304A.202 RIGHT OF ACTION.

Subdivision 1. **Standing and grounds for claims.** (a) No person other than a shareholder may assert a claim under this chapter or chapter 302A against a public benefit corporation, its directors, or its officers on account of the public benefit corporation's director's or officer's failure to pursue or create general public benefit or a specific public benefit.

(b) A public benefit corporation is not liable for monetary damages under this chapter for any failure of the public benefit corporation to pursue or create general public benefit or a specific public benefit.

Subd. 2. **Grounds for relief.** In addition to the grounds for relief stated in section 302A.751, subdivision 1, paragraph (b), a court may grant relief under this chapter when:

(1) directors or those in control of a public benefit corporation have breached the duties stated in section 304A.201 to a substantial extent and in a sustained manner; or

(2) the public benefit corporation has for an unreasonably long period of time failed to pursue:

(i) in the case of a general benefit corporation:

(A) general public benefit; or

(B) any specific public benefit purpose stated in its articles; and

(ii) in the case of a specific benefit corporation, any specific public benefit purpose stated in its articles.

Subd. 3. **Particular relief available.** (a) In an action under this chapter, in addition to granting any other equitable relief the court deems just and reasonable in the circumstances, the court may:

(1) order the public benefit corporation to terminate its status as a public benefit corporation pursuant to section 304A.103, subdivision 1;

(2) remove one or more directors from the public benefit corporation's board of directors and determine whether the vacancy will be filled:

(i) as provided in section 302A.225; or

(ii) by court appointment, with the appointee to serve only until a qualified successor is elected by the shareholders at the next regular or special meeting of the shareholders;

(3) appoint a receiver of the public benefit corporation to:

(i) wind up and liquidate the activities and business of the public benefit corporation; or

(ii) carry on the business and activities of the public benefit corporation in a manner consistent with this chapter.

(b) Paragraph (a) does not imply any limitations on the relief available in a proceeding brought under section 302A.751 without reference to this chapter.

History: *2014 c 172 s 9*