CHAPTER 315

RELIGIOUS SOCIETIES

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315.01 FORMATION; TRUSTEES.

Subdivision 1. **Who may elect.** The worshipers with an unincorporated church, congregation, or religious society who are of lawful age and have been considered as belonging to it, may elect trustees and incorporate as provided in this section.

Subd. 2. **Election.** A written notice, signed by at least five worshipers, stating the time, place, and object of the meeting, must be posted at least 15 days before the meeting, at the place of worship of the society. At the time and place fixed, if at least five worshipers are present, they shall, by a plurality vote, elect a chair and secretary. The chair and secretary shall together determine the qualifications of voters and receive and count the votes. The voters shall, by a plurality vote, elect at least three and not more than 15 members of their society as trustees, to take charge of its property and temporal affairs. The voters shall adopt a corporate name for the trustees and their successors. They may also determine the qualifications of the trustees to be chosen afterward and the religious denomination or sect to which the society will belong. Immediately after

the meeting the chair and secretary shall sign, in the presence of two subscribing witnesses, and acknowledge a certificate stating the names of the trustees elected, the name adopted for the incorporated society, the qualifications, if any, of future trustees, and the name of the religious denomination to which the society belongs, if any.

Subd. 3. **Appointment.** When the constitution, rules, or usages of a church, denomination, congregation, or religious society require that trustees be chosen by a minister, presiding elder, or other officers, or by a body, the person who chose the trustees, or the presiding officer and secretary of the body shall execute, acknowledge, and deliver to the trustees a certificate, stating the names of the trustees, the time when and the person or body by which they were chosen, and their corporate name. When the certificate is recorded as required by law, the trustees and their successors become a corporate body under the name specified in the certificate, and have the rights, powers, and privileges of other religious corporations organized under this chapter.

Subd. 4. **Designation.** When the constitution, rules, and usages of a church or religious denomination declare that the ministers, elders, deacons, or other officers elected by a church or congregation according to the constitution, rules, or usages, are the trustees of the church or congregation, those designated persons may assemble and execute and acknowledge a certificate stating their corporate name. When this certificate is recorded with the county recorder of the proper county, they and their successors are a corporate body under the name in the certificate.

History: *(7963, 7972, 7974) RL s 3133, 3141, 3143; 1919 c 122 s 1; 1976 c 181 s 2; 1985 c 265 art 5 s 1; 2005 c 4 s 45,46*

315.02 CERTIFICATE OF ELECTION OF TRUSTEES.

When trustees have been chosen before February 1, 1877 by an assembly of a church or religious society, in accordance with its constitution, rules, or usages, and a certificate of the choice made by its presiding officer and secretary, or either of them, specifying the trustees' corporate name and recorded, with intent to make them a corporate body, they must in all legal proceedings be considered a religious corporation under this chapter from the time of the recording of the certificate. Their later acts as a corporation are valid under this chapter. Conveyances to them as a corporation are confirmed.

History: *(7973) RL s 3142; 1985 c 265 art 5 s 1*

315.03 CERTIFICATE RECORDED.

The certificate, together with the certificate of acknowledgment, and a copy of the notice of meeting and affidavit of its posting, must be recorded with the county recorder of the county where the society's place of worship is located. When it is filed, the trustees and their successors are a corporate body under the name in the certificate.

History: *(7965) RL s 3134; 1937 c 252 s 1; 1976 c 181 s 2; 1985 c 265 art 5 s 1*

315.04 TRUSTEES, POWERS.

The trustees may have a common seal and alter it at pleasure. They may take possession of temporalities of the church, congregation, or society, real and personal, given, granted, or devised, directly or indirectly, to the body or to any other person for their use. They may sue and be sued in their corporate name, recover and hold debts, demands, rights, and privileges, churches, buildings, burial places, and the estate and appurtenances belonging to the church, congregation, or society as fully as though originally vested in them. They may hold, purchase, and receive title to, by gift, grant, devise, or bequest, real or personal property in

any amount, for purposes authorized or approved by the congregation or society, as provided in section 315.05, with power to mortgage, sell, convey, demise, lease, and improve it.

History: *(7965) RL s 3134; 1937 c 252 s 1; 1985 c 265 art 5 s 1*

315.05 TRUSTEES, MANAGEMENT POWERS.

The trustees may repair and alter churches, make rules and orders for managing the temporal affairs of the church, congregation, or society, and dispose of money belonging to it. They may regulate the renting of pews or slips, and the breaking of ground in their cemeteries. Under the direction or approval of the congregation or society, they may erect, acquire, and operate churches, dwellings for their ministers, and other buildings for the use of the church, congregation, or society, hospitals, nurses' homes and training schools, missions, camps and recreational grounds, and other buildings or facilities for other religious, moral, and charitable activities. They may appoint a clerk and treasurer of their board and a collector, regulate their compensation, and remove them at pleasure. The clerk shall enter rules and orders made by the trustees, and payments ordered by them, in a book kept for that purpose.

The trustees may not fix the salary of a minister; it must be fixed by a majority of the society entitled to vote at the election of trustees.

Sections 315.03 to 315.05 apply to religious corporations formed under Revised Statutes of the Territory of Minnesota 1851, chapter 36, as amended.

History: *(7966, 7968) RL s 3135, 3137; 1937 c 252 s 2; 1985 c 265 art 5 s 1*

315.06 TRUSTEES, TERMS, ELECTION; QUORUM.

The term of office of the trustees is three years or less as prescribed in the constitution or articles, and until their successors have qualified. Unless otherwise provided in the constitution or articles, immediately after their first election they shall be divided by lot into three classes, the first class retiring at the end of the first year, the second class at the end of the second year, and the third class at the end of the third year. After that, as near as may be, one-third of the whole number must be chosen annually. Two trustees may call a meeting of the board. When assembled, a majority of the whole number is a quorum for the transaction of business. Fifteen days before the expiration of the term of office of a trustee, the clerk shall give notice of the election of the trustee's successor, by posting it where the society statedly meets for worship. The notice must state the name of the trustee and the time and place of election. The minister or other officer of the church or society shall give public notice of the election to the congregation again at least one week before the election. These provisions apply to filling vacancies by death, resignation, or removal.

History: *(7967) RL s 3136; 1971 c 572 s 1; 1985 c 265 art 5 s 1*

315.07 VOTERS, QUALIFICATIONS.

No member of the church, congregation, or society may vote at an election after its incorporation until the member has attended public worship in the church, congregation, or society for at least six months before the election, and contributed to its support according to its customs. The clerk of the trustees shall keep a register of all persons who ask to join the church, congregation, or society note the time of the request, and attend subsequent elections to test the qualifications of voters in case of question.

History: *(7968) RL s 3137; 1985 c 265 art 5 s 1; 1986 c 444*

315.08 DEFINITIONS.

In this chapter "society" means the religious body constituted in accordance with the principles of the ecclesiastical polity which forms the basis of the corporation designated in this chapter as the church, congregation, or society, as distinguished from the corporation itself.

History: *(7969) RL s 3138; 1925 c 194 s 1; 1985 c 265 art 5 s 1*

315.09 GENERAL POWERS OF RELIGIOUS CORPORATIONS.

A corporation organized under this chapter may, in its corporate name, sue and be sued, hold, purchase, and receive title to, by gift, grant, or other conveyance, property, real or personal, with power to mortgage, sell, or convey it. It may adopt bylaws and make regulations necessary or expedient to manage its affairs in accordance with law.

History: *(8001) RL s 3162; 1985 c 265 art 5 s 1*

315.10 POWERS OF CERTAIN CORPORATIONS.

A religious corporation, parish or diocese formed under sections 315.15 and 315.16 may sue or be sued, hold, purchase, and receive title to, by devise, purchase, gift, grant, or otherwise, real or personal property, and mortgage, sell, or convey it, or part of it, without giving notice or being authorized as required in section 315.12.

History: *(7964) 1907 c 60 s 1; 1985 c 265 art 5 s 1*

315.11 LIMITATION OF RIGHT TO HOLD PROPERTY.

A religious corporation may not take or hold real or personal property for purposes other than those of its incorporation. The amount of property it may hold is subject to any limitation or modification enacted by general laws.

History: *(8002) RL s 3163; 1985 c 265 art 5 s 1*

315.12 SALE OR ENCUMBRANCE OF REAL ESTATE.

A religious corporation organized under this chapter, by and through its trustees, may sell and convey, encumber, or otherwise dispose of real estate. To do so, the trustees must first be authorized by resolution of the society adopted by a two-thirds vote of the members present and voting at a meeting called for that purpose. Notice of the time, place, and object of the meeting must be given for at least four successive Sabbaths immediately before it on which the society statedly meets for public worship. When a religious society ceases to have stated meetings for public worship, or is unable to give notice of the time and place of the meeting, the corporation may make the sale, conveyance, or encumbrance by its trustees, upon being authorized by resolution adopted at a meeting of which at least 20 days' posted notice has been given. If the society has, for any reason, ceased to exist, for a period of one year, the corporation may sell and convey its property by its trustees upon giving at least 20 days' posted notice upon the premises of its intention to do so. Proof of nonexistence, notice, meeting, and the adoption of resolution may be made by the affidavit of a trustee or member of the society cognizant of them. The affidavit must be recorded with the county recorder where the certificate of incorporation was recorded, and the affidavit and record, or certified copies of it, are presumptive evidence of the facts they contain.

No person shall vote at a meeting called to authorize the trustees to sell, convey, encumber, or dispose of the corporation's real estate unless the person is a member of the religious body. No religious corporation

shall sell, transfer, or otherwise dispose of its real estate except as provided by the denominational rules and certificates of association of the society as it appears of record in the office of the county recorder of the county. This section does not limit sections 500.01 to 500.20.

History: *(7969) RL s 3138; 1925 c 194 s 1; 1976 c 181 s 2; 1985 c 265 art 5 s 1*

315.121 RELIGIOUS CORPORATIONS, CERTAIN CONVEYANCES VALIDATED.

All conveyances executed by any religious corporation or society organized under this chapter, conveying real property within this state that have been of record for more than six years in the office of the county recorder or registrar of titles of the county in which the real estate conveyed is located, and the record of the conveyance, are legalized, validated, and confirmed, even though the corporate records do not disclose that the execution of the conveyance was authorized by the congregation of the religious corporation in the manner provided by law, or the record of the authorization has not been recorded in the office of the county recorder or registrar of titles of the county in which the real estate conveyed is located, or the certificate or any other document specified by section 315.03 has not been recorded in the office of the county recorder of the county in which the real estate is located or in which the place of worship of the corporation or society is located.

History: *1990 c 575 s 2; 1997 c 9 s 1; 1998 c 262 s 1*

315.13 EXISTING SOCIETIES CONFIRMED; REORGANIZATION.

Every church, congregation, or religious society incorporated before the effective date of Revised Statutes of the Territory of Minnesota, 1851, under any general or special law, and not since dissolved, is confirmed. A corporation formed under this chapter and dissolved may reincorporate under this chapter within six years after dissolution. When it does, its real and personal property vests in the corporation as though there had been no dissolution.

History: *(7970) RL s 3139; 1985 c 265 art 5 s 1*

315.14 LANDS HELD IN TRUST.

If lands, tenements, or hereditaments are conveyed by devise, grant, purchase, or otherwise, to persons as trustees in trust for the use of a religious society, for a meeting house, burial ground, or parsonage, with the improvements on them, they shall descend in perpetual succession, and be held by the trustees in trust for the society.

History: *(7971) RL s 3140; 1985 c 265 art 5 s 1*

315.15 PARISH CORPORATIONS, ORGANIZATION.

The bishop of a religious denomination may join with the vicar general of the diocese and the pastor of the parish where the corporation is to be located, within the bishop's diocese for the purpose of incorporating. The bishop, vicar general, and pastor, or a majority of them, shall designate and join with two lay members of the denomination. These five shall adopt, sign, and acknowledge a certificate of incorporation reciting the fact of association, and the selection of lay members, and containing the name, general purpose, and place of location of the corporation. When they have recorded the certificate with the county recorder of the county where the corporation is located, they and their successors become a corporation, subject to the requirements, and with the rights, powers, and privileges, of a religious corporation.

The persons at any time holding the offices specified in any diocese are, by virtue of their respective offices, members of the corporation and, with the two lay members, constitute it, but on ceasing to hold

office, they cease to be members, and their successors in office become members. The two lay members designated remain members for two years from the date of the certificate, after that their term of office is two years, in either case until their successors are chosen. They must always be designated and appointed by the bishop, vicar general, and pastor, who shall also fill vacancies in their number. Their appointment must be in writing and entered upon the records of the corporation. If there is a vacancy in the office of bishop of any diocese, or if another person is appointed in the bishop's stead to administer the spiritual and temporal affairs of the diocese, then, during the vacancy or suspension of authority, the administrator of the affairs of the diocese, or any other person appointed under the rules of the denomination to preside over and administer its affairs, is, while acting as administrator or appointee, a member of the corporation, with the rights and powers of membership; but the membership ends when the vacancy is filled or suspension of authority removed.

If a diocese in which the corporation is located is subdivided according to the rules and practice of the denomination, and one or more new dioceses formed from it or its parts, the bishop and vicar general of the new diocese and their successors in office, as soon as appointed and instituted, by virtue of their respective offices, immediately become members of the corporation within the new diocese, with the rights, duties, privileges, powers, and obligations of members. The bishop and vicar general of the diocese where the corporation was located before the subdivision cease to be members of the corporation.

History: *(7975) RL s 3144; 1976 c 181 s 2; 1984 c 618 s 24; 1985 c 265 art 5 s 1*

315.16 DIOCESAN CORPORATIONS; FORMATION; POWERS.

Subdivision 1. **Procedure for incorporating.** The bishop of a diocese may join with the vicar general and chancellor of the diocese. They, or a majority of them, shall designate and join with two other members of the religious denomination, residents of the diocese. These five shall adopt, sign, and acknowledge, in duplicate, a certificate reciting the fact of association and selection of the two persons, and containing the name, general purpose, and location of the corporation. When they file and record it, as provided in section 315.15, they and their successors become a corporation. The corporation has power to take, hold, receive, and dispose of real or personal property for the use and benefit of the diocese, and for the use and benefit of the religious denomination creating the diocese, and to administer the temporalities of the diocese, to establish and conduct schools, seminaries, colleges, or benevolent, charitable, religious, or missionary work or society of religious denomination within the diocese, with the rights, powers, and privileges enumerated in this section and in section 315.15.

Subd. 2. **Term of membership.** The persons who hold the offices, respectively, of bishop, vicar general, and chancellor of the religious denomination in the diocese, and their successors in office are members of the corporation. On ceasing to hold office the corporate membership of each at once ends. The other two incorporators and their successors in office must always be selected and appointed by the bishop, vicar general, and chancellor of the diocese, or a majority of them, for the same term and in the same manner as provided in section 315.15 for the selection and appointment of the two lay members by the bishop, vicar general, and pastor. Vacancies must be filled by the three first named incorporators. An appointment must be in writing and entered of record in the minutes of the corporation, and appointees must be members of the religious denomination and residents of the diocese of its location. Any incorporator selected may at any time resign. The resignation and its acceptance must be entered on the minutes of the corporation. In case of a vacancy in the office of bishop of the diocese or the temporary suspension of the bishop's authority to act, the relevant provisions of section 315.15 apply.

Subd. 3. **Proxies.** A member of either corporation specified in this section and in section 315.15 may, by a signed writing, appoint a proxy to represent the member and to vote in the member's place at a corporation meeting.

Subd. 4. **Cemetery corporations.** A religious corporation may be formed in the manner set forth in this section to establish cemeteries in accordance with section 307.01.

History: *(7976) RL s 3145; 1969 c 368 s 1; 1985 c 265 art 5 s 1; 1986 c 444*

315.17 PARISH OF PROTESTANT EPISCOPAL CHURCH.

Subdivision 1. **Formation of corporation.** A parish of the Protestant Episcopal church organized under and in conformity with the constitution and canons of any diocese in this state may form a corporation, as follows. The parish shall prepare a certificate containing:

(1) the name and location of the parish;

(2) the name of the rector, if any, and of the church wardens, and the names and number of the vestry members, which must be at least three, and not more than 12; and

(3) the date of the organization of the parish.

Subd. 2. **Certificate signed.** The certificate must be signed and acknowledged by the rector, if any, and by a majority of the wardens and vestry members.

Subd. 3. **Recording certificate; powers.** Upon signing, acknowledging, and recording the certificate with the county recorder of the county of its location, the parish becomes a corporation by the name specified in its certificate. Through its officers, it may transact parish business, including calling a rector and determining the rector's salary. In its corporate name, it may acquire or receive, by purchase, gift, grant, devise, or bequest, any property, real, personal, or mixed, and hold, sell, transfer, mortgage, convey, loan, let, or otherwise use the property for the use and benefit of the parish if the use does not contravene the laws and usages of the Protestant Episcopal church of the state. It may not divert a gift, grant, or bequest from the purpose specified in writing by the donor, or devisor. It may not sell, convey, or mortgage its church or church site unless first authorized so to do in a meeting of the parish called for that purpose, nor in contravention of the canons of the diocese or of the general convention of the Protestant Episcopal church of the United States.

History: *(7977, 7978) RL s 3146, 3147; 1921 c 255 s 1; 1976 c 181 s 2; 1985 c 265 art 5 s 1; 2005 c 4 s 47*

315.18 ANNUAL MEETING; VESTRY, ELECTION, MEETINGS.

The annual meeting of the corporation must be held at the parish church or parish house, if there is either, on Easter Monday of each year, or at a time set by the parish in its articles of incorporation. At the annual meeting church wardens and vestry members must be elected, in a manner determined by the parish, by electors with the qualifications prescribed by the canons of the Protestant Episcopal church for the diocese or missionary district in which the corporation is located. A parish organized under this law may, at any annual meeting, adopt a bylaw providing for the election of one-third of the vestry members of the parish for one year, one-third for two years, and one-third for three years, and at the meeting may elect vestry members in accordance with the bylaw. At each succeeding annual meeting one-third of the vestry members must be elected for a term of three years. The bylaws may also provide that no vestry member, at the expiration of the member's term of office, is eligible for reelection to the vestry until the next annual meeting. The church wardens and vestry members shall hold office until successors are elected.

The rector of the parish is ex officio a member, and, when present, the presiding officer of the vestry, and entitled to vote at its meetings. Meetings may be called by the rector at the rector's discretion, or by either warden at the request of a majority of the vestry members, on three days' notice, in writing, to each member of the vestry.

History: *(7979, 7981) RL s 3148, 3149; 1907 c 18; 1985 c 265 art 5 s 1*

315.19 ARTICLES AMENDED.

A parish of the Protestant Episcopal church, incorporated under the laws of the state or territory of Minnesota, may amend its articles of incorporation and change and fix the time of its annual parish meeting. To do so, it must adopt, at its annual parish meeting by majority vote of those present, a resolution fixing or changing the date of its annual parish meeting. It must put the resolution in a certificate executed by its rector or other presiding officer and by its clerk and record the certificate with the county recorder of the county of its location.

History: *(7980) 1923 c 369 s 1; 1976 c 181 s 2; 1985 c 265 art 5 s 1; 2005 c 4 s 48*

315.20 CATHEDRALS.

Subdivision 1. **Formation.** A cathedral for which a constitution and statutes are adopted by the diocesan convention of a diocese in this state of the Protestant Episcopal Church in the United States of America may form a corporation, as follows:

The cathedral shall have a certificate prepared containing:

(1) the name and location of the cathedral;

(2) the persons who constitute the chapter of the cathedral, and their names, of which chapter the bishop of the diocese and the wardens and vestry members of the cathedral congregation shall be members; and

(3) the date of the adoption by the diocesan convention of the constitution and statutes of the cathedral.

Subd. 2. **Certificate, by whom signed.** The certificate must be signed and acknowledged by the bishop of the diocese and by a majority of the members of the chapter, and recorded with the county recorder of the county where the cathedral is located.

Subd. 3. **Certificate filed; powers.** Upon the signing, acknowledging, and recording of the certificate with the county recorder of the county of its location, the cathedral becomes a corporation under the name in its certificate. Through its chapter, it may transact the business of the cathedral. In its corporate name, it may acquire or receive, by purchase, gift, grant, devise, or bequest, any property, real, personal, or mixed, and hold, sell, transfer, mortgage, convey, loan, let, or otherwise use the property for the use and benefit of the cathedral if the use does not contravene the laws and usages of the Protestant Episcopal church in the United States of America of this state. It may not divert any gift, grant, or bequest from the purpose specified in writing by the donor or devisor. It may not sell, convey, or mortgage its church or church site, except with the consent of the bishop, in writing, and when first authorized to do so at a meeting of the chapter called for that purpose, nor in contravention of the canons of the diocese or of the general convention of the Protestant Episcopal church in the United States of America.

Subd. 4. **Government.** The chapter of the cathedral shall be governed by the constitution and statutes which have been adopted for it by the diocesan convention and any amendments to them as provided in them.

History: *(7982, 7983, 7984) 1915 c 46 s 1-3; 1976 c 181 s 2; 1984 c 618 s 25,26; 1985 c 265 art 5 s 1; 2005 c 4 s 49,50*

315.21 INCORPORATION.

Subdivision 1. **Method.** If a church or religious society does not wish to form a corporation under sections 315.01 to 315.20, at least three members may become a corporation by adopting and signing a certificate containing:

(1) its name, general purpose and plan of operation, and its location; and

(2) the terms of admission, qualification for membership, selection of officers, filling vacancies, and way it is to be managed.

Subd. 2. **Certificate recorded.** The certificate must be recorded with the county recorder of the county of its location.

Subd. 3. **Existing corporations.** An existing corporation created by special law, which does not desire to incorporate under sections 315.01 to 315.20, may reincorporate under this section, when authorized by a three-fourths vote of its members present and voting at a stated meeting called to consider reincorporation.

History: *(7985) RL s 3150; 1976 c 181 s 2; 1985 c 265 art 5 s 1*

315.22 EXISTING CHURCHES MAY INCORPORATE; REINCORPORATION; PROPERTY TO VEST.

A church or society organized as such, and not incorporated, may become a corporation by executing, acknowledging, and having recorded with the proper officers a certificate of incorporation under this chapter. When it does, and when any existing religious corporation reincorporates under this chapter, property and franchises belonging to the society, or original corporation vest in the corporation so organized. Rights in pews possessed by members at the time of reorganization are not impaired. The board of trustees or other governing body of a reorganizing corporation, or their survivors, when requested by the governing board of the new corporation, shall convey to the new corporation, by sufficient deed, all property owned by it. The conveyance must recite the fact of reorganization, and pass title to the property described in it possessed by the corporation in whose behalf it is executed. It is prima facie evidence of the facts stated in it.

History: *(7986) RL s 3151; 1985 c 265 art 5 s 1*

315.23 INCORPORATION OF DIOCESAN COUNCIL, SYNOD, PRESBYTERY, CONFERENCE, ASSOCIATION, CONSOCIATION, OR SIMILAR ORGANIZATIONS.

Subdivision 1. **Method.** A diocesan council, synod, presbytery, conference, association, consociation, or other general organization for ecclesiastical or religious purposes, existing in a church or religious denomination in this state, and composed of or representing several parishes, congregations, or particular churches under church law, may form a corporation. To do so, it must adopt a canon or resolution stating:

(1) its purpose to form a corporation;

(2) its name and its general purposes and powers, consistent with law;

(3) the name of the church or religious denomination to which the body organizing the corporation belongs, and the district or territorial limits of its jurisdiction;

(4) the number and official titles of the officers through whom it will act, by whom and how the officers are elected or appointed, the length of their terms, and their general duties, powers, and authority; and

(5) the names and addresses of the first officers of the corporation.

Subd. 2. **Canon or resolution, approval, recording.** A copy of the resolution or canon, certified by the presiding officer of the body adopting it, verified by the affidavit of its secretary or clerk, and endorsed with the certificate of the attorney general that it conforms to law, must be filed with the county recorder of the county where the body is located. The county recorder shall record it, including the endorsement, and issue a certificate that the law has been complied with and the body is incorporated according to law. The county recorder shall keep an alphabetical index of these corporations.

Subd. 3. **Amendment of canon or resolution.** The body organizing the corporation or its successor may amend or modify the resolution under which the corporation was formed. It may change its jurisdictional limits, the number, official titles, terms of office, or the manner of electing or appointing officers, or their duties, powers, and authority, or the purposes and powers of the corporation. The change must be consistent with law, and not impair trusts or vested rights of property. The amendment must be made by resolution or canon adopted at two successive sessions of the body, so certified, verified, and recorded with the county recorder where the body is located.

History: *(7987, 7988) RL s 3152, 3153; 1984 c 618 s 27; 1985 c 265 art 5 s 1; 1994 c 438 s 8*

315.24 SPECIAL POWERS.

A corporation may receive in trust for a parish, mission, local church society, or congregation, incorporated or not, property given, granted, transferred, devised, or bequeathed to it for the use of the parish, mission, local church society, or congregation, for religious, charitable, or educational purposes. The corporation may hold the property, and its rents, issues, and profits, until the parish, mission, local church society, or congregation demands its conveyance. From time to time, when required, the corporation shall account for the rents, issues, and profits. Property now held in trust by a person, corporation, or trustees for the use and benefit of the religious body forming a corporation under section 315.23, or its parishes, missions, societies, congregations, or local churches, may, with the consent of the beneficiary, be conveyed and the title to it vested in the corporation as the successor in the trust. The corporation may not create a lien on or encumber property held by it in trust.

History: *(7989) RL s 3154; 1985 c 265 art 5 s 1*

315.25 ANNUAL MEETING, NOTICE OF, PLACE.

A corporation whose membership in part resides in other states may hold its annual meetings at points outside the state as it may, from time to time, designate at a previous annual meeting, or it may authorize its president to designate the place. At least three months before the time of the annual meeting, notice of the time and place must be given by publication in the recognized organ of the corporation, if it has one, or by other notice appropriate to inform the membership.

History: *(7990) RL s 3155; 1984 c 543 s 18; 1985 c 265 art 5 s 1*

315.26 CONSOLIDATION OF PARISHES, CONGREGATIONS, OR CHURCHES.

A diocesan council, synod, presbytery, conference, association, consociation, or other general organization for ecclesiastical or religious purposes composed of or representing several parishes, congregations, or particular churches, and incorporated under Minnesota law, may unite or consolidate with one or more other diocesan councils, synods, presbyteries, conferences, associations, consociations, or other general organizations for ecclesiastical or religious purposes, or may with one or more such other societies form one new society for ecclesiastical or religious purposes. When the united or consolidated society, or new society, is incorporated, the former body may convey and transfer its property to the new corporation according to law.

History: *(7991) 1917 c 107 s 1; 1985 c 265 art 5 s 1*

315.27 PROCEDURE FOR INCORPORATION.

Two or more societies of the classes named in section 315.26 may form a corporation by adopting a canon or resolution and having a copy certified, verified, approved by the attorney general, and recorded as provided by section 315.23. The canon or resolution may be adopted (1) in joint session by representatives, delegates, and others entitled to vote at the regular meetings of the societies, respectively, for the year in which the canon or resolution is adopted or (2) in joint session by committees elected or appointed by the societies, respectively, for that purpose.

History: *(7992) 1917 c 107 s 2; 1985 c 265 art 5 s 1*

315.28 PRIVILEGES.

A corporation formed under sections 315.26 to 315.29 has the same powers and rights as corporations formed under section 315.23.

History: *(7993) 1917 c 107 s 3; 1985 c 265 art 5 s 1*

315.29 RIGHT TO HOLD PROPERTY.

A corporation organized under sections 315.26 to 315.29 shall hold property conveyed or transferred to it for the same use and subject to the same trusts and conditions as the corporation conveying or transferring the property.

History: *(7994) 1917 c 107 s 4; 1985 c 265 art 5 s 1*

315.30 AMENDMENT OF CERTIFICATE.

A religious corporation may change its certificate by a resolution adopted, certified, acknowledged, and recorded in the same way as the original. The change must be consistent with law. When recorded, the amended certificate replaces the original.

History: *(7995) RL s 3156; 1985 c 265 art 5 s 1*

315.31 AMENDMENT OF ARTICLES OF INCORPORATION.

A religious society, religious association, or religious corporation existing under section 315.21, upon compliance with sections 315.31 to 315.33, may change its articles of incorporation as to any matter that could have been included in the original articles of incorporation. It may not change matters relating to the

management or the conduct of affairs of a cemetery owned or controlled by it if the cemetery is managed or conducted according to sections 306.69 to 306.72.

History: *(7995-1) 1925 c 357 s 1; 1931 c 232 s 1; 1985 c 265 art 5 s 1*

315.32 TRUSTEES, POWERS; CERTIFICATE, RECORDING.

The board of trustees or other governing body of a religious organization under section 315.21 may, by unanimous vote of its members, alter or amend the articles of incorporation under section 315.31, when authorized by resolution so to do at a special meeting of the religious organization. The meeting must be called for that expressly stated purpose, and a majority of the members of the religious organization must be present. The resolution must be passed by vote of a majority of the members present and voting. The board of trustees or other governing body shall record the resolution in a certificate executed and acknowledged by its president and secretary, or by its other presiding and recording officers, under the corporate seal of the religious organization. The certificate is presumptive evidence of the facts stated in it. The certificate must be recorded with the county recorder of the county where the religious organization is located. The amendment is effective on filing.

History: *(7995-2) 1925 c 357 s 2; 1976 c 181 s 2; 1984 c 618 s 28; 1985 c 265 art 5 s 1; 2005 c 4 s 51*

315.33 METHOD PROVIDED IS ADDITIONAL.

Sections 315.31 to 315.33 do not change the right of religious organizations to alter or amend their articles of incorporation in any way now authorized by law.

History: *(7995-3) 1925 c 357 s 3; 1985 c 265 art 5 s 1*

315.34 CONSOLIDATION OF RELIGIOUS CORPORATIONS.

Two or more incorporated churches, congregations, parishes, or religious societies, or an incorporated parish and an incorporated cathedral, may consolidate and reorganize as a single church, congregation, parish, cathedral, or religious society by complying with the provisions of this chapter for the formation of a church, congregation, parish, cathedral, or society.

History: *(7996) RL s 3157; 1913 c 42 s 1; 1935 c 265 s 1; 1985 c 265 art 5 s 1*

315.35 RESOLUTION; NOTICE.

Before action is taken under section 315.34, a resolution authorizing consolidation and reorganization must be adopted by at least two-thirds of the members present and voting at a meeting of each of the churches, congregations, parishes, parish and cathedral, or societies called for that purpose. Notice of the time, place, and object of the meeting must be given on four successive Sabbaths on which the society statedly meets for public worship, immediately before the time specified for the meeting. Proof of the notice, meeting and resolution may be made by affidavit of one of the officers or members cognizant of the facts and must be recorded with the certificate of incorporation.

History: *(7997) RL s 3158; 1935 c 265 s 2; 1985 c 265 art 5 s 1*

315.36 MEETINGS; NOTICE; ORGANIZATION; POWERS.

After each society has adopted the resolution, notice must be given stating the time and place of the meeting of the united congregation of the societies. The notice must be posted where each society statedly meets for worship at least 15 days before the meeting. The minister or another officer of the organization

shall give public notice of the meeting at the usual Sabbath service at least one week before the meeting. The notice for the meeting must be signed by the clerk of the board of trustees, vestry, or chapter of each church, or by a person authorized by the board to sign it. At the meeting of the united congregation, held according to the notice, a name must be adopted for the new corporation. The meeting shall, by a majority vote, determine the form of organization of the new corporation and fix the qualifications for trustees or vestry members and the number, which must be at least three and not more than 12. A new board of trustees, vestry and wardens or chapter and wardens must be elected by a majority of the members present.

The board of trustees, vestry or chapter not including wardens must be divided into three classes. One class must be elected and hold office until the next annual meeting of the congregation, one class until its second annual meeting, and one class until its third annual meeting. After that, the terms of office of the trustees or vestry members must be three years and until their successors are elected and have qualified. If a vacancy occurs in the board of trustees, vestry, or chapter, at the next meeting of the congregation, board of trustees, chapter or vestry a successor must be elected to fill the unexpired term.

After the meeting the chair and secretary shall make a certificate as prescribed by section 315.01, 315.17, or 315.20, as the case may be. The certificate, proof by affidavit of proper notice of the meeting, and the affidavits provided for in section 315.35 must be recorded with the county recorder of the county where the place of worship of the consolidated society is located. When it is filed, the societies become merged into a new corporation under the name specified in the certificate. The new corporation has the rights, powers, and privileges, and is liable for the obligations of the corporations consolidated. The property of the original corporation vests in the new corporation. If a will or other instrument takes effect after the consolidation and names any of the original corporations as a legatee, devisee, or beneficiary of a trust, the new corporation shall take under the instrument and is entitled to the money, property, and benefits that the original corporation would have received under the instrument, unless the instrument expressly provides otherwise.

History: *(7998) RL s 3159; 1913 c 42 s 2; 1935 c 265 s 3; 1976 c 181 s 2; 1985 c 265 art 5 s 1; 1986 c 444*

315.365 MERGER OF RELIGIOUS CORPORATIONS.

Subdivision 1. **Merger.** If two or more dioceses, synods, parishes, churches, congregations, or other religious bodies of the same denomination unite, reunite, merge, or consolidate and if, before doing so, each body has created a corporation under Minnesota law to hold and administer its properties or properties in trust for the benefit of the body or its component parts, these property corporations may merge and consolidate one with another or into a new property corporation organized for similar purposes by the new religious body. Authority for the property corporation merger and consolidation must first be given at an annual meeting of the new body or at a special meeting called for that purpose in accordance with the constitution, canon law, or other lawful provision for its governance.

Subd. 2. **How merger effected.** To accomplish the merger and consolidation, the property corporations must execute an agreement containing:

(1) the names of the property corporations who are parties to it;

(2) the name and location of the principal office of the surviving corporation with which the property corporations are to be merged and consolidated;

(3) the persons who constitute the governing board of the surviving corporation until their successors are elected and qualified;

(4) the general purposes of the surviving corporation and the general description of the area to be served by it;

(5) the date of adoption of the authorization for the merger and consolidation by the meeting of the united, reunited, merged, or consolidated religious body to which the merging or consolidating property corporations pertain; and

(6) other provisions appropriate for the certificate of incorporation of property corporations of this character formed under Minnesota law.

The agreement must be executed by the corporate officers of each property corporation that is party to it and must be accompanied by the certificate of the secretary or other recording officer of the new religious body. The certificate must certify that the body has adopted in accordance with its constitution, canon law, or other general provisions for the governance of its affairs, a resolution authorizing the merger and consolidation. The agreement must also be accompanied by a certificate of the secretary or other recording officer of each of the property corporations, certifying that the members and governing body of each property corporation have adopted resolutions directing the execution of the agreement.

The agreement, when executed and certified, must be filed for record with the county recorder of the county where the surviving corporation's principal place of business is to locate. It must also be recorded with the county recorder of each other county of this state where the principal place of business of any of the property corporations was located according to the property corporation's certificate of incorporation.

The merger and consolidation takes effect when the agreement and certificates are filed for record with the county recorder.

Subd. 3. **Continuation of corporate identities.** When a merger and consolidation takes effect, the corporate identity of each party to it continues in the surviving corporation. The legal title to assets held or owned by any property corporation that is a party to the merger and consolidation vests in the surviving corporation. The surviving corporation is entitled to receive gifts, devises, bequests, legacies, or other transfers or assignments of money or property, real, personal, or mixed, made after the merger directly or in trust to or intended for any of the constituent property corporations. Except as provided in section 501B.31, no properties or assets and no income of properties or assets held or received by a party to the merger and consolidation or by the surviving corporation shall be diverted from the uses and purposes for which they were received and held by the property corporations or from the uses and purposes for which they were expressed and intended.

Subd. 4. **Effectiveness of original certificates of incorporation.** Except as otherwise provided in the agreement, the provisions of the certificate of incorporation of the surviving corporation continue in force as to the surviving corporation and corporations merged and consolidated with it.

History: *1945 c 134; 1976 c 181 s 2; 1984 c 618 s 29; 1985 c 265 art 5 s 1; 1989 c 340 art 2 s 1; 2005 c 4 s 52*

315.37 WHEN SOCIETY CEASES TO EXIST; DISPOSAL OF PROPERTY.

When a religious society under the control or supervision of a superior body ceases to exist or to maintain its organization, its real and personal property vests in and is transferred, as provided in section 315.38, to the next higher governing or supervising corporate body of the same denomination.

History: *(7999) RL s 3160; 1985 c 265 art 5 s 1*

315.38 DISSOLUTION, APPLICATION, HEARING.

Upon application to the district court of the county where the society was located by a member of the body in which the property is to vest, under section 315.37, the court shall appoint a time for hearing the application. Three weeks' published and posted notice of hearing must be given, and any additional notice the court may direct. If, at the hearing, it appears that a proper case exists under section 315.37, the court shall direct a transfer to be made through a trustee appointed by it for that purpose. Affidavits of the notice may be filed in the proceedings, and they are evidence in actions and proceedings in the courts of the state.

History: *(8000) RL s 3161; 1985 c 265 art 5 s 1*

315.39 TITLE TO REAL PROPERTY.

When it appears to a district court of this state that, before 1907, real property was conveyed to a bishop, or a right reverend bishop, or an archbishop, or a most reverend archbishop of any religious denomination or church in an official capacity as bishop and to successors in office, or as trustee under an oral or written trust for an incorporated or unincorporated body, in this state, whether the grantee is designated as trustee in the conveyance or not, and the consideration for it was paid by the body, and at the time of the conveyance the bishop's religious denomination or church had its central or supreme government in a foreign country and was the country's state church, and later the country's form of government was changed and the religious denomination or church ceased to be its state church, and the record title to the real property is in the name of the grantee or a successor in office, and the body, whether incorporated or not, possesses the real property and has possessed it for ten or more years under a claim of ownership, the district court shall, in an action brought by the body, make a decree vesting the title, both legal and equitable, to the real property in the body. An unincorporated body must incorporate under Minnesota law before the commencement of the action.

Actions under this section must be brought in the same way as actions to quiet title to real property in this state, as provided in chapters 557 to 561.

History: *(8002-1, 8002-2) 1927 c 120 s 1,2; 1985 c 265 art 5 s 1*

315.40 EMPLOYEE BENEFITS.

A religious society, religious association, or religious corporation may, when authorized by its members, support and pay benefits to its ministers, teachers, and other employees, or those of a congregation or educational, benevolent, charitable, or other body affiliated with it or under its jurisdiction; pay benefits to their surviving spouse, children, or other dependents or beneficiaries; collect contributions and other payments; and create, invest, manage, and disburse necessary endowment, reserve, and other funds for these purposes.

The insurance laws of this state do not apply to the operations of a society, association or corporation under this section.

History: *(8002-4) 1929 c 180; 1985 c 265 art 5 s 1; 1986 c 444*

315.41 CAMP MEETING ASSOCIATIONS; FORMATION; CAPITAL STOCK.

Camp or grove meetings, Sunday school assemblies, or societies for religious instruction or worship, and for mutual improvement in moral, literary, or social culture, may incorporate under this chapter. The amount of capital stock must be at least $5,000, divided into shares of not less than $10 nor more than $50 and paid in as provided in its bylaws.

History: *(7909) RL s 3114; 1985 c 265 art 5 s 1*

315.42 TAX EXEMPT; NO STREETS THROUGH PROPERTY.

Property necessarily used by such a corporation, and not leased or used for profit, is exempt from taxation. No roads or streets shall be laid through the property without the consent of the corporation's governing board.

History: *(7910) RL s 3115; 1985 c 265 art 5 s 1*

315.43 [Repealed, 2005 c 10 art 2 s 5]

315.44 YMCA, YWCA; FORMATION, CERTIFICATE.

Three or more persons may form a corporation known as a Young Men's Christian Association or a Young Women's Christian Association by adopting, signing, and acknowledging a certificate of incorporation containing:

(1) the names and places of residence of the incorporators;

(2) the name of the corporation, the location of its principal place of business, and the period of its duration;

(3) the objects of its organization expressly stated;

(4) the number of its directors, not less than five, who shall manage its affairs, how and when elected, and the time and place of annual meetings; and

(5) the terms of admission to active membership.

The certificate must be recorded with the county recorder of the county of its principal place of business.

History: *(8003) RL s 3164; 1963 c 635 s 1; 1976 c 181 s 2; 1985 c 265 art 5 s 1; 1987 c 49 s 7; 1994 c 438 s 9; 2005 c 4 s 53*

315.45 CLASSIFICATION OF MEMBERS.

The directors may in their bylaws divide the members into active, senior, junior, associate, and other convenient classes, and determine the qualifications for associate membership and provide rules for the trial and expulsion of members. Only active members may vote or hold office in the corporation.

History: *(8004) RL s 3165; 1985 c 265 art 5 s 1*

315.46 BOARD OF TRUSTEES MAY MANAGE REAL PROPERTY.

An association may create a board of trustees to control its property. The board shall consist of at least five trustees, of whom the president of the association is one ex officio. Each trustee must be a member in good standing of some Protestant Evangelical church. No more than three members, exclusive of the president, and in no case a majority, may be members of any one denomination. The first board of trustees must be elected at a regular meeting of the association by a majority vote of the members entitled to vote present and voting. It shall hold office for the time prescribed by its bylaws. Vacancies must be filled by a majority vote of the remaining trustees from nominations made by the board of directors or managers.

History: *(8005) RL s 3166; 1985 c 265 art 5 s 1*

315.47 PROPERTY RIGHTS.

The board shall control the real property of the association and other property its board of directors or trustees may designate. Real property belonging to the association must not be conveyed, disposed of, or mortgaged without the consent of the board, and it is not liable for a debt or obligation of the association unless the debt is contracted with its approval. Property and its income under the control of the board must be devoted only to the purposes of the association. So long as the directors and managers of the association spend it for these purposes, the income must be paid over to the treasurer of the board of directors or managers.

History: *(8006) RL s 3167; 1985 c 265 art 5 s 1*

315.48 REINCORPORATION.

A religious society now conducting its affairs as a Young Men's Christian Association or a Young Women's Christian Association may reincorporate under sections 315.44 to 315.47. The new certificate of incorporation must be executed by all the directors of the association. Upon reincorporation the property of the society passes to and vests in the corporation so formed.

History: *(8007) RL s 3168; 1985 c 265 art 5 s 1; 1987 c 49 s 8*

315.49 [Repealed, 1987 c 49 s 20]

315.50 CONSOLIDATION OF CHURCH CONFERENCES.

Subdivision 1. **Church names.** Upon the consolidation or merger of two or more church conferences, a subordinate or affiliate religious corporation formerly under the governance of one of them may use the name, or appropriate part of it, of the consolidated or merged church conference as part of its name in place of that of the consolidating or merging church conference. Deeds, mortgages, contracts and other legal documents executed by the subordinate or affiliate corporation using the new name are legal and binding on the subordinate or affiliate corporation to the same extent as if they had been executed in the old name of the subordinate or affiliate religious corporation.

Subd. 2. **Affidavit.** A member of the subordinate or affiliate religious corporation may file with the county recorder of the county where it is located and also where it owns property an affidavit stating (1) its corporate name and book and page where recorded, (2) the names of the consolidating or merging church conferences, (3) the name of the consolidated or merged church conference, (4) its name as used following the consolidation or merger, including the name of the consolidated or merged church conference, or part of it, (5) that the affidavit is made pursuant to this section, and (6) the text of subdivision 1.

History: *1969 c 830 s 1,2; 1976 c 181 s 2; 1985 c 265 art 5 s 1*

315.51 JCC; DEFINITION.

A "JCC" means a nonprofit religious organization under section 501(c)(3) of the Internal Revenue Code of 1986 known as the Jewish Community Center of Greater Minneapolis or the Jewish Community Center of Greater St. Paul and organized for the purpose of serving the cultural, educational, and recreational needs of the Jewish community.

History: *1996 c 471 art 2 s 24*