



## Special Meetings of Voting Members Policy

A special meeting of members shall be held:

- (1) on call of the Board of Directors; or
- (2) if at least 50 members with voting rights or ten percent of the members with voting rights, whichever is less, sign, date, and deliver to the president or the treasurer one or more written demands for the meeting describing the purpose for which it is to be held.

Within 30 days after receipt of a demand for a special meeting from voting members, the board shall cause a special meeting to be called and held on notice no later than 90 days after receipt of the demand.

A special meeting of the members shall be held in conjunction with a general meeting.

The notice of the meeting must be given at least at two general meetings prior to the special meeting but not more than 60 days before the date of the special meeting. The notice must contain the date, time, and place of the meeting, and a statement of the purposes of the meeting. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

*Notice of meetings of members must be given to every voting member as of the record date. The board may set a record date not more than 60 days, or a shorter time period provided in the articles or bylaws, before the date of a meeting of members as the date for the determination of the members entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only voting members on that date are entitled to notice of and permitted to vote at that meeting of members.*

After setting a record date for notice of and voting at a meeting, a corporation shall prepare an alphabetical list of the names of its members who are entitled to notice and to vote. The list must show the address and number of votes each member is entitled to vote at the meeting. This list of members must be available for inspection by a member with voting rights for the purpose of communication with other members concerning the meeting, beginning two business days after the meeting notice is given and continuing through the meeting, *at the corporation's registered office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. The list also must be available at the meeting. A member, a member's agent, or attorney is entitled on written demand to inspect and to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.*

Reference Minnesota statute 317A sections 433, 435, 437, and 439.