

**322B.643 BOARD OF GOVERNORS MEETINGS.**

Subdivision 1. **Time and place.** Meetings of the board of governors may be held from time to time as provided in the articles of organization, a member control agreement, or bylaws at any place within or without the state that the board of governors may select or by any means described in subdivision 2. If the board of governors fails to select a place for a meeting, the meeting must be held at the principal executive office, unless the articles, a member control agreement, or bylaws provide otherwise. The board of governors may determine under subdivision 2 that a meeting of the board of governors shall be held solely by means of remote communication.

Subd. 2. MS 2000 [Paragraph (b) renumbered subd 3]

Subd. 2. **Meetings solely by means of remote communication.** Any meeting among governors may be conducted solely by one or more means of remote communication through which all of the governors may participate with each other during the meeting, if the same notice is given of the meeting as would be required by subdivision 4, and if the number of governors participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by that means constitutes presence in person at the meeting.

Subd. 3. MS 2000 [Renumbered subd 4]

Subd. 3. **Participation in meetings by means of remote communication.** A governor may participate in a board of governors meeting by means of conference telephone or, if authorized by the board, by such other means of remote communication, in each case through which the governor, other governors so participating, and all governors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Subd. 4. MS 2000 [Renumbered subd 5]

Subd. 4. **Calling meetings and notice.** (a) Unless the articles of organization, a member control agreement, or bylaws provide for a different time period, a governor may call a board meeting by giving at least ten days' notice or, in the case of organizational meetings under section 322B.60, subdivision 2, at least three days' notice to all governors of the date, time, and place of the meeting. The notice need not state the purpose of the meeting unless the articles, a member control agreement, or bylaws require it.

(b) Any notice to a governor given under any provision of this chapter, the articles, a member control agreement, or the bylaws by a form of electronic communication consented to by the governor to whom the notice is given is effective when given. The notice is deemed given if by:

- (1) facsimile communication, when directed to a telephone number at which the governor has consented to receive notice;
- (2) electronic mail, when directed to an electronic mail address at which the governor has consented to receive notice; and
- (3) any other form of electronic communication by which the governor has consented to receive notice, when directed to the governor.

(c) Consent by a governor to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the governor, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent.

Subd. 5. MS 2000 [Renumbered subd 6]

Subd. 5. **Previously scheduled meetings.** If the day or date, time, and place of a board of governors meeting have been provided in the articles, a member control agreement, or bylaws, or announced at a previous meeting of the board of governors, 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 governor may waive notice of a meeting of the board of governors. A waiver of notice by a governor entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a governor at a meeting is a waiver of notice of that meeting, except where the governor objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting after the objection.

**History:** 1992 c 517 art 2 s 76; 1996 c 361 s 36; 1999 c 85 art 2 s 68-70,96; 2002 c 311 art 2 s 14; 2004 c 199 art 14 s 47,48; 2008 c 233 art 2 s 6,7