308C.425 BOARD OF DIRECTORS' MEETINGS.

Subdivision 1. **Time and place.** Meetings of the board may be held from time to time as provided in the articles or bylaws. If the meeting is an open meeting as provided for in this chapter, it must be held on the cooperative's premises or at such other location that the cooperative's members can reasonably attend. If the meeting is a closed meeting as authorized by this chapter, the meeting may be held at any location designated by the board.

Subd. 2. **Open meetings.** Meetings of the board must be open to all members, subject to the following requirements:

(1) to the extent practicable, the board shall give reasonable notice to the members of the date, time, and place of each open board meeting. If the date, time, and place of meetings are provided for in the bylaws, announced at a previous meeting of the board, posted in a location accessible to the members and designated by the board from time to time, or if an emergency requires immediate consideration of a matter by the board, notice is not required;

(2) meetings may be closed to discuss the following:

(i) personnel matters;

(ii) pending or potential litigation, arbitration, or other potentially adversarial proceedings between members or between the board or cooperative and members, or other matters in which any member may have an adversarial interest if the board determines that closing the meeting is necessary to discuss strategy or to otherwise protect the position of the board or cooperative or the privacy of a member;

(iii) criminal activity arising within the cooperative if the board determines that closing the meeting is necessary to protect the privacy of the victim or that opening the meeting would jeopardize investigation of the activity;

(iv) meetings with legal counsel for counsel and advice on any matter of concern to the board; and

(v) review of financial and other lawful information required by the board of directors of all applicants for membership in the cooperative; and

(3) the minutes of any part of a meeting that is closed under this section may be kept confidential at the discretion of the board.

Subd. 3. **Electronic communications.** (a) A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference constitutes a board meeting if the same notice is given of the conference as would be required by subdivision 4 for a meeting and if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

(b) A director may participate in an in-person board meeting by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Subd. 4. **Calling meetings and notice.** Unless the articles or bylaws provide for a different time period, a director may call a board meeting by giving at least ten days' notice or, in the case of organizational meetings, at least three days' notice to all directors of the date, time, and place of the meeting. The notice need not state the purpose of the meeting unless this chapter, the articles, or the bylaws require it.

Subd. 5. **Previously scheduled meetings.** If the day or date, time, and place of a board meeting have been provided in the articles or bylaws, or announced at a previous meeting of the board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Subd. 6. **Waiver of notice.** A director may waive notice of a meeting of the board. A waiver of notice by a director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting after the objection.

Subd. 7. **Absent directors.** If the articles or bylaws so provide, a director may give advance written consent or opposition to a proposal to be acted on at a board meeting. If the director is not present at the meeting, consent, or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition must be counted as the vote of a director present at the meeting in favor of or against the proposal and must be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

History: *2024 c 96 art 1 s 28; 2025 c 20 s 241*