

**322B.72 PLAN APPROVAL BY LIMITED LIABILITY COMPANY.**

Subdivision 1. **Board of governors approval and notice to members.** A resolution containing the plan of merger or exchange must be approved by the affirmative vote of a majority of the board members present at a meeting of the board of governors of each constituent organization that is a limited liability company and must then be submitted at a regular or a special meeting to the members of the limited liability company. If members owning any class or series of membership interest in the limited liability company are entitled to vote on the plan of merger or exchange pursuant to this section, written notice must be given to every member of the limited liability company, whether or not entitled to vote at the meeting, not less than 14 days nor more than 60 days before the meeting, in the manner provided in section 322B.34. The written notice must state that a purpose of the meeting is to consider the proposed plan of merger or exchange. A copy or short description of the plan of merger or exchange must be included in or enclosed with the notice.

Subd. 2. **Approval by members.** (a) At the meeting a vote of the members must be taken on the proposed plan. The plan of merger or exchange is adopted when approved by the affirmative vote of the owners of a majority of the voting power of all membership interests entitled to vote. Except as provided in paragraph (b) or a member control agreement, a class or series of membership interests of the limited liability company is entitled to vote as a class or series if any provision of the plan would, if contained in a proposed amendment to the articles of organization, entitle the class or series of membership interests to vote as a class or series and, in the case of an exchange, if the class or series is included in the exchange.

(b) A class or series of membership interests of the limited liability company is not entitled to vote as a class or series if the plan of merger or exchange effects a cancellation or exchange of all membership interests of the limited liability company of all classes and series that are existing immediately before the merger or exchange and owners of membership interests of that class or series are entitled to obtain payment for the fair value of their membership interests under section 322B.383 in the event of the merger or exchange.

Subd. 3. **Approval by other constituent organizations.** If a constituent organization in the merger or exchange is an organization other than a limited liability company, the plan of merger or exchange must also be approved in the manner provided for in the statute that governs that constituent organization.

**History:** 1992 c 517 art 2 s 98; 1996 c 361 s 42,43; 1997 c 10 art 3 s 16,17; 1999 c 85 art 2 s 84,85; 2000 c 264 s 13; 2006 c 250 art 2 s 24