308C.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, 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; and

(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 president and secretary and a copy of the amendment filed with 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 president and secretary 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.

Subd. 4. **Amendment by the organizer.** The organizer or a majority of the organizers may amend the articles if the cooperative does not have directors or any members.

Subd. 5. **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: *2024 c 96 art 1 s 14*