308A.135 AMENDMENT OF ARTICLES.

Subdivision 1. **Procedure.** (a) The articles of a cooperative must be amended as provided in this subdivision.

(b) The board by majority vote must pass a resolution stating the text of the proposed amendment. The text of the proposed amendment and an attached mail ballot, if the board has provided for a mail ballot in the resolution, must be mailed with a regular or special meeting notice to each member. The notice must designate the time and place of the meeting for the proposed amendment to be considered and voted on. A cooperative with more than 200 members may publish the notice, proposed amendment, and ballot in the manner provided for a regular meeting notice.

(c) If a quorum of the members is registered as being present or represented by mail vote at the meeting, the proposed amendment is adopted:

(1) if approved by a majority of the votes cast; or

(2) 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.

Subd. 2. **Filing.** After an amendment has been adopted by the members, the amendment must be signed by the chair, vice-chair, president, vice-president, secretary, or assistant secretary, and a copy of the amendment filed in the Office of the Secretary of State.

Subd. 3. **Certificate.** (a) A certificate must 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 must be signed by the chair, vice-chair, president, vice-president, secretary, or assistant secretary and filed with the records of the cooperative.

Subd. 4. **Amendment by board.** A majority of directors may amend the articles if the cooperative does not have any members or stockholders with voting rights.

History: *1989 c 144 art 1 s 11; art 3 s 5; 1996 c 305 art 1 s 69; 1996 c 414 art 1 s 38*