

**308B.241 BYLAWS.**

Subdivision 1. **Required.** A cooperative shall have bylaws governing the cooperative's business affairs, structure, the qualifications, classification, rights and obligations of members, and the classifications, allocations, and distributions of membership interests, which are not otherwise provided in the articles or by this chapter.

Subd. 2. **Contents.** (a) If not stated in the articles, the bylaws must state:

(1) the purpose of the cooperative;

(2) the capital structure of the cooperative to the extent not stated in the articles, including a statement of the classes and relative rights, preferences, and restrictions granted to or imposed upon each class of member interests, the rights to share in profits or distributions of the cooperative, and the authority to issue membership interests, which may be designated to be determined by the board;

(3) a provision designating the voting and governance rights, to the extent not stated in the articles, including which membership interests have voting power and any limitations or restrictions on the voting power, which shall be in accordance with the provisions of this chapter;

(4) a statement that patron membership interests with voting power shall be restricted to one vote for each member regardless of the amount of patron membership interests held in the affairs of the cooperative or a statement describing the allocation of voting power allocated as prescribed in this chapter;

(5) a statement that membership interests held by a member are transferable only with the approval of the board or as provided in the bylaws; and

(6) if nonpatron membership interests are authorized, a statement as to how profits and losses will be allocated and cash will be distributed between patron membership interests collectively and nonpatron membership interests collectively to the extent not stated in the articles, a statement that net income allocated to a patron membership interest as determined by the board in excess of dividends and additions to reserves shall be distributed on the basis of patronage, and a statement that the records of the cooperative shall include patron membership interests and, if authorized, nonpatron membership interests, which may be further described in the bylaws of any classes and in the reserves.

(b) The bylaws may contain any provision relating to the management or regulation of the affairs of the cooperative that are not inconsistent with law or the articles, and shall include the following:

(1) the number of directors and the qualifications, manner of election, powers, duties, and compensation, if any, of directors;

(2) the qualifications of members and any limitations on their number;

(3) the manner of admission, withdrawal, suspensions, and expulsion of members;

(4) generally, the governance rights, financial rights, assignability of governance and financial rights, and other rights, privileges, and obligations of members and their membership interests, which may be further described in member control agreements; and

(5) any provisions required by the articles to be in the bylaws.

Subd. 3. **Adoption.** (a) Bylaws shall be adopted before any distributions to members, but if the articles or bylaws provide that rights of contributors to a class of membership interest will be determined in the bylaws, then the bylaws must be adopted before the acceptance of any contributions to that class.

(b) Subject to subdivisions 4, 5, and 6, the bylaws of a cooperative may be adopted or amended by the directors, or the members may adopt or amend bylaws at a regular or special members' meeting if:

(1) the notice of the regular or special meeting contains a statement that the bylaws or restated bylaws will be voted upon and copies are included with the notice, or copies are available upon request from the cooperative and a summary statement of the proposed bylaws or amendment is included with the notice;

(2) a quorum is registered as being present or represented by mail or alternative voting method if the mail or alternative voting method is authorized by the board; and

(3) the bylaws or amendment is approved by a majority vote cast, or for a cooperative with articles or bylaws requiring more than majority approval or other conditions for approval, the bylaws or amendment is approved by a proportion of the vote cast or a number of the total members are required by the articles or bylaws and the conditions for approval in the articles or bylaws have been satisfied.

(c) Until the next annual or special members' meeting, the majority of directors may adopt and amend bylaws for the cooperative that are consistent with subdivisions 4 to 6, which may be further amended or repealed by the members at an annual or special members' meeting.

Subd. 4. **Amendment of bylaws by board or members.** (a) The board may amend the bylaws at any time to add, change, or delete a provision, unless:

(1) this chapter, the articles, or the bylaws reserve the power exclusively to the members in whole or in part; or

(2) a particular bylaw expressly prohibits the board from doing so.

(b) Any amendment of the bylaws by the board must be distributed to the members no later than ten days after adoption and the notice of the annual meeting of the members must contain a notice and summary of the actual amendments to the bylaws adopted by the board.

(c) The members may amend the bylaws even though the bylaws may also be amended by the board.

Subd. 5. **Bylaw changing quorum or voting requirement for members.** (a) The members may amend the bylaws to fix a greater quorum or voting requirement for members, or voting groups of members, than is required under this chapter. An amendment to the bylaws to add, change, or delete a greater quorum or voting requirement for members shall meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.

(b) A bylaw that fixes a greater quorum or voting requirement for members under paragraph (a) may not be adopted and shall not be amended by the board.

Subd. 6. **Bylaw changing quorum or voting requirement for directors.** (a) A bylaw that fixes a greater quorum or voting requirement for the board may be amended:

(1) if adopted by the members, only by the members; or

(2) if adopted by the board, either by the members or by the board.

(b) A bylaw adopted or amended by the members that fixes a greater quorum or voting requirement for the board may provide that it may be amended only by a specified vote of either the members or the board, but if the bylaw is to be amended by a specified vote of the members, the bylaw must be adopted by the same specified vote of the members.

(c) Action by the board under paragraph (a), clause (2), to adopt or amend a bylaw that changes the quorum or voting requirement for the board shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

Subd. 7. **Emergency bylaws.** (a) Unless otherwise provided in the articles or bylaws, the board may adopt bylaws to be effective only in an emergency as defined in paragraph (d). The emergency bylaws, which are subject to amendment or repeal by the members, may include all provisions necessary for managing the cooperative during the emergency, including:

- (1) procedures for calling a meeting of the board;
- (2) quorum requirements for the meeting; and
- (3) designation of additional or substitute directors.

(b) All provisions of the regular bylaws consistent with the emergency bylaws shall remain in effect during the emergency. The emergency bylaws shall not be effective after the emergency ends.

(c) Action taken in good faith in accordance with the emergency bylaws:

- (1) binds the cooperative; and
- (2) may not be the basis for imposition of liability on any director, officer, employee, or agent of the cooperative on the grounds that the action was not authorized cooperative action.

(d) An emergency exists for the purposes of this section, if a quorum of the directors cannot readily be obtained because of some catastrophic event.

**History:** 2003 c 105 art 1 s 17