

**322B.155 CLASS OR SERIES VOTING ON AMENDMENTS.**

Subdivision 1. **Amendments creating rights.** Except as provided in subdivision 2, the owners of the outstanding membership interests of a class or series are entitled to vote as a class or series upon a proposed amendment to the articles of organization, whether or not entitled to vote on the amendment by the provisions of the articles of organization, if the amendment would:

(1) effect an exchange, reclassification, or cancellation of all or part of the membership interests of the class or series, or effect a combination of outstanding membership interests of a class or series into a lesser number of membership interests of the class or series where each other class or series is not subject to a similar combination;

(2) effect an exchange, or create a right of exchange, of all or any part of the membership interests of another class or series for the membership interests of the class or series;

(3) change the rights or preferences of the membership interests of the class or series;

(4) create a new class or series of membership interests having rights and preferences prior and superior to the membership interests of that class or series, or increase the rights and preferences or the number of membership interests, of a class or series having rights and preferences prior or superior to the membership interests of that class or series;

(5) divide the membership interests of the class into series and determine the designation of each series and the variations in the relative rights and preferences between the membership interests of each series or authorize the board of governors to do so;

(6) limit or deny any existing preemptive rights of the membership interests of the class or series; or

(7) cancel or otherwise affect distributions on the membership interests of the class or series.

Subd. 2. **Combined voting groups.** The articles of organization may provide that, if a proposed amendment entitling the holders of the outstanding membership interests of two or more classes or series to vote as separate classes or series under subdivision 1 would affect those classes or series in the same or a substantially similar way, the holders of the outstanding membership interests of all the classes or series so affected must vote together as a single voting group on the proposed amendment.

**History:** 1992 c 517 art 2 s 15; 1996 c 361 s 12; 1999 c 85 art 2 s 8; 2004 c 199 art 14 s 39; 2014 c 157 art 1 s 91; 2014 c 170 s 29