

## CHAPTER 317

## NONPROFIT CORPORATIONS

317.03	Foreign nonprofit corporations, sections applicable.	317.65	Corporations to secure or maintain homes for dependent children.
317.201	Unpaid directors or trustees; liability for damages.	317.67	Fees; filing documents.

**317.03 FOREIGN NONPROFIT CORPORATIONS, SECTIONS APPLICABLE.**

(1) Except for this section and section 317.42 concerning merger or consolidation, this chapter does not apply to foreign corporations.

(2) Except as provided in clauses (3) and (4) a foreign corporation is subject to the provisions of the Minnesota foreign corporations act, Minnesota Statutes, chapter 303. Unless it complies with that chapter a foreign corporation shall not transact business in this state.

(3) Sections 303.07, 303.14, 303.22, 303.02, subdivision 2, and 303.16, subdivision 2, clauses (6) and (7), do not apply to foreign corporations.

(4) A foreign corporation transacting business in this state on April 21, 1951, shall comply with this section within one year.

*History: 1987 c 384 art 2 s 76*

**317.201 UNPAID DIRECTORS OR TRUSTEES; LIABILITY FOR DAMAGES.**

Subdivision 1. **Generally.** Except as provided in subdivision 2, no person who serves without compensation as a director, officer, trustee, member, or agent of an organization exempt from state income taxation under section 290.05, subdivision 2, or who serves without compensation as a fire chief of a nonprofit firefighting corporation or municipal volunteer fire department, shall be held civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibilities as a director, officer, trustee, member, agent, or fire chief of the organization, and did not constitute willful or reckless misconduct.

Subd. 2. **Exceptions.** Subdivision 1 does not apply to:

- (1) an action or proceeding brought by the attorney general for a breach of a fiduciary duty as a director;
- (2) a cause of action to the extent it is based on federal law;
- (3) a cause of action based on the person's express contractual obligation; or
- (4) an action or proceeding based on a breach of public pension plan fiduciary responsibility.

Nothing in subdivision 1 limits an individual's liability for physical injury to the person of another or for wrongful death which is personally and directly caused by that individual, nor the liability of a municipality arising out of the performance of firefighting or related activities.

Subd. 3. **Definition.** For purposes of this section, the term "compensation" means any thing of value received for services rendered, except:

- (1) reimbursement for expenses actually incurred;
- (2) a per diem in an amount not to exceed the per diem authorized for state advisory councils and committees pursuant to section 15.059, subdivision 3; or
- (3) payment by an organization of insurance premiums on behalf of a person who is or was a director, officer, trustee, member, or agent of an organization, or who, while a director, officer, trustee, member, or agent of the organization, is or was serving at the request of the organization as a director, officer, partner, trustee, employee, or agent of another organization or employee benefit plan against any liability asserted against and incurred by the person in or arising from that capacity.

*History: 1987 c 326 s 2*

**317.65 CORPORATIONS TO SECURE OR MAINTAIN HOMES FOR DEPENDENT CHILDREN.**

*[For text of subs 1 to 5, see M.S.1986]*

Subd. 6. **Legal guardian.** Unless a corporation formed to establish and maintain homes for orphaned, homeless, abandoned, neglected, or grossly ill-treated children is licensed as provided by sections 245.781 to 245.812 and 252.28, subdivision 2, by the commissioner of human services as a child caring agency, it may not become the legal guardian of a child.

Subd. 7. **Expense reimbursement.** (1) Any organization, association or society licensed by the department of human services may receive payment for expenses related to adoption services in an amount that fairly reflects the agency's reasonable and necessary expenses of adoptive counseling, whether or not legal adoption is completed; provision of services to children prior to adoptive placement; and the supervision of children in the home until legal adoption is completed. Only that portion of the expenses may be requested which the person seeking to adopt is financially able to meet. No person shall be barred from receiving a child for adoption because of inability to pay any part of the expenses referred to in this subdivision. In addition to any other reports as may be required, each licensed agency, shall file annually with the commissioner of human services a full accounting of all expense reimbursement received pursuant to this subdivision, together with the record of the services given for which the reimbursement was made. If the person returns the child to the corporation, the person shall not receive compensation for the care, clothing, or medical attendance of the child.

This provision shall not preclude voluntary contributions by any individual or organization at any time. A pledge by an adoption applicant to make a voluntary contribution is voidable at the option of the person pledging.

(2) No organization, association or society shall be eligible to receive an expense reimbursement from a person who takes a child into the person's home or who adopts a child during the first 12 months that the organization, association or society is licensed by the department of human services.

*[For text of subd 8, see M.S.1986]*

**History:** 1987 c 16 s 1; 1987 c 384 art 2 s 77

**317.67 FEES; FILING DOCUMENTS.**

Subd. 2. The secretary of state shall collect a fee of \$25 for filing any instrument that is required to be filed under this chapter.

Subd. 3. **Filing fee.** The secretary of state shall collect a fee of \$35 from each new nonprofit corporation at the time of incorporation.

**History:** 1987 c 404 s 168,169