

## CHAPTER 52

## CREDIT UNIONS

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NOTE: "Commissioner" means commissioner of banks. See Sections 46.03 and 46.04.

**52.01 ORGANIZATION.** Any seven residents of the state may apply to the commissioner of banks for permission to organize a credit union.

A credit union is a cooperative society, incorporated for the two-fold purpose of promoting thrift among its members and creating a source of credit for them at legitimate rates of interest for provident purposes.

A credit union is organized in the following manner:

(1) The applicants execute, in duplicate, a certificate of organization by the terms of which they agree to be bound, which shall state:

- (a) The name and location of the proposed credit union;
- (b) The names and addresses of the subscribers to the certificate and the number of shares subscribed by each;
- (c) The par value of the shares of the credit union, which shall not exceed \$10 each;

(2) They next prepare and adopt bylaws for the general governance of the credit union consistent with the provisions of this chapter, and execute the same in duplicate;

(3) The certificate and the bylaws, both executed in duplicate, are forwarded to the commissioner of banks; and there shall be paid to the commissioner an application fee of \$25;

(4) The commissioner of banks shall, within 30 days of the receipt of the certificate and the bylaws, determine whether they comply with the provisions of this chapter, and whether or not the organization of the credit union in question would benefit the members of it and be consistent with the purposes of this chapter;

(5) Thereupon the commissioner of banks shall notify the applicants of his decision; if it is favorable, he shall issue a certificate of approval, attached to the duplicate certificate of organization, and return the same, together with the duplicate bylaws, to the applicants; if it is unfavorable, the applicants may, within 30 days after said decision, have the right to appeal for a review in a court of competent jurisdiction.

(6) The applicants shall thereupon file the duplicate of the certificate of organization, with the certificate of approval attached thereto, with the register of deeds of the county within which the credit union is to do business, who shall make a record of the certificate and return it, with his certificate of record attached thereto, to the commissioner of banks, for permanent records; and

(7) Thereupon the applicants shall become and be a credit union, incorporated in accordance with the provisions of this chapter.

In order to simplify the organization of credit unions, the commissioner of banks shall cause to be prepared an approved form of certificate of organization and a form of bylaws, consistent with this chapter, which may be used by credit union incorporators for their guidance, and on written application of seven residents of the state, shall supply them, without charge, with a blank certificate of organization and a copy of the form of suggested bylaws.

[1925 c 206 s 1; 1949 c 88 s 1; 1951 c 308 s 1] (7774-1)

**52.02 BYLAWS AND AMENDMENTS, APPROVAL.** To amend certificate of organization or bylaws, whether at a regular or special meeting, proposed amendments shall be set forth in the notice of the meeting. Any amendments to the certificate of organization or bylaws shall be approved by two-thirds vote of the members then present and entitled to vote, provided there is a quorum. Any and all amendments to the certificate of organization or bylaws must be approved by the commissioner of banks before they become operative. The commissioner shall not unreasonably withhold such approval if such amendments do not violate any provision of this chapter or other state law, and in case of disapproval the credit union shall have the right to appeal to a court of competent jurisdiction within the time limits as stated in clause (5) of section 52.01. In case the amendment to the certificate of organization is adopted, the resolution, containing a full text thereof and verified by its president and treasurer and approved by the commissioner of banks, shall be recorded in the office of the register of deeds in the county in which the credit union is located. If the amendment proposes to change the place of business from one county to another, it shall be recorded in the office of the register of deeds of the county of the place of business immediately prior to the amendment and a certified copy of the original certificate of organization and all amendments thereto shall be recorded in the office of the register of deeds in the county in which the credit union desires to do business.

[1925 c 206 s 2; 1933 c 346 s 1; 1949 c 88 s 2; 1961 c 331 s 1] (7774-2)

**52.03 "CREDIT UNION," UNLAWFUL USE.** It shall be a misdemeanor for any person, association, copartnership, or corporation, except corporations organized in accordance with the provisions of this chapter, to use the words "credit union" in their name or title.

[1925 c. 206 s. 3] (7774-3)

**52.04 POWERS.** A credit union shall have the following powers:

(1) To receive the savings of its members either as payment on shares or as deposits, including the right to conduct Christmas clubs, vacation clubs, and other such thrift organizations within its membership;

(2) To make loans to members for provident or productive purposes as provided in section 52.16;

(3) To make loans to a cooperative society or other organization having membership in the credit union;

(4) To deposit in state and national banks and trust companies authorized to receive deposits;

(5) To invest in any investment legal for savings banks or for trust funds in the state;

(6) To borrow money as hereinafter indicated;

(7) To adopt and use a common seal and alter the same at pleasure; and

(8) To make payments on shares of and deposit with any other credit union operating under the provisions of this chapter, or operating in this state under the provisions of the federal credit union act, in amounts not exceeding in the aggregate 25 percent of its unimpaired assets;

(9) To contract with any licensed insurance company or society to insure the lives of members to the extent of their share accounts, in whole or in part, and to pay all or a portion of the premium therefor;

(10) To indemnify each director, officer, or committee member, or former director, officer, or committee member against all expenses, including attorney's fees but excluding amounts paid pursuant to a judgment or settlement agreement, reasonably incurred by him in connection with or arising out of any action, suit, or proceeding to which he is a party by reason of being or having been a director, officer, or committee member of the credit union, except with respect to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duties. Such indemnification shall not be exclusive of any other rights to which he may be entitled under any bylaw, agreement, vote of members, or otherwise; and

(11) In furtherance of the twofold purpose of promoting thrift among its members and creating a source of credit for them at legitimate rates of interest for provident purposes, and not in limitation of the specific powers hereinbefore conferred, to have all the powers enumerated, authorized, and permitted by this

chapter, and such other rights, privileges and powers as may be incidental to, or necessary for, the accomplishment of the objectives and purposes of the credit union.

[1925 c 206 s 4; 1937 c 213 s 1; 1943 c 247 s 1; 1949 c 88 s 3; 1961 c 331 s 2; 1963 c 384 s 1; 1967 c 301 s 1] (7774-4)

**52.05 MEMBERSHIP.** Credit union membership shall consist of the incorporators and such other persons as may be elected to membership and subscribe to at least one share, pay the initial instalment thereon and the entrance fee. The spouse and blood relatives of a regularly qualified member may be members. When an individual member of a credit union leaves the field of membership, such member, his spouse, or blood relative having membership therein, may continue as a member, but shall not be eligible to hold any office, or serve on any board or committee, or one year after leaving the field of membership borrow therefrom in excess of the amount of his shares and deposits. Organizations, incorporated or otherwise, composed for the most part of the same general group as the credit union membership may be members. Credit unions operating under the provisions of this chapter, or operating in this state under the provisions of the federal credit union act, may be members. Credit union organizations shall be limited to groups, of both large and small membership, having a common bond of occupation, or association, or to residents within a well-defined rural district.

[1925 c 206 s 5; 1945 c 540 s 1; 1949 c 88 s 4; 1953 c 40 s 1; 1955 c 453 s 1; 1961 c 331 s 3] (7774-5)

**52.06 SUPERVISION; REPORTS; AUDITS; FEES.** Credit unions shall be under the supervision of the commissioner of banks. Each credit union shall annually, on or before January 25, file a report with the commissioner of banks on forms supplied by him for that purpose giving such relevant information as he may require concerning the operations during the preceding calendar year. Additional reports may be required. Credit unions shall be examined, at least annually, by the commissioner of banks, except that if a credit union has assets of less than \$25,000, he may accept the audit of a certified public accountant in place of this examination. A report of such examination shall be forwarded to the president of the examined credit union within 60 days after completion of the examination. Within 30 days of the receipt of such report, a general meeting of the directors and committees shall be called to consider matters contained in the report. For failure to file reports when due, unless excused for cause, the credit union shall pay to the state treasurer \$5 for each day of its delinquency.

[1925 c 206 s 6; 1945 c 540 s 2; 1949 c 88 s 5; 1961 c 331 s 4; 1963 c 396 s 1; 1967 c 51 s 1] (7774-6)

**52.061 CREDIT UNION ADVISORY COUNCIL.** There is established a credit union advisory council to consult with, advise, and make recommendations to the commissioner of banks in all matters pertaining to credit unions. The advisory council shall consist of five members who shall be appointed by the governor and who shall be persons who have had three or more years of experience as a credit union officer, director or committee member. To aid the governor in making a selection of the five advisory council members, the Minnesota league of credit unions may submit a list of not less than 15 names; however, the governor shall not be limited to such list in making his selections. Appointment to the advisory council shall be for terms of three years, except that initial appointment shall be: two members for terms of one year each, two members for terms of two years each, and one member for a term of three years. All members shall serve until their successors have been appointed and qualified. In the event a vacancy shall occur, the appointment to fill said vacancy shall be made in the manner of original appointment, but only for the unexpired term. The chairman of the advisory council shall be elected annually by and from the members thereof. The first meeting of the advisory council shall be called by the commissioner of banks and thereafter regular meetings shall be held at such times and places as shall be determined by the chairman and the commissioner of banks, but at least once each six months. Special meetings may be called by either the chairman or the commissioner of banks. Three members of the advisory council shall constitute a quorum. However, at least three affirmative votes shall be needed to pass any motion. The authority and responsibility of the advisory council shall be to advise the governor and the commissioner of banks on problems concerning credit unions and to foster the interest and cooperation of credit unions in improving their methods of operation. The commissioner of banks may review with the advisory council the records of

the banking division concerning the supervision, regulation, and examination of credit unions.

[1967 c 51 s 2]

**52.062 CREDIT UNIONS; SUSPENSION OF OPERATION.** Subdivision 1. Whenever the commissioner of banks shall find that a credit union is engaged in unsafe or unsound practices in conducting its business or that the shares of the members are impaired or are in immediate danger of becoming impaired, or that such credit union has knowingly or negligently permitted any of its officers, directors, committee members, or employees to violate any material provision of any law, bylaw, or regulation to which the credit union is subject, the commissioner of banks may proceed in the manner provided by either subdivision 2 or subdivision 3.

Subd. 2. The commissioner of banks may suspend the operation of the credit union by giving notice to its board of directors by registered mail with a copy to the advisory council. Said notice shall include a list of reasons for said suspension and a list of any specific violations of law, bylaw, or regulation, and shall specify which operations of the credit union may be continued during the period of suspension. The notice shall also fix a time and place for a hearing before the commissioner of banks or such person or persons as the commissioner of banks may designate. The hearing shall be held within 60 days of the notice of suspension, and the advisory council shall sit at such hearing for the purpose of providing advice and counsel to the commissioner of banks or his representative. Evidence may be produced at said hearing by any party thereto, and the commissioner of banks shall base his decision as to the continued suspension of operation of the credit union upon said evidence. If the commissioner of banks decides to continue the suspension, he shall give notice of his decision to the board of directors of the credit union.

Subd. 3. In lieu of immediate suspension of the operation of the credit union, the commissioner of banks may submit to the advisory council, with a copy to the affected credit union, a statement with respect to said practices or violations for the purpose of investigation and review by the advisory council so that it may attempt to cause the correction of said practices or violations. Unless said corrections shall be made within 60 days of the notice to the advisory council and the credit union, the commissioner of banks, if he shall determine to proceed further, shall give to the affected credit union written notice of his intention to suspend the operation of the credit union, and shall fix a time and place for a hearing before the commissioner of banks, or such person or persons as the commissioner of banks may designate. The advisory council shall sit at such hearing for the purpose of providing advice and counsel to the commissioner of banks or his representative. Evidence may be produced at said hearing by any party thereto, and the commissioner of banks shall base his decision as to the suspension of operation of the credit union upon said evidence. If the commissioner of banks decides to suspend operation of the credit union, the board of directors shall be given notice by registered mail of such suspension, which notice shall include a list of reasons for such suspension and a list of any specific violations of law, bylaw, or regulation, and shall specify which operations of the credit union may continue during the period of suspension.

[1967 c 51 s 3]

**52.063 PROCEEDINGS FOLLOWING SUSPENSION OR CONTINUATION OF SUSPENSION.** Upon receipt of the suspension notice or the notice of the continuation of suspension, the credit union shall immediately cease or continue cessation of all operations except those operations specifically authorized by the commissioner of banks. If the notice is given pursuant to determination by the commissioner of banks after a hearing, the board of directors shall have 60 days from the receipt of said notice in which to file with the commissioner of banks a proposed plan of corrective actions or to request that a receiver be appointed for the credit union. The commissioner of banks shall have 30 days from the receipt of the proposed plan of corrective actions to determine if the proposed corrective actions are sufficient to correct the deficiencies which formed the basis for the suspension. If the commissioner of banks determines that the proposed corrective actions are sufficient, the suspension shall be lifted and the credit union returned to normal operations under its board of directors. If the commissioner of banks believes the proposed corrective actions insufficient, or if the board has failed to answer the suspension notice, or has requested that a receiver be appointed, then

the commissioner of banks shall apply to the district court for appointment of a receiver. The credit union shall have the right, within six months of the receipt of any notice of suspension or continuation of suspension pursuant to a determination by the commissioner of banks after hearing, to appeal to the district court for a ruling as to the validity of such notice.

[1967 c 51 s 4]

**52.064 RECEIVERSHIP.** Subdivision 1. A receiver shall take possession and control of all the books, assets, and records of the credit union, which shall not be subject to any levy or attachment, and shall cease or continue cessation of all operations except those which have been authorized by the court. For a period of 90 days after the appointment of the receiver, or such longer time as the court may prescribe, the receiver, the board of directors of the credit union, or any group of 15 members of the credit union may apply to the court for permission to file, and if permitted may file, a plan of reorganization, merger, or consolidation for the credit union. If such plan is approved by the commissioner of banks and the court, the books, assets, and records of the credit union shall be returned to the members pursuant to the plan, and the receiver shall be discharged.

Subd. 2. If a plan of reorganization, merger, or consolidation is not submitted during the 90 day period, or such other period allowed by the court, or if any such plan is not approved by the commissioner of banks and the court, the receiver shall proceed to collect and distribute the assets of the credit union, discharge its debts, and do such other acts required in order to wind up its business, and may sue and be sued for the purpose of enforcing its claims, debts, and obligations until its affairs are completed and the receiver discharged. The receiver shall use the assets of the credit union to pay first, expenses incidental to the receivership and liquidation proceedings; second, any creditors other than depositors; and third, depositors. Assets then remaining shall be distributed to the members proportionately to shares held by each member as of the date the receiver is appointed.

[1967 c 51 s 5]

**52.07 FISCAL YEAR; MEETINGS; VOTING.** The fiscal year of all credit unions shall end December 31. General and special meetings may be held in the manner and for the purposes indicated in the bylaws. At least ten days before any regular meeting, and at least seven days before any special meeting, written notice shall be mailed or handed to each member, and in the case of a special meeting, the notice shall clearly state the purpose of the meeting and what matters will be considered thereat. No member shall be eligible to vote at any meeting or to hold any office unless he owns at least one share of the credit union which is fully paid. At all meetings a member shall have but a single vote, whatever his share holdings. There shall be no voting by proxy. Any firm, society or corporation having a membership in the credit union and entitled to vote may cast its vote by one person upon presentation by him of written authority of the firm, society or corporation.

[1925 c. 206 s. 7; 1933 c. 346 s. 2; 1937 c. 213 s. 2; 1943 c. 20 s. 1] (7774-7)

**52.08 ANNUAL MEETING.** At the annual meeting (the organization meeting shall be the first annual meeting) the credit union shall elect a board of directors of not less than five members, a credit committee of not less than three members, and a supervisory committee of three members, all to hold office for such terms, respectively, as the bylaws provide and until successors qualify. Some or all of such terms of office may be staggered, as the bylaws provide. A record of the names and addresses of the members of the board and committees and the officers shall be filed with the commissioner of banks within ten days of their election. No full time manager of a credit union shall be a director of such credit union operating under this chapter.

[1925 c 206 s 8; 1961 c 331 s 5; 1965 c 724 s 1] (7774-8)

**52.09 DIRECTORS; POWERS AND DUTIES.** Subdivision 1. **Meetings; officers.** At their first meeting, and annually thereafter at the first meeting following the annual meeting of members, the directors shall elect from their own number a president, vice-president, and from their own number or otherwise a treasurer, and secretary, of whom the last two named may be the same individual, and the directors may engage such other employees as may be necessary to properly conduct the business of the credit union.

Subd. 2. **Particular duties.** It shall be the duty of the directors to have general management of the affairs of the credit union, particularly:

(1) To act on applications for membership, provided that this power may be

delegated to a membership chairman who shall serve at the pleasure of the board of directors and subject to its rules, however such application shall contain a certification signed by the membership chairman or a member of the board showing the basis of membership;

(2) To determine interest rates on loans and on deposits;

(3) To fix the amount of the surety bond which shall be required of all officers and employees handling money;

(4) To declare dividends, and to transmit to the members, recommended amendments to the bylaws;

(5) To fill vacancies in the board and in the credit committee until successors are chosen and qualify at the next annual meeting;

(6) To determine the maximum individual share holdings, the maximum amount of deposits, and the maximum individual loan which can be made with and without security, including liability indirectly as a co-maker, guarantor, or endorser;

(7) To have charge of investments other than loans to members;

(8) To fix the salaries of the treasurer and other employees, which shall be on a fixed monthly or annual basis, in dollars (not percentage);

(9) To designate the bank or banks in which the funds of the credit union shall be deposited;

(10) To authorize the officers of the credit union to borrow money from any source, in a total sum which shall not exceed in the aggregate 40 percent of its unimpaired assets;

(11) With the permission of the commissioner of banks to suspend any member or members of the credit committee or supervisory committee if it deems such action to be necessary to the proper conduct of the credit union, and to call the members together to act on the suspension within a reasonable time after the suspension. The members at the meeting may, by majority vote of those present, sustain the suspension and remove the committee members permanently or may reinstate the committee members; and

(12) To provide financial assistance to the supervisory committee in carrying out its audit responsibilities.

**Subd. 3. Officers, bylaws; compensation.** The duties of the officers shall be as determined in the bylaws, except that the treasurer may be the general manager. No member of the board or of either committee shall receive a salary as such, but may be compensated for time actually spent in his official duties at an hourly rate as determined by the annual meeting of members.

[1925 c 206 s 9; 1937 c 213 s 3; 1945 c 540 s 3; 1955 c 453 s 2; 1961 c 331 s 6; 1963 c 384 s 2, 3; 1967 c 301 s 2, 3] (7774-9)

**52.10 CREDIT COMMITTEE; POWERS.** The credit committee shall have the general supervision of all loans to members as provided herein. Applications for such loans shall be on a form prepared by the credit committee, shall set forth the purpose for which the loan is desired, the security, if any, offered and such other data as may be required. Within the meaning of this section an assignment of shares or deposits or the endorsement of a note may be deemed security. At least a majority of the members of the credit committee shall pass on all such loans and approval must be in writing and by unanimous vote of the members present. The credit committee shall meet as often as may be necessary after due notice to each member thereof. Provided, however, in the case of any credit union having total assets in excess of \$10,000, the board of directors may authorize the credit committee to appoint one or more loan officers. Loan officers, subject to the supervision of the committee, may be delegated authority by the credit committee, to act on all or some applications for loans and to approve them, reporting thereon to the credit committee at their next meeting or within 15 days. The credit committee and the board of directors, meeting jointly and acting collectively as a whole, shall have the general supervision of all loans to a member who is a director, officer, or a member of the credit or supervisory committee whenever the application exceeds the amount of such member's holdings in shares and deposits. Application for such loans shall be in similar form as may be required to be furnished to the credit committee for a loan in the case of any other member. At least a majority of the members of the credit committee and of the board of directors at a joint meeting and acting collectively as a whole, shall pass on all such loans in the absence of the applicant, and the approval of such loan must be in writing and by unanimous vote of all members present. The credit committee and the board of

directors shall meet for this purpose as often as may be necessary after due notice to each member thereof.

[1925 c 206 s 10; 1943 c 647 s 2; 1945 c 540 s 4; 1955 c 453 s 3; 1967 c 301 s 4] (7774-10)

**52.11 SUPERVISORY COMMITTEE; DUTIES.** The supervisory committee shall:

(1) Make an examination of the affairs of the credit union at least semi-annually, in June and December, including an audit of its books and, in the event the committee feels such action to be necessary, it shall call the members together thereafter and submit to them its report;

(2) Make an annual report of its audits and submit the same at the annual meeting of the members; and

(3) By unanimous vote, if it deem such action to be necessary to the proper conduct of the credit union, suspend any officer, director, or member of committee, and call the members together to act on the suspension. The members at the meeting may, by majority vote of those present, sustain the suspension and remove an officer permanently, or may reinstate the officer.

By majority vote, the supervisory committee may call a special meeting of the members to consider any matter submitted to it by the committee. The committee shall fill vacancies in its own membership until successors are chosen and qualify at the next annual meeting.

[1925 c. 206 s. 11; 1937 c. 213 s. 4] (7774-11)

**52.12 CAPITAL; ENTRANCE FEES; UNION TO HAVE LIEN.** The capital of a credit union shall consist of the payments that have been made to it by the several members thereof on shares. The credit union shall have a lien on the shares and deposits of a member for any sum due to the credit union from the member, or for any loan endorsed by him. A credit union may charge an entrance fee as may be provided by the by-laws.

[1925 c. 206 s. 12] (7774-12)

**52.13 SHARES AND DEPOSITS.** Any deposit made by or in the name of a minor, or shares issued in his name, shall be held for the exclusive right and benefit of the minor, free from the control or lien of all other persons except creditors, and together with the dividends or interest thereon shall be paid him; and his receipt or acquittance in any form shall be sufficient release and discharge to the credit union for the deposits or shares, or any part thereof, until a guardian appointed in this state for the minor shall have delivered to the credit union a certificate of his appointment. When any deposits or shares shall be held by any person in trust for another, and no other written notice of the existence and terms of any legal and valid trust shall have been given to the credit union, in case of the death of the trustee, the same or any part thereof and the dividends or interest thereon may be paid to the beneficiaries thereof. When any deposit shall be made or shares held by or in the names of two or more persons upon joint and several account, the same or any part thereof and the dividends or interest thereon may be paid to either of these persons or to a survivor of them or to a personal representative of the survivor; and the receipt or acquittance of such person or persons in any form shall be sufficient release and discharge to the credit union for the payment so made.

[1925 c 206 s 13; 1949 c 88 s 6; 1961 c 331 s 7] (7774-13)

**52.14 INTEREST ON LOANS.** Interest rates on loans made by a credit union shall not exceed one per cent a month on unpaid balances.

[1925 c. 206 s. 14] (7774-14)

**52.141 LOAN EXPENSES.** In addition to the interest charged on loans, the borrowing member may be required to pay all reasonable expenses incurred in connection with the making, closing, disbursing, extending, readjusting, or renewing of personal or real estate loans. The commissioner of banks may prescribe by regulation which of said expenses may be charged to the member and may further prescribe maximum amounts which may be charged.

[1967 c 301 s 5]

**52.15 BORROWING, LIMITATION.** A credit union may borrow from any source, or sources, sums which shall not exceed in the aggregate 40 percent of its unimpaired assets.

[1925 c 206 s 15; 1943 c 647 s 3; 1961 c 331 s 13] (7774-15)

**52.16 MAY LOAN MONEY, CONDITIONS.** A credit union may loan to members. Loans must be for a provident or productive purpose and are made subject to

the conditions contained in the bylaws. A borrower may repay his loan, in whole or in part, any day the office of the credit union is open for business. Except for loans secured by first real estate mortgages on homes owned and occupied, of the character made to other members, no director, officer, or member of the credit or supervisory committee may become liable, as a borrower or endorser for other borrowers, or both, to the credit union in which he holds office, beyond the amount of his holdings in shares and deposits therein, unless the loan shall have been approved in the manner provided by section 52.10.

[1925 c. 206 s. 16; 1943 c. 647 s. 4] (7774-16)

**52.17 RESERVE FUND.** Every credit union shall maintain a reserve fund, which shall be used as a reserve against bad loans and other losses, and shall not be used to pay expenses of the credit union or otherwise distributed, except in case of liquidation. All entrance fees, fines, and each year, before the declaration of a dividend, ten percent of the gross earnings, shall be set aside as a reserve fund against bad loans and other losses until such time as the fund shall equal 15 percent of the assets of the credit union, and thereafter there shall be added to the fund, at the end of each fiscal year, such percent of the gross earnings as will be required to maintain the fund, as herein provided. There shall also be established, and at all times maintained, a reserve of not less than five percent of the amount of the deposits, which shall be in cash and balances due from solvent banks.

[1925 c. 206 s. 17; 1933 c. 346 s. 3; 1937 c. 213 s. 5] (7774-17)

**52.18 DIVIDENDS.** The directors of a credit union may, on a quarterly, semiannual, or annual basis as its board of directors may determine, declare a dividend from net earnings or accumulated net undivided profits remaining after statutory reserve has been set aside, which dividend shall be paid on all shares outstanding at the end of a dividend period. Shares withdrawn during a dividend period shall receive no dividend. Shares which become fully paid up during a dividend period shall be entitled to a proportional part of the dividend calculated from the first day of the month following the payment in full. For the purpose of this section, shares which become fully paid up by the fifteenth day of any month may be treated as being paid up from the first day of the month.

[1925 c. 206 s. 18; 1937 c. 213 s. 6; 1961 c. 331 s. 8; 1967 c. 301 s. 6] (7774-18)

**52.19 EXPULSION OR WITHDRAWAL OF MEMBERS.** A member may be expelled by a two-thirds vote of the members present at a special meeting called to consider the matter, but only after a hearing. Any member may withdraw from the credit union at any time, but notice of withdrawal may be required. All amounts paid on shares or as deposits of an expelled or withdrawing member, with any dividends or interest accredited thereto, to the date thereof, shall, as funds become available and after deducting all amounts due from the member to the credit union, be paid to him. The credit union may require 60 days' notice of intention to withdraw shares and 30 days' notice of intention to withdraw deposits. Withdrawing or expelled members shall have no further right in the credit union, but are not, by the expulsion or withdrawal, released from any remaining liability to the credit union.

[1925 c. 206 s. 19] (7774-19)

**52.191 INACTIVE ACCOUNTS.** Whenever a member's share or deposit balance is not more than \$25 and the member has not transacted any business with the credit union for a period of at least seven years, the board of directors, after giving 30 days written notice by certified mail to the last known address of the member, may transfer the balance to the operating reserve fund of the credit union. Thereafter, subject to the law governing abandoned funds, the member may recover the funds in the account at the time of the transfer by making application to the credit union for such funds, but the credit union shall have no obligation to the member for the payment of dividends or interest on the funds after the transfer to the operating reserve.

[1969 c. 453 s. 1]

**52.20 VOLUNTARY DISSOLUTION.** Subdivision 1. A credit union may be voluntarily liquidated after two-thirds of the members present and entitled to vote shall have voted such liquidation at a special meeting called by a majority of the board of directors for that purpose, upon 14 days mailed written notice to each member at his last known address clearly stating the purpose of the special meeting, or at any regular meeting after like notice of the purpose has been given. By a



majority vote of the members present and entitled to vote at the meeting, a committee of three members shall be elected to liquidate the credit union.

Vacancies in this committee shall be filled by the remaining members of the committee, acting jointly with the board of directors serving at the time of the vote for liquidation, or by and with the approval of any ten or more shareholders. In case the remaining members of the committee or a majority of said board of directors shall notify the commissioner of banks that a vacancy can not be filled in the manner therein provided, the commissioner shall have authority to fill the vacancy from the membership of the credit union as it existed at the time of the vote for liquidation.

Subd. 2. Immediately after this meeting and before the committee shall proceed with the liquidation, the officers of the credit union shall file with the commissioner of banks a certified copy of the minutes of this meeting, a written statement outlining the plan of liquidation, and a verified statement, in writing, signed by a majority of the officers, consenting to this liquidation containing the names and addresses of all officers and directors of the credit union. After the commissioner of banks shall, by proper examination, determine that the credit union is solvent, he shall issue a certificate of approval of the liquidation, which certificate shall be filed with the register of deeds in the county where the credit union is located. A "solvent" credit union is one which is able to pay all of its debts and deposits. From and after this special meeting the credit union shall cease to do business except for purposes of liquidation. Before commencing the liquidation the committee shall execute and file with the commissioner of banks a bond running to the state of Minnesota for the benefit of the members and creditors of the credit union in such amount and with such sureties and in such form as shall be approved by the commissioner of banks, conditioned for the faithful performance of all duties of its trust. A bond may be waived in case of a bulk sale of assets to one or more purchasers upon terms approved by the commissioner of banks. Such purchasers may include other credit unions or an association of credit unions.

Subd. 3. Upon filing this certificate with the register of deeds, the credit union shall be deemed dissolved and its corporate existence terminated except for the purpose of discharging its debts, collecting and distributing its assets, and doing all other acts required in order to liquidate. The credit union shall have a corporate existence and may sue and be sued.

Subd. 4. If the credit union shall not be completely liquidated and its assets discharged within three years after the special meeting of the members, the commissioner of banks may take possession of the books, records and assets and proceed to complete liquidation. If the commissioner determines after one year from the commencement of liquidation proceedings that the liquidation is not proceeding in a reasonable and expeditious manner under all of the circumstances, he may take possession of the books, records, and assets and appoint a liquidating agent who shall give a bond running to the state of Minnesota.

Subd. 5. Funds representing unclaimed dividends in liquidation in the hands of the liquidating committee or the commissioner of banks for six months after date of final dividend, shall be deposited with the state treasurer, who shall, within one year thereafter, pay over the money so held by him to the persons respectively entitled thereto upon being furnished satisfactory evidence of their right to the same, and at the end of that year the state treasurer shall credit all residue of the deposit to the general fund.

There is hereby appropriated to the persons entitled to such amounts, from the funds or accounts in the state treasury to which the money was credited, an amount sufficient to make the payment.

Subd. 6. Upon completion of the liquidation by the liquidating committee, it shall file with the commissioner of banks a verified statement in writing signed by the members of the committee stating that all debts of the credit union, and all deposits, and all shares, or portions of shares which can be paid from the liquidation proceeds, have been paid, except any unclaimed dividends, and if any such, the amount thereof, the names of the persons entitled thereto, with their last known addresses, and all books and papers of the credit union shall thereupon be deposited with the commissioner of banks.

[1925 c 206 s 20; 1933 c 346 s 4; 1937 c 213 s 7; 1943 c 20 s 2; 1959 c 158 s 5; 1961 c 331 s 9; 1967 c 301 s 7-9; 1969 c 399 s 1] (7774-20)

**52.201 REORGANIZING FEDERAL CREDIT UNION INTO STATE CREDIT UNION.** When any federal credit union authorized to convert to a state charter

has taken the necessary steps under the federal law for that purpose, seven or more members, upon authority of two-thirds of the members present and entitled to vote and who shall have voted for such conversion at a regular or special meeting upon 14 days mailed written notice to each member at his last known address clearly stating that such conversion is to be acted upon, and upon approval of the commissioner of banks, may execute a certificate of incorporation under the provisions of the state credit union act, which, in addition to the other requirements of law, shall state the authority derived from the shareholders of such federal credit union; and upon recording such certificate as required by law, it shall become a legal state credit union and the members of the federal credit union shall without further action be members of the state credit union. Thereupon the assets of the federal credit union, subject to its liabilities not liquidated under the federal law before such incorporation, shall vest in and become the property of such state credit union and the members upon request shall be entitled to a new passbook showing existing share and loan balances.

[1941 c 510 s 1; 1961 c 331 s 10]

**52.202 DIRECTORS MAY EXECUTE CERTIFICATES.** When any state credit union authorized to dissolve has taken the necessary steps for that purpose, pursuant to section 52.20, excepting the necessity for the appointment of a liquidating committee and filing a bond, the number of its members required by federal law may execute a certificate of incorporation under the provisions of the federal credit union act, which federal credit union shall be regarded as continuing the existence of the state credit union. Upon approval of the conversion by the federal regulatory agency and upon recording of such certificates as required by law the state credit union shall be fully dissolved. Any officer of the state credit union, or member of supervisory and credit committees, elected to a corresponding office in the federal credit union shall be regarded as holding over such office from the state credit union to the federal credit union.

[1941 c 510 s 2; 1961 c 331 s 11]

**52.203 MERGER.** Any credit union chartered by this state may merge with and be absorbed by any other state or federal credit union, and any credit union chartered by this or any other state or any federal credit union may be merged into a successor credit union chartered by this state, upon approval of all regulatory agencies concerned, and upon compliance with this section as regards the credit union chartered by this state.

✓ If the credit union being absorbed is chartered by this state it shall comply with section 52.20 (with exception of the bond requirement) and a majority of its liquidating committee shall have authority to execute an agreement of merger with the successor credit union, subject to approval of such agreement by the commissioner of banks. Such approved agreement shall be filed with the register of deeds in the county where such credit union is located, in lieu of a liquidation certificate as required by subdivision 2 of section 52.20.

If the successor credit union which absorbs one or more credit unions is chartered by this state it shall have authority to execute an agreement of merger upon approval of such agreement by the commissioner of banks and by the board of directors of the credit union. The commissioner of banks shall not approve of any merger agreement if the membership of the successor or continuing credit union resulting from the merger proposed in such agreement would not have a common bond of occupation or association or be residents within a well defined rural district, unless one of the credit unions involved in the proposed merger has a share impairment or is losing its field of membership. A member of a credit union being absorbed who does not possess a common bond of occupation or association or share residence within a well defined rural district with the membership of the absorbing credit union may continue with the absorbing credit union any share, deposit, or loan account which he maintained with the absorbed credit union on the date of merger, but he may not thereafter add to such a share or deposit account or borrow from the absorbing credit union in excess of the amount of his share and deposit holdings therein.

In either case, the charter and license and all other rights and property of the credit union being absorbed shall be deemed to be transferred to and invested in the successor credit union upon such execution and approval of the merger agreement without further action. Any pending action or other judicial proceeding to which the credit union being absorbed is a party at the date of merger shall not

abate by reason of the merger. If the credit union being absorbed is chartered by this state, its corporate existence shall cease upon such execution and approval of the merger agreement without further action. Except as provided herein, this section shall not be construed to limit the requirement that the membership of the credit union organization shall conform to the provisions of section 52.05.

[1961 c 331 s 12; 1967 c 63 s 1]

**52.21 CHANGE OF PLACE OF BUSINESS.** A credit union may change its place of business within this state only with the written consent of the commissioner of banks.

[1925 c. 206 s. 21; 1931 c. 213 s. 8] (7774-21)

**52.22 DEEMED SAVINGS BANK FOR PURPOSES OF TAXATION.** A credit union shall be deemed a savings bank for purposes of taxation.

[1925 c. 206 s. 22] (7774-22)

**52.23** [Obsolete]