

**322B.336 SPECIAL MEETINGS OF MEMBERS.**

Subdivision 1. **Who may call.** Special meetings of the members may be called for any purpose or purposes at any time, by:

(1) the chief manager;

(2) the treasurer;

(3) two or more governors;

(4) a person authorized in the articles, a member control agreement, or bylaws to call special meetings;  
or

(5) a member or members owning ten percent or more of the voting power of all membership interests entitled to vote.

Subd. 2. **Demand by members.** A member or members owning the voting power specified in subdivision 1, clause (5), may demand a special meeting of members by written notice of demand given to the chief manager or treasurer of the limited liability company and containing the purposes of the meeting. Within 30 days after receipt of the demand by one of those managers, the board of governors shall cause a special meeting of members to be called and held on notice no later than 90 days after receipt of the demand, all at the expense of the limited liability company. If the board of governors fails to cause a special meeting to be called and held as required by this subdivision, the member or members making the demand may call the meeting by giving notice as required by section 322B.34, all at the expense of the limited liability company.

Subd. 3. **Time and place.** Special meetings must be held on the date and at the time and place fixed by the chief manager, the treasurer, the board of governors, or a person authorized by the articles, a member control agreement, or bylaws to call a meeting, except that a special meeting called by or at the demand of a member or members pursuant to subdivision 2 must be held in the county where the principal executive office is located. To the extent authorized in the articles, a member control agreement, or the bylaws, the board of governors may determine that a special meeting of the members shall be held solely by means of remote communication in accordance with section 322B.343, subdivision 2.

Subd. 4. **Business limited.** The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting. Any business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the limited liability company, unless all of the members have waived notice of the meeting in accordance with section 322B.34, subdivision 4.

**History:** 1992 c 517 art 2 s 36; 1999 c 85 art 2 s 23,24,96; 2002 c 311 art 2 s 9