merger.** In the event that two or more dioceses, synods, parishes, churches, congregations, or other religious bodies of the same religious denomination shall have heretofore been or shall hereafter be united, reunited, merged, or consolidated, and in the event that each said religious body shall have created, prior to the date of said union, reunion, merger, or consolidation, a corporation or two or more corporations pursuant to the laws of this state for the holding and administration of properties of said religious body or for the holding and administration of properties in trust for the use and benefit of said religious bodies or of any subdivisions, congregations, parishes, churches, missions, or other component parts thereof, the said property corporations may merge and consolidate with or into any one of said property corporations or with and into a new property corporation organized for like purposes by said united, reunited, merged, or consolidated religious body, providing authority for said merger and consolidation shall have been given at any annual meeting of said united, reunited, merged, or consolidated religious body or at any special meeting thereof duly called for such purpose in accordance with the constitution, canon law, or other lawful provision for its governance.

Subd. 2. **How merger effected.** Any said merger and consolidation shall be effected by the execution by the property corporations who are parties thereto of an agreement of merger and consolidation containing:

- (a) The names of the property corporations who are parties thereto.
- (b) The name and location of the principal office of the surviving corporation with and into which the property corporations who are parties to said merger are to be merged and consolidated.
- (c) The persons who shall constitute the governing board of the surviving corporation until their successors are duly elected and shall qualify.
- (d) The general purposes of said surviving corporation and the general description of the area to be served by it.
- (e) The date of adoption of the authorization for said merger and consolidation by the meeting of the united, reunited, merged, or consolidated religious body to which said merging or consolidating property corporations pertain.
- (f) Any other provisions appropriate for the certificate of incorporation of property corporations of said character which may be formed pursuant to the laws of this state.
- (g) Said agreement of merger and consolidation shall be executed by the corporate officers of each of the property corporations which are parties thereto and shall be accompanied by the certificate of the secretary or other recording officer of said united, reunited, merged, or consolidated religious body certifying to the adoption by said religious body, in accordance with its constitution, canon law, or other general provisions for the governance of its affairs, of a resolution authorizing said merger and consolidation, and shall also be accompanied by a certificate of the secretary or other recording officer of each of the property corporations who are parties thereto of the adoption by the members and the board of trustees or other governing body of each said property corporation of resolutions authorizing and directing the execution of said agreement of merger and consolidation.
- (h) Said agreement of merger and consolidation, when executed as aforesaid and when certified as aforesaid, shall be filed for record in the office of the secretary of state and in the office of the register of deeds of the county in which the principal place of business of said surviving corporation is to locate, and shall also be filed for record in the office of the register of deeds of each other county of

this state in which the principal place of business of any of the property corporations who are parties to said merger and consolidation shall theretofore, by the provisions of its certificate of incorporation, have been located.

(i) Said merger and consolidation shall be and become effective for all purposes upon filing for record the said agreement of merger and consolidation and the certificates as aforesaid in the office of the secretary of state.

Subd. 3. **Continuation of corporate identities.** Upon any said merger and consolidation becoming effective, the corporate identity of each of the property corporations which are parties thereto shall continue in the surviving corporation, and the legal title to all assets held or owned by any property corporation which is a party to said merger and consolidation shall thereupon be and become vested in the surviving corporation, and the surviving corporation, by continuance in it of the corporate identity of each of the corporations which are parties to said merger and consolidation, shall be the corporation entitled to receive all gifts, devises, bequests, legacies, or other transfers or assignments of money or property, real, personal, or mixed, thereafter made directly or in trust to or intended for any of the said constituent property corporations which are parties to said merger and consolidation; provided that, except as provided in Minnesota Statutes 1941, Section 501.12, no properties or assets and no income of any properties or assets held or received by any said property corporation which is a party to said merger and consolidation or which shall be received by the surviving corporation after the date thereof shall be diverted from the uses and purposes for which the same were or are received and held by the said property corporations who are parties to said merger and consolidation or from the uses and purposes for which the same were expressed and intended.

Subd. 4. **Effectiveness of original certificates of incorporation.** Except as otherwise provided in said agreement of merger and consolidation, all of the provisions of the certificate of incorporation of the surviving corporation shall continue in full force and effect as to the surviving corporation and all other corporations which shall be so merged and consolidated therewith.

[1945 c. 134]

315.37 WHEN SOCIETY CEASES TO EXIST; DISPOSAL OF PROPERTY.

Whenever any religious society, which is in any way under the control or supervision of a superior body, ceases to exist or to maintain its organization, all its remaining real and personal property shall vest in and be transferred, in the manner hereinafter provided, to the incorporated annual conference, presbytery, diocese, diocesan council, association, or other incorporated governing or supervising body of the same religious denomination within whose jurisdiction such society was located, or with which it was affiliated, it being intended that the property shall vest in and be transferred to the next higher governing or supervising corporate body of the same denomination.

[R. L. s. 3160] (7999)

315.38 DISSOLUTION, APPLICATION, HEARING. Upon application to the district court of the county where such society was located by any member of the body in which the property is to vest, as aforesaid, the court shall appoint a time for hearing the application, and three weeks' published and posted notice thereof shall be given, and any additional notice which the court may direct. If, upon the hearing, it appears that a proper case exists therefor under section 315.37, the court shall adjudge and direct a transfer thereof to be made through a trustee appointed by it for that purpose. Affidavits of the notice may be filed in the proceedings, and they shall be evidence in all actions and proceedings in the courts of the state.

[R. L. s. 3161] (8000)

315.39 REAL PROPERTY CONVEYED TO BISHOP, RIGHT REVEREND BISHOP, ARCHBISHOP OR MOST REVEREND ARCHBISHOP IN OFFICIAL CAPACITY TO BE VESTED IN SOCIETY, BODY, OR CONGREGATION; ACTION IN DISTRICT COURT; DECREE; PROCEDURE. When it shall be made to appear to any district court of this state that, prior to the year 1907, real property was conveyed to a bishop, or a right reverend bishop, or an archbishop, or a most reverend archbishop of any religious denomination or church in his official capacity as bishop and to his successors in office, or as trustee under an oral or written trust for any incorporated or unincorporated society, body, association, or congregation in this state, whether the grantee is designated as trustee in the conveyance or not, and the consideration therefor was paid by the society, body, association,

or congregation, and at the time of the conveyance the religious denomination or church had its central or supreme government in a foreign country or nation and was the state church of the foreign country or nation, and thereafter the form of government of the foreign country or nation was changed and the religious denomination or church ceased to be the state church thereof, and the record title to the real property is in the name of the grantee or his successor in office, and the society, body, association, or congregation, whether incorporated or not, is in possession of the real property and has been in possession thereof for a period of ten or more years under a claim of ownership, the district court shall, in an action brought by the society, body, association, or congregation, make a decree vesting the title, both legal and equitable, to the real property in the society, body, association, or congregation; provided, that any such society, body, or congregation which is now unincorporated shall become incorporated under the laws of this state prior to the commencement of the action.

Actions under this section shall be brought in the same manner as actions to quiet title to real property in this state, as provided in chapters 557 to 561.

[1927 c. 120 ss. 1, 2] (8002-1, 8002-2)

315.40 RELIGIOUS SOCIETIES MAY PROVIDE FOR BENEFITS; INSURANCE LAWS NOT TO APPLY. Any religious society, religious association, or religious corporation may, when duly authorized by its members, provide for the support and payment of benefits to ministers, teachers, and other functionaries and employees of such society, association, or corporation, or of any congregation, or of any educational, benevolent, charitable, or other body affiliated with or under the jurisdiction of such society, association, or corporation; for the payment of benefits to their widows, children, or other dependents or beneficiaries; for the collection of contributions and other payments; and for the creation, maintenance, investment, management, and disbursement of necessary endowment, reserve, and other funds for such purposes.

The insurance laws of this state shall not apply to the operations of any such society, association or corporation under the provisions of this section.

[1929 c. 180] (8002-4)

315.41 CAMP MEETING ASSOCIATIONS; FORMATION; CAPITAL STOCK. Camp or grove meetings, Sunday school assemblies, or any societies for religious instruction or worship, and for mutual improvement in moral, literary, or social culture, may be incorporated under this chapter. The amount of capital stock shall not be less than \$5,000, divided into shares of not less than \$10 nor more than \$50 and paid in as provided in its by-laws.

[R. L. s. 3114] (7909)

315.42 TAX EXEMPT; NO STREETS THROUGH PROPERTY. All property necessarily used by any such corporation, and not leased or used for profit, shall be exempt from taxation. No roads or streets shall be laid through any such property without the consent of the governing board of such corporation.

[R. L. s. 3115] (7910)

315.43 PEACE OFFICERS, APPOINTMENT. The governing board of any such corporation may appoint peace officers for the purpose of keeping order on its grounds, to be paid by such corporation. Such officers while on duty shall have the same power and authority as constables.

[R. L. s. 3116] (7911)

315.44 YOUNG MEN'S CHRISTIAN ASSOCIATION, ORGANIZATION; CERTIFICATE. Any number of persons, not less than three, may form a corporation to be known as a Young Men's Christian Association, by adopting, signing, and acknowledging a certificate of incorporation containing:

- (1) The names and places of residence of the incorporators;
- (2) The name of the corporation, the location of its principal place of business, and the period of its duration;
- (3) The objects of its organization expressly stated;
- (4) The number of its directors, not less than five, nor more than 30, who shall manage its affairs, how and when elected, and the time and place of holding annual meetings; and
- (5) The terms of admission to active membership.

Such certificate shall be executed in duplicate, and one filed with the secretary of state and the other with the register of deeds of the county of its principal place of business.

[R. L. s. 3164] (8003)

315.45 CLASSIFICATION OF MEMBERS. The directors may in their by-laws divide the members into active, senior, junior, associate, and such other classes as they may deem convenient, and determine the qualifications for associate membership and provide rules for the trial and expulsion of members. Only active members shall be entitled to vote or hold office in such corporation.

[R. L. s. 3165] (8004)

315.46 BOARD OF TRUSTEES MAY MANAGE REAL PROPERTY. Any such association may create a board of trustees to control its property. The board shall consist of not less than five trustees, of whom the president of the association shall ex officio be one. Each trustee shall be a member in good standing of some Protestant Evangelical church, but not more than three, exclusive of such president, and in no case a majority, shall be members of any one church denomination. The first board of trustees shall be elected at any regular meeting of the association by a majority vote of the members thereof entitled to vote thereat present and voting, and shall hold office for such time as may be prescribed by its by-laws. Vacancies shall be filled by a majority vote of the remaining trustees from nominations made by the board of directors or managers.

[R. L. s. 3166] (8005)

315.47 PROPERTY RIGHTS. Each board shall have the control of the real property of the association and such other property as its board of directors or trustees may designate. No real property belonging to the association shall be conveyed, disposed of, or mortgaged without the consent of the board, nor shall the same be liable for any debt or obligation of the association unless the same shall have been contracted with its approval. All property so under the control of the board and the income thereof shall be devoted only to the purposes of the association and so long as the directors and managers of the association shall so expend the same such income shall be paid over to the treasurer of the board of directors or managers.

[R. L. s. 3167] (8006)

315.48 REINCORPORATION. Any religious society now conducting its affairs as a Young Men's Christian Association may reincorporate under the provisions of sections 315.44 to 315.47, but in such case the certificate of incorporation shall be executed by all of the directors of such association. Upon such reincorporation all of the property of such society shall pass to and vest in the corporation so formed without further action.

[R. L. s. 3168] (8007)

315.49 YOUNG WOMEN'S CHRISTIAN ASSOCIATIONS. All the provisions of sections 315.44 to 315.48 shall be applicable to Young Women's Christian Associations as well as to Young Men's Christian Associations.

[1909 c. 45 s. 1] (8008)