**302A.445 VOTING RIGHTS.**

Subdivision 1. **Determination.** The board may fix, or authorize an officer to fix, a date not more than 60 days, or a shorter time period provided in the articles or bylaws, before the date of a meeting of shareholders as the date for the determination of the holders of shares entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only shareholders on that date are entitled to notice of and permitted to vote at that meeting of shareholders.

Subd. 2. **Certification of beneficial owner.** A resolution approved by the affirmative vote of a majority of the directors present may establish procedure whereby a shareholder may certify in writing to the corporation that all or a portion of the shares registered in the name of the shareholder are held for the account of one or more beneficial owners. Upon receipt by the corporation of the writing, the persons specified as beneficial owners, rather than the actual shareholder, are deemed the shareholders for the purposes specified in the writing.

Subd. 3. **One vote per share.** Unless otherwise provided in the articles or in the terms of the shares, a shareholder has one vote for each share held.

Subd. 4. **Nonshareholders.** The articles may give or prescribe the manner of giving a creditor, security holder, or other person a right to vote under this section.

Subd. 5. **Jointly owned shares.** Shares owned by two or more shareholders may be voted by any one of them unless the corporation receives written notice from any one of them denying the authority of that person to vote those shares.

Subd. 6. **Manner of voting; presumption.** Except as provided in subdivision 5, a holder of shares entitled to vote may vote any portion of the shares in any way the shareholder chooses. If a shareholder votes without designating the proportion or number of shares voted in a particular way, the shareholder is deemed to have voted all of the shares in that way.

**History:** *1981 c 270 s 71; 1982 c 497 s 43,44; 1984 c 618 s 15; 1997 c 10 art 1 s 20*