308A.165 BYLAWS.

Subdivision 1. **General provisions.** A cooperative may, but need not, have bylaws.

Subd. 2. **Adoption and amendment.** (a) Except as provided in paragraph (b), the bylaws of a cooperative may be adopted or amended at a regular or special members' meeting if:

(1) the notice of the meeting contains a summary statement of the proposed bylaws or amendment;

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

(3) the bylaws or amendment is approved by a majority of the votes 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 votes cast or a number of the total members as required by the articles or bylaws and the conditions for approval in the articles or bylaws have been satisfied.

(b) Until the first annual members meeting, the majority of directors may adopt and amend bylaws for the cooperative that are consistent with subdivision 3 if the cooperative does not have any members or stockholders with voting rights.

Subd. 3. **Contents.** 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, including:

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

(2) the qualifications of members, stockholders, and patrons and limitations on their number;

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

(4) property, voting, and other rights and privileges of members;

(5) the appointment and authority of committees;

(6) the appointment or election, duties, compensation, and tenure of officers;

(7) the time, place, and manner of calling, conducting, and giving notice of member, board, and committee meetings, or of conducting mail ballots; and

(8) the making of reports and financial statements to members.

History: *1989 c 144 art 1 s 16; art 3 s 9,49; 1996 c 414 art 1 s 39*