308B.221 AMENDMENT OF ARTICLES.

Subdivision 1. **Procedure.** (a) The articles of a cooperative shall be amended as follows:

- (1) the board, by majority vote, shall pass a resolution stating the text of the proposed amendment. The text of the proposed amendment and an attached mail or alternative ballot, if the board has provided for a mail or alternative ballot in the resolution or alternative method approved by the board and stated in the resolution, shall be mailed or otherwise distributed with a regular or special meeting notice to each member. The notice shall designate the time and place of the meeting for the proposed amendment to be considered and voted on:
- (2) if a quorum of the members is registered as being present or represented by alternative vote at the meeting, the proposed amendment is adopted:
 - (i) if approved by a majority of the votes cast; or
- (ii) for a cooperative with articles or bylaws requiring more than majority approval or other conditions for approval, the amendment is approved by a proportion of the votes cast or a number of total members as required by the articles or bylaws and the conditions for approval in the articles or bylaws have been satisfied.
- (b) After an amendment has been adopted by the members, the amendment shall be signed by the chair, vice chair, records officer, or assistant records officer and a copy of the amendment filed in the Office of the Secretary of State.
 - Subd. 2. Certificate. (a) A certificate shall be prepared stating:
 - (1) the vote and meeting of the board adopting a resolution of the proposed amendment;
 - (2) the notice given to members of the meeting at which the amendment was adopted;
 - (3) the quorum registered at the meeting; and
 - (4) the vote cast adopting the amendment.
- (b) The certificate shall be signed by the chair, vice chair, records officer, or financial officer and filed with the records of the cooperative.
- Subd. 3. **Amendment by directors.** A majority of directors may amend the articles if the cooperative does not have any members with voting rights.
- Subd. 4. **Filing.** An amendment of the articles shall be filed with the secretary of state. The amendment is effective upon filing or the date specified in the resolution adopting the amendment.

History: 2003 c 105 art 1 s 13; 2008 c 203 s 10