

CHAPTER 315

RELIGIOUS ASSOCIATIONS

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315.01 FORMATION; TRUSTEES.

[For text of subds 1 and 2, see M.S.2004]

Subd. 3. **Appointment.** When the constitution, rules, or usages of a church, denomination, congregation, or religious society require that trustees be chosen by a minister, presiding elder, or other officers, or by a body, the person who chose the trustees, or the presiding officer and secretary of the body shall execute, acknowledge, and deliver to the trustees a certificate, stating the names of the trustees, the time when and the person or body by which they were chosen, and their corporate name. When the certificate is recorded as required by law, the trustees and their successors become a corporate body under the name specified in the certificate, and have the rights, powers, and privileges of other religious corporations organized under this chapter.

Subd. 4. **Designation.** When the constitution, rules, and usages of a church or religious denomination declare that the ministers, elders, deacons, or other officers elected by a church or congregation according to the constitution, rules, or usages, are the trustees of the church or congregation, those designated persons may assemble and execute and acknowledge a certificate stating their corporate name. When this certificate is recorded with the county recorder of the proper county, they and their successors are a corporate body under the name in the certificate.

History: 2005 c 4 s 45,46

315.17 PARISH OF PROTESTANT EPISCOPAL CHURCH.

[For text of subds 1 and 2, see M.S.2004]

Subd. 3. **Recording certificate; powers.** Upon signing, acknowledging, and recording the certificate with the county recorder of the county of its location, the parish becomes a corporation by the name specified in its certificate. Through its officers, it may transact parish business, including calling a rector and determining the rector's salary. In its corporate name, it 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 property for the use and benefit of the parish if the use does not contravene the laws and usages of the Protestant Episcopal church of the state. It may not divert a gift, grant, or bequest from the purpose specified in writing by the donor, or devisor. It may not sell, convey, or mortgage its church or church site unless 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.

History: 2005 c 4 s 47

315.19 ARTICLES AMENDED.

A parish of the Protestant Episcopal church, incorporated under the laws of the state or territory of Minnesota, may amend its articles of incorporation and change and fix the time of its annual parish meeting. To do so, it must adopt, at its annual parish meeting by majority vote of those present, a resolution fixing or changing the date of its annual parish meeting. It must put the resolution in a certificate executed by its rector

or other presiding officer and by its clerk and record the certificate with the county recorder of the county of its location.

History: 2005 c 4 s 48

315.20 CATHEDRALS.

[For text of subd 1, see M.S.2004]

Subd. 2. Certificate, by whom signed. The certificate must be signed and acknowledged by the bishop of the diocese and by a majority of the members of the chapter, and recorded with the county recorder of the county where the cathedral is located.

Subd. 3. Certificate filed; powers. Upon the signing, acknowledging, and recording of the certificate with the county recorder of the county of its location, the cathedral becomes a corporation under the name in its certificate. Through its chapter, it may transact the business of the cathedral. In its corporate name, it 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 property for the use and benefit of the cathedral if the use does not contravene the laws and usages of the Protestant Episcopal church in the United States of America of this state. It may not divert any gift, grant, or bequest from the purpose specified in writing by the donor or devisor. It may not 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.

[For text of subd 4, see M.S.2004]

History: 2005 c 4 s 49,50

315.32 TRUSTEES, POWERS; CERTIFICATE, RECORDING.

The board of trustees or other governing body of a religious organization under section 315.21 may, by unanimous vote of its members, alter or amend the articles of incorporation under section 315.31, when authorized by resolution so to do at a special meeting of the religious organization. The meeting must be called for that expressly stated purpose, and a majority of the members of the religious organization must be present. The resolution must be passed by vote of a majority of the members present and voting. The board of trustees or other governing body shall record the resolution in a certificate executed and acknowledged by its president and secretary, or by its other presiding and recording officers, under the corporate seal of the religious organization. The certificate is presumptive evidence of the facts stated in it. The certificate must be recorded with the county recorder of the county where the religious organization is located. The amendment is effective on filing.

History: 2005 c 4 s 51

315.365 MERGER OF RELIGIOUS CORPORATIONS.

[For text of subd 1, see M.S.2004]

Subd. 2. How merger effected. To accomplish the merger and consolidation, the property corporations must execute an agreement containing:

- (1) the names of the property corporations who are parties to it;
- (2) the name and location of the principal office of the surviving corporation with which the property corporations are to be merged and consolidated;
- (3) the persons who constitute the governing board of the surviving corporation until their successors are elected and qualified;
- (4) the general purposes of the surviving corporation and the general description of the area to be served by it;

(5) the date of adoption of the authorization for the merger and consolidation by the meeting of the united, reunited, merged, or consolidated religious body to which the merging or consolidating property corporations pertain; and

(6) other provisions appropriate for the certificate of incorporation of property corporations of this character formed under Minnesota law.

The agreement must be executed by the corporate officers of each property corporation that is party to it and must be accompanied by the certificate of the secretary or other recording officer of the new religious body. The certificate must certify that the body has adopted in accordance with its constitution, canon law, or other general provisions for the governance of its affairs, a resolution authorizing the merger and consolidation. The agreement must also be accompanied by a certificate of the secretary or other recording officer of each of the property corporations, certifying that the members and governing body of each property corporation have adopted resolutions directing the execution of the agreement.

The agreement, when executed and certified, must be filed for record with the county recorder of the county where the surviving corporation's principal place of business is to locate. It must also be recorded with the county recorder of each other county of this state where the principal place of business of any of the property corporations was located according to the property corporation's certificate of incorporation.

The merger and consolidation takes effect when the agreement and certificates are filed for record with the county recorder.

[For text of subds 3 and 4, see M.S.2004]

History: 2005 c 4 s 52

315.43 [Repealed, 2005 c 10 art 2 s 5]

315.44 YMCA, YWCA; FORMATION, CERTIFICATE.

Three or more persons may form a corporation known as a Young Men's Christian Association or a Young Women'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, who shall manage its affairs, how and when elected, and the time and place of annual meetings; and
- (5) the terms of admission to active membership.

The certificate must be recorded with the county recorder of the county of its principal place of business.

History: 2005 c 4 s 53