301.77 DIRECTORS.

Subdivision 1. **Membership.** All the corporate powers of the corporation shall be exercised by a board of not less than eight elected directors (but the number of elected directors shall always be an even number) who shall be residents of Minnesota and, except in the case of the first board, representative of the various sections of the state as determined in the bylaws. The commissioner of employment and economic development shall be, ex officio, a director with all the authority but without the liability as such, except for gross negligence or willful misconduct. The number of directors and their term of office shall be determined in the bylaws. If any vacancy occurs in the board of directors through death, resignation, or otherwise, the remaining directors may elect a person to fill the vacancy until the next annual meeting of the corporation.

Subd. 2. **First board to adopt bylaws.** The first board of directors shall adopt bylaws, which remain effective until amended or repealed by action of a subsequent board.

Subd. 3. **First annual meeting.** The first annual meeting shall be held at a date to be fixed by the board of directors as soon as reasonably possible after a minimum of 25 percent of the capital stock of the corporation shall have been paid into its treasury. The annual meeting shall be called in the manner provided by the bylaws. At the first annual meeting, and at each annual meeting thereafter, a majority of the elected directors shall be elected by a vote of the nonstockholder members of the corporation hereinafter provided for, and the remaining elected directors shall be elected by a vote of the stockholder members. The stockholder members shall have one vote for each share of stock. The nonstockholder members shall each have one vote, and each nonstockholder member having a loan limit as herein defined of more than $10,000 shall have one additional vote in such election.

History: *1957 c 896 s 7; 1976 c 2 s 122; 1981 c 356 s 197; 1983 c 289 s 115 subd 1; 1987 c 312 art 1 s 26 subd 2; 1Sp2003 c 4 s 1*