

**317A.111 ARTICLES.**

Subdivision 1. **Required provisions.** The articles of incorporation must contain:

- (1) the name of the corporation;
- (2) the address of the registered office of the corporation and the name of its registered agent, if any, at that address; and
- (3) the name and address of each incorporator.

Subd. 2. **Statutory provisions that may be modified only in articles.** The following provisions govern a corporation unless modified in the articles:

- (1) a corporation has a general purpose of engaging in any lawful activity (section 317A.101);
- (2) the power to initially adopt, amend, or repeal the bylaws is vested in the board (section 317A.181);
- (3) cumulative voting for directors is prohibited (section 317A.215);
- (4) a written action by the board taken without a meeting must be signed by all directors (section 317A.239); and
- (5) members are of one class (section 317A.401).

Subd. 3. **Statutory provisions that may be modified in articles or bylaws.** The following provisions govern a corporation unless modified in the articles or bylaws:

- (1) a certain method must be used for amending the articles (section 317A.133);
- (2) a corporation has perpetual duration and certain powers (section 317A.161);
- (3) certain procedures apply to the adoption, amendment, or repeal of bylaws by the members with voting rights (section 317A.181);
- (4) a director holds office until expiration of the director's term and election of a successor (section 317A.207);
- (5) the term of a director filling a vacancy expires at the end of the term the director is filling (section 317A.207);
- (6) the compensation of directors is fixed by the board (section 317A.211);
- (7) a certain method must be used for removal of directors (section 317A.223);
- (8) a certain method must be used for filling board vacancies (section 317A.227);
- (9) board meetings must be held at least once per year, and if the board fails to select a place for a board meeting, it must be held at the registered office (section 317A.231);
- (10) a director may call a board meeting, and the notice of the meeting need not state the purpose of the meeting (section 317A.231);
- (11) a majority of the board is a quorum (section 317A.235);

(12) the affirmative vote of the majority of directors present is required for board action (section 317A.237);

(13) a committee consists of one or more persons, who need not be directors, appointed by the board (section 317A.241, subdivision 2), and a committee may create one or more subcommittees and may delegate to a subcommittee any, or all, of the authority of the committee (section 317A.241, subdivision 3);

(14) the president and treasurer have certain duties, until the board determines otherwise (section 317A.305);

(15) a certain method must be used for removal of officers (section 317A.341);

(16) officers may delegate some or all of their duties and powers, if not prohibited by the board from doing so (section 317A.351);

(17) a corporation does not have members (section 317A.401);

(18) the board may determine the consideration required to admit members (section 317A.401);

(19) all members are entitled to vote and have equal rights and preferences in matters (section 317A.401);

(20) memberships may not be transferred (section 317A.405);

(21) a corporation with voting members must hold a regular meeting of voting members annually (section 317A.431);

(22) if a specific minimum notice period has not been fixed by law, at least five days' notice is required for a meeting of members (section 317A.435);

(23) the board may fix a date up to 60 days before the date of a members meeting as the date for determination of the members entitled to notice of and entitled to vote at the meeting (section 317A.437);

(24) each member with voting rights has one vote (section 317A.441);

(25) the affirmative vote of the majority of members with voting rights present and entitled to vote is required for action of the members, unless this chapter or the articles or bylaws require a greater vote or voting by class (section 317A.443);

(26) members with voting rights may take action at a meeting by voice or ballot, by unanimous action without a meeting, by mailed ballot, or by electronic communication (section 317A.443);

(27) the number of members required for a quorum is ten percent of the members entitled to vote (section 317A.451);

(28) certain procedures govern acceptance of member acts (section 317A.455); and

(29) indemnification of certain persons is required (section 317A.521).

**Subd. 4. Optional provisions; specific subjects.** The following provisions relating to the management or regulation of the affairs of a corporation may be included in the articles or, except for naming members of the first board, in the bylaws:

(1) the first board of directors may be named in the articles (section 317A.171);

- (2) additional qualifications for directors may be imposed (section 317A.205);
- (3) terms of directors may be staggered (section 317A.207);
- (4) the day or date, time, and place of board meetings may be fixed (section 317A.231);
- (5) in addition to the president, authority to sign and deliver certain documents may be delegated to an officer or agent of the corporation (section 317A.305);
- (6) additional officers may be designated (section 317A.311);
- (7) additional powers, rights, duties, and responsibilities may be given to officers (section 317A.311);
- (8) a method for filling vacant offices may be specified (section 317A.341);
- (9) membership criteria and procedures for admission may be established (section 317A.401);
- (10) membership terms may be fixed (section 317A.401);
- (11) a corporation may levy dues, assessments, or fees on members (section 317A.407);
- (12) a corporation may buy memberships (section 317A.413);
- (13) a corporation may have delegates with some or all the authority of members (section 317A.415);
- (14) the day or date, time, and place of regular member meetings or the place of special meetings may be fixed (section 317A.431);
- (15) certain persons may be authorized to call special meetings of members (section 317A.433);
- (16) notices of special member meetings may be required to contain certain information (section 317A.433);
- (17) a larger than majority vote may be required for member action (section 317A.443);
- (18) members with voting rights may vote by proxy (section 317A.453); and
- (19) members with voting rights may enter into voting agreements (section 317A.457).

Subd. 5. **Optional provisions; generally.** The articles may contain other provisions consistent with law relating to the management or regulation of the affairs of the corporation.

Subd. 6. **Powers need not be stated.** It is not necessary to state the corporate powers granted by this chapter in the articles.

Subd. 7. **Substantive law controls.** If there is a conflict between subdivision 2, 3, or 4 and another section of this chapter, the other section controls.

Subd. 8. **Dependence on facts outside of the articles.** Except for provisions included pursuant to subdivision 1, a provision of the articles may:

- (1) be made dependent upon facts ascertainable outside the articles, but only if the manner in which the facts operate upon the provision is clearly and expressly set forth in the articles; and

(2) incorporate by reference some or all of the terms of an agreement, contract, or other arrangement entered into by the corporation, but only if the corporation retains at its principal executive office a copy of the agreement, contract, or other arrangement or the portions incorporated by reference.

**History:** *1989 c 304 s 10; 1990 c 488 s 6,7; 1992 c 503 s 3; 2010 c 250 art 1 s 12-14; art 2 s 16*