

322B.34 NOTICE.

Subdivision 1. **To whom given.** Except as otherwise provided in this chapter, notice of all meetings of members must be given to every owner of membership interests entitled to vote, unless:

(1) the meeting is an adjourned meeting to be held not more than 120 days after the date fixed for the original meeting and the date, time, and place of the meeting were announced at the time of the original meeting or any adjournment of the original meeting; or

(2) the following have been mailed by first class mail to a member at the address in the limited liability company records and returned undeliverable:

(i) two consecutive annual meeting notices and notice of any special meetings held during the period between the two annual meetings; and

(ii) all payment of distributions sent during a 12-month period, provided there are at least two sent during the 12-month period.

If notice of an adjourned meeting is required under clause (1), then the date for determination of members entitled to notice of, and entitled to vote at, the adjourned meeting must comply with section 322B.356, subdivision 1, except that if the date of the meeting is set by court order, the court may provide that the original date of determination will continue in effect or may fix a new date.

An action or meeting that is taken or held without notice under clause (2) has the same force and effect as if notice was given. If the member delivers a written notice of the member's current address to the limited liability company, the notice requirement is reinstated.

Subd. 2. **When given.** In all instances where a specific minimum notice period has not otherwise been fixed by law, the notice must be given at least ten days before the date of the meeting, or a shorter time provided in the articles of organization, a member control agreement, or bylaws, and not more than 60 days before the date of the meeting.

Subd. 3. **Contents.** The notice must contain the date, time, and place of the meeting, the information with respect to dissenters' rights required by section 322B.386, subdivision 2, if applicable, and any other information required by this chapter. In the case of a special meeting, the notice must contain a statement of the purposes of the meeting. The notice may also contain any other information required by the articles of organization, a member control agreement, or bylaws or considered necessary or desirable by the board of governors or by any other person or persons calling the meeting.

Subd. 4. **Waiver and objections.** A member may waive notice of a meeting of members. A waiver of notice by a member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting, except where the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

History: 1992 c 517 art 2 s 37; 1996 c 361 s 19,20; 1999 c 85 art 2 s 25,26,96