317A.401 MEMBERS.

Subdivision 1. **Existence.** (a) A corporation may have one or more classes of members or may have no members. In the absence of a provision in its articles or bylaws providing for members, a corporation has no members.

(b) If a corporation has no members, an action for which there is no specific provision of this chapter applicable to a corporation without members and that would otherwise require approval of the members requires only the approval of the board.

(c) A reference in this chapter to a corporation that has no members includes a corporation in which the directors are the only members.

Subd. 2. **Admission.** A corporation may admit any person as a member. The articles or bylaws may establish criteria or procedures for admission. A person may not be admitted as a member without the person's express or implied consent. For purposes of this subdivision, consent includes, but is not limited to, acceptance of membership benefits knowing that the benefits are available only to members, or taking some other affirmative action that confers membership benefits. If the articles or bylaws provide that a person who contributes to the corporation is a member, a contribution is consent.

Subd. 3. **Consideration.** Except as provided in its articles or bylaws, a corporation may admit members for no consideration or for consideration as is determined by the board.

Subd. 4. **Rights.** Members are of one class unless the articles establish, or authorize the bylaws to establish, more than one class. Members are entitled to vote and have equal rights and preferences except to the extent that the articles or bylaws have fixed or limited the rights and preferences of members or different classes of members or provide for nonvoting members. The articles or bylaws may fix the term of membership.

History: *1989 c 304 s 56; 1990 c 488 s 25*