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Information Report
Number 30

State Incorporation Statutes for Farmer Cooperatives



State Incorporation Statutes for Farmer Cooperatives
James R. Baarda, Agricultural Cooperative Service,
U.S. Department of Agriculture, Cooperative Information Report 30
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ABSTRACT

The statutory laws of all States and the District of Columbia were searched for statutes designed for cooperative incorporation. Statutes available for incorporation of farmer cooperatives were identified. At least one such cooperative incorporation statute was found for every State, and a total of 85 statutes were chosen for analysis in this report. A detailed and comprehensive set of more than 300 topics addressed by the various statutes was developed. This report is a comparative analysis of all 85 statutes for each of the 300 topics.

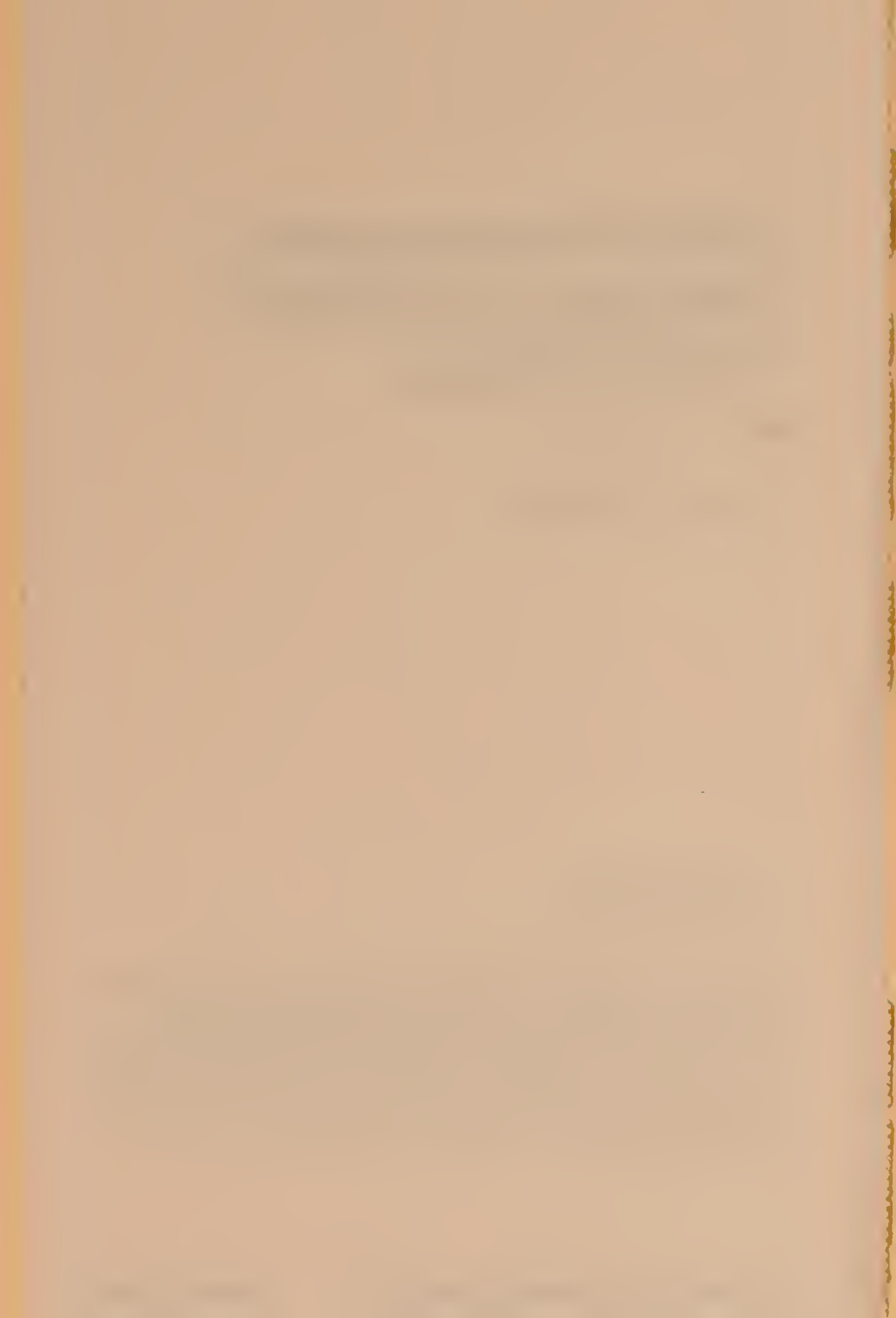
Keywords: Cooperative law, cooperative incorporation, incorporation statutes, State statutes, cooperative statutes

State Incorporation Statutes for Farmer Cooperatives

James R. Baarda

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HIGHLIGHTS

Most cooperative associations in the United States are incorporated. Incorporation of most businesses, whether cooperative or noncooperative corporations, is a matter of State statutory law. Statutes describe incorporation requirements and many aspects of the structure and operation of the incorporated cooperative.

Every State has at least one statute farmers may use to form a cooperative. Most have more than one. Eighty-five statutes were analyzed and compared. Also included in the analysis is the "Standard Act" drafted primarily by Aaron Sapiro and adopted by a majority of States in the early 1920's. It provides the basis for about half the statutes.

State cooperative incorporation statutes vary widely, both in what topics are covered by each statute and in specific requirements by topic. Some statutes are detailed, while others give only summary descriptions of organizational and structural requirements of cooperative associations to which the statute applies.

Many statutes apply business corporation law if not in conflict with the cooperative incorporation statute. Many statutes say the cooperative association is "deemed" nonprofit because its purpose is not to make a profit for itself nor for its members as shareholders, but only for its members as farmer producers.

About half of the 85 statutes analyzed are restricted to use by farmers only. Remaining statutes are more general, available to farmers and nonfarmers alike who wish to organize a cooperative business association.

Incorporation statutes give organizations power to conduct business. In cooperative incorporation statutes, powers may be either specific or general. Powers to market, process, handle byproducts, purchase, and manufacture are commonly specified in the statutes. More general powers, such as all powers necessary and proper to conduct business, or powers granted generally to all business corporations, are commonly granted in cooperative incorporation statutes.

Statutes usually describe the association formation process, including number of incorporators required, association name, expenses, and how long the association may exist. Articles and bylaws are described in some detail by most statutes. Most require listed contents for articles of incorporation and permit, but do not require listed contents for bylaws.

Qualification for membership is described in most statutes, the most common that members be farmers. Documents of membership such as membership or stock certificates may be described. Many statutes say what rights members have when they join the association. Statutes may restrict membership transfer.

Members' control of their cooperative is described by most statutes. Topics include: voting power of individual members (one-member, one-vote, patronage based voting, or other), and books and records available to members. Regular meetings are typically required, and many incorporation statutes give members the right to call a special membership meeting when certain conditions are met.

Incorporation statutes usually give the number of directors required, their qualifications, and the method by which they are selected. Procedures for director removal are common in statutes. Director compensation, board meetings, and board committees are often described. Offices to be filled are specified by most statutes, and officer removal may be described.

Incorporation statutes frequently describe the patronage relationship between user and cooperative. Many statutes limit business done with nonmembers to half the association's total business. Patronage refunds are also described, and detailed information on marketing contracts is common in incorporation statutes.

Financial structure and operation of cooperative associations are addressed by a majority of statutes, though the detail with which financial subjects are described varies widely. Some statutes apply only to nonstock associations, but most apply to cooperatives with or without capital stock. Subscription, payment, limits on ownership, and limits on transfer of membership stock are common statutory provisions. Preferred stock is noted in a majority of statutes. Other aspects of capital structure noted in many statutes are: Number of shares and their value, limits on capital stock dividends, reserves, and stock redemption.

Merger, consolidation, subsidiaries, and cooperative association dissolution are described by some statutes. Detail and procedures described vary. Disposition of all assets many require special member approval, as is the case for merger, consolidation, and dissolution.

Cooperative incorporation statutes may contain regulatory provisions, the most common being annual report filing requirements. Special State antitrust rules for farmer cooperatives are frequently found in cooperative incorporation statutes.

CHAPTER 1: STATUTES ANALYZED, CORPORATE LAW REFERENCES; USING THE REPORT

Purposes of this report are (1) to identify the basic State statutes under which farmers may form cooperative associations and (2) to compare provisions of the identified statutes on a topic by topic basis.

The magnitude of the project dictates a compact reporting system for the results. Chapter 1 contains information to be used as reference material in following chapters, information not repeated for each topic. For example, the list of statutes in subsection 1.02.02 permits shortened references to statutory section or article numbers in all following text and tables. The section or article number from a table may be combined with the statutes list to obtain a complete statute citation.

A numerical system is used to identify topics of analysis, a common practice in legal reference works. Section 1.01 describes topic organization for the report's contents.

Section 1.02 describes criteria used to choose statutes for analysis, and lists complete statute citations for later reference. The subsequent section defines limitations on statutory interpretation.

Statutory references to general corporation law are shown in section 1.04.

Conventions in methodology and reference used throughout the report are described in section 1.05, also to be used for reference in the remainder of the report.

1.01 Organization of Topics

All statutes are analyzed by topic. Topics are not necessarily identified by statutes themselves as separate subjects. Topics are developed independently for clarity, detail, and thoroughness. The list of topics is comprehensive, in that all provisions of all statutes analyzed are included, with a few minor exceptions usually related to local law only or that are not instructive for statutory comparison purposes.

Similarly, organization of topics is not compelled by any particular statutory design. Organization generally follows a logical progression of inquiry made by someone interested in the statutes as a description of the cooperative business enterprise.

Chapter 1 gives basic information about using the report, including a description of organization, topics, and conventions used to report research results. Analyzed statutes are identified, and complete

citations are listed that may be combined with references given throughout the report to locate specifically the statutory provision of interest. Relationships between cooperative incorporation statutes and noncooperative business law are noted.

Chapters 2, 3, and 4 contain topics that help define the kinds of associations that may be formed under statutes analyzed. Chapter 2 notes statutory declarations of public policy upon which cooperative corporation statutes are based. Chapters 3 and 4 describe statutory definitions of cooperatives and other definitions, respectively.

Chapters 5 and 6 address the purposes and powers, respectively, of associations formed under the statutes.

Chapter 7 includes topics of interest in the association formation process. Chapters 8 and 9 summarize descriptions and requirements of major documents used to form and regulate the association—articles of incorporation and bylaws, respectively.

Topics concerning membership are contained in chapter 10. Control of the association by members is the subject of chapter 11, followed by chapters 12 and 13 dealing with directors and officers, respectively, as elements of control and operation.

Topics on the relation of patron to cooperative association are contained in chapter 14, and statutory provisions on cooperative finance are discussed in chapter 15.

Fundamental changes in association structure are described in many statutes. Chapter 16 summarizes topics on cooperative merger, consolidation, and subsidiaries. Chapter 17 discusses dissolution of a cooperative association.

Finally, chapter 18 addresses topics on a variety of subjects relating to regulatory matters, association legal actions, and antitrust law provisions.

1.02 Statutes Analyzed

Statutes analyzed were chosen according to criteria established at the beginning of the project. Codified laws of all States and the District of Columbia were searched for provisions meeting established criteria.

1.02.01 Criteria of Choice

One purpose of the report is to identify basic statutes designed for incorporation of a farmer cooperative association. However, the final selection does not include all statutes that may be actually used by associations, and includes some that may not be available under most circumstances.

General business corporation statutes are occasionally used for incorporation of farmer cooperatives, as are some nonprofit association laws. Those statutes are not included in the study because they are not specifically designed for cooperative business enterprises.

On the other hand, some statutes selected for analysis are of historical interest only or are of very limited practical use. Included in those of historical interest is the statute referred to as the Standard Act. Its influence on a great majority of existing farmer cooperative statutes mandates analysis along with contemporary statutes. The District of Columbia statute is a consumer cooperative statute but is included as a benchmark for comparison.

1.02.02 Statutes Identified

In total, 86 statutes were selected for analysis, including the Standard Act and the District of Columbia Act. In a few States, cooperative provisions are structured so identification of separate statutes is difficult; one, two, or three statutes may be involved in one cluster of cooperative principles.

The following list shows all statutes analyzed by State. The number in parenthesis after the State name is the number of statutes selected for analysis in that State. The number in brackets preceding each statutory reference is the identification number assigned to that State's statute throughout the report.

Alabama (3)

Code of Alabama

Title 2. Chapter 10. Cooperatives and Associations

- [1] Article 2. Marketing Associations Generally
ss 2-10-20 to 2-10-35
- [2] Article 3. Incorporated Marketing Association
ss 2-10-50 to 2-10-74
- [3] Article 4. Mutual Farming or Trucking Associations
ss 2-10-90 to 2-10-108

Alaska (1)

Alaska Statutes

Title 10. Corporations and Associations

- Chapter 15. Alaska Cooperative Corporation Act
ss 10.15.005 to 10.15.600

Arizona (1)

Arizona Revised Statutes Annotated

Title 10. Corporations and Associations

Chapter 2. Corporations and Associations Not for Profit

Article 1. Cooperative Marketing Associations

ss 10-701 to 10-724

Arkansas (3)

Arkansas Statutes Annotated

Title 64. Corporations and Associations

[1] Chapter 15. Cooperative Associations

ss 64-1501 to 64-1525

Title 77. Agriculture and Horticulture

[2] Chapter 9. Cooperative Marketing Associations

ss 77-901 to 77-928

[3] Chapter 10. Agricultural Cooperative Associations

ss 77-1001 to 77-1027

California (2)

California Food and Agricultural Code

Division 20. Processors, Storers, Dealers, and Distributors of
Agricultural Products

[1] Chapter 1. Nonprofit Cooperative Associations

ss 54001 to 54294

California Corporations Code

Title 1. Corporations

Division 3. Corporations for Specific Purpose

[2] Part 2. Cooperative Corporations

ss 12200 to 12956

Colorado (3)

Colorado Revised Statutes

Title 7. Corporations and Associations

[1] Article 55. Cooperatives - General

ss 7-55-101 to 7-55-121

[2] Article 56. Cooperative Marketing Associations

ss 7-56-101 to 7-56-133

[3] Article 57. Agricultural and Livestock Associations

ss 7-57-101 to 7-57-106

Connecticut (2)

Connecticut General Statutes Annotated

Title 33. Corporations

- [1] Chapter 595. Cooperative Associations
ss 33-183 to 33-193
- [2] Chapter 596. Cooperative Marketing Corporations
ss 33-194 to 33-217

Delaware (1)

Delaware Code Annotated

Title 3. Agriculture

- Part VII. Cooperative Agricultural Associations or Corporations
Chapter 85. Corporation Law for Cooperative
Agricultural Associations
ss 8501 to 8562

District of Columbia (1)

District of Columbia Code Encyclopedia

Title 29. Corporations

- Chapter 8. Cooperative Associations
ss 29-801 to 29-847

Florida (2)

Florida Statutes Annotated

Title 34. Corporations and Business Trusts

- [1] Chapter 618. Agricultural Cooperative Marketing
Associations
ss 618.01 to 618.28
- [2] Chapter 619. Nonprofit Cooperative Associations
ss 619.01 to 619.09

Georgia (1)

Code of Georgia Annotated

Title 65. Marketing Associations

- Chapter 65-2. Nonprofit Cooperative Associations
ss 65-201 to 65-231

Hawaii (1)

Hawaii Revised Statutes

Title 23. Corporations and Partnerships

- Chapter 421. Agricultural Cooperative Associations
ss 421-1 to 421-27

Idaho (1)

Idaho Code

Title 22. Agriculture and Horticulture

Chapter 26. Cooperative Marketing Associations

ss 22-2601 to 22-2628

Illinois (2)

Smith-Hurd Illinois Annotated Statutes

Chapter 32. Corporations

[1] Cooperative Act

ss 305 to 331

[2] Agricultural Cooperative Act

ss 440 to 472

Indiana (1)

Burns Indiana Statutes Annotated

Title 15. Agriculture and Animals

Article 7. Miscellaneous

Chapter 1. Indiana Agricultural Cooperative Act

ss 15-7-1-1 to 15-7-1-33

Iowa (3)

Iowa Code Annotated

Title 19. Corporations

[1] Chapter 497. Cooperative Associations

ss 497.1 to 497.32

[2] Chapter 498. Nonprofit-sharing Cooperative Associations

ss 498.1 to 498.34

[3] Chapter 499. Cooperative Associations (Organized after July 4, 1935)

ss 499.1 to 499.84

Kansas (2)

Kansas Statutes

Chapter 17. Corporations

[1] Article 15. Cooperative Societies

ss 17-1501 to 17-1519

[2] Article 16. Cooperative Marketing

ss 17-1601 to 17-1636

Kentucky (2)

Kentucky Revised Statutes

Title 23. Private Corporations and Associations

Chapter 272. Cooperative Corporations and Marketing Associations

[1] Cooperative Corporations Generally

ss 272.020 to 272.050

[2] Agricultural Cooperative Associations

ss 272.101 to 272.345

Louisiana (2)

West's Louisiana Revised Statutes Annotated

Title 3. Agriculture and Animals

Chapter 2. Cooperative Associations

[1] Part 1. Agricultural Cooperative Associations

ss 71 to 88

[2] Part 11. Cooperative Marketing Associations

ss 121 to 149

Maine (1)

Maine Revised Statutes

Title 13. Noncapital Stock Corporations

Chapter 85. Cooperatives

Subchapter 11. Agricultural Marketing and Bargaining

Articles 1 to 5. Uniform Agricultural Cooperative Association Act

ss 1771 to 1952

Maryland (1)

Annotated Code of Maryland

Corporations and Associations

Title 5. Special Types of Corporations

Subtitle 5. Cooperatives

ss 5-501 to 5-532

Massachusetts (3)

Annotated Laws of Massachusetts

Chapter 157. Cooperative Corporations

[1] Cooperative Business Corporations

ss 1, 2

[2] Cooperative Agricultural, Dairy or Mercantile Associations

ss 3 to 9

[3] Agricultural and Other Cooperative Corporations Without Capital Stock

ss 10 to 18

Michigan (1)

Michigan Statutes Annotated

Title 21. Corporations

Part 1. General Provisions

Chapter 195. General Corporations Act

ss 21.99 to 21.110

Minnesota (2)

Minnesota Statutes Annotated

Chapter 308. Cooperative Associations

[1] ss 308.01 to 308.18

[2] Cooperative Marketing Act

ss 308.51 to 308.92

Mississippi (2)

Mississippi Code Annotated

Title 79. Corporations, Associations, and Partnerships

[1] Chapter 17. Agricultural Associations; Conversion to
Corporate Form

ss 79-17-1 to 79-17-41

[2] Chapter 19. Agricultural Cooperative Marketing Associations

ss 79-19-1 to 79-19-63

Missouri (2)

Vernon's Annotated Missouri Statutes

Title 17. Agriculture and Animals

[1] Chapter 274. Cooperative Marketing Associations

ss 274.010 to 274.300

Title 23. Corporations, Associations and Partnerships

[2] Chapter 357. Cooperative Companies

ss 357.010 to 357.190

Montana (3)

Montana Code Annotated

Title 35. Corporations, Partnerships, and Associations

[1] Chapter 15. Cooperative Associations

ss 35-15-101 to 35-15-507

[2] Chapter 16. Agricultural Associations

ss 35-16-101 to 35-16-406

[3] Chapter 17. Cooperative Agricultural Marketing

ss 35-17-101 to 35-17-507

Nebraska (2)

Revised Statutes of Nebraska

Chapter 21. Corporations

[1] Article 13. Cooperative Companies

ss 21-1301 to 21-1306

[2] Article 14. Nonstock Cooperative Marketing Companies

ss 21-1401 to 21-1414

Nevada (3)

Nevada Revised Statutes

Title 7. Corporations; Associations; Partnerships

Chapter 81. Nonprofit and Cooperative Corporations and Associations

[1] Nonprofit Cooperative Corporations

ss 81.010 to 81.160

[2] Cooperative Associations

ss 81.170 to 81.280

[3] Nonstock, Nonprofit Cooperative Corporations

ss 81.410 to 81.540

New Hampshire (1)

New Hampshire Revised Statutes Annotated

Title 27. Corporations, Associations, and Proprietors of Common Lands

Chapter 301. Cooperative Marketing and Rural Electrification Associations

ss 301:1 to 301:52

New Jersey (1)

New Jersey Statutes Annotated

Title 4. Agriculture-Domestic Animals

Chapter 13. Agricultural Cooperative Associations

ss 4:13-1 to 4:13-50

New Mexico (2)

New Mexico Statutes Annotated

Chapter 53. Corporations

[1] Article 4. Cooperative Associations

ss 53-4-1 to 53-4-45

Chapter 76. Agriculture

[2] Article 12. Cooperative Marketing Associations

ss 76-12-1 to 76-12-23

New York (1)

McKinney's Consolidated Laws

Cooperative Corporations Law

Chapter 77. Cooperative Corporations Law

ss 1 to 134

North Carolina (2)

General Statutes of North Carolina

Chapter 54. Cooperative Organizations

[1] Subchapter IV. Cooperative Associations

ss 54-111 to 54-128

[2] Subchapter V. Marketing Associations

ss 54-129 to 54-166

North Dakota (1)

North Dakota Century Code

Title 10. Corporations

Chapter 10-15. Cooperative Associations

ss 10-15-01 to 10-15-61

Ohio (1)

Ohio Revised Code Annotated (Page)

Title 17. Corporations—Partnerships

Chapter 1729. Cooperatives

ss 1729.01 to 1729.99

Oklahoma (2)

Oklahoma Statutes Annotated

Title 2. Agriculture

Chapter 4. Cooperative Agricultural Associations

[1] Cooperative Agricultural or Horticultural Associations

ss 331 to 354

[2] Cooperative Marketing Associations

ss 361 to 361y

Oregon (1)

Oregon Revised Statutes

Title 7. Corporations and Partnerships

Chapter 62. Cooperatives

ss 62.005 to 62.865

Pennsylvania (2)

Purdon's Pennsylvania Statutes Annotated

Title 15. Corporations and Unincorporated Associations

Chapter 32. Particular Types of Cooperative Corporations

[1] Productive and Distributive Associations

ss 12001 to 12023

[2] Agricultural Associations

ss 12101 to 12135

Rhode Island (1)

General Laws of Rhode Island

Title 7. Corporations, Associations, and Partnerships

Chapter 7. Producers' Cooperatives

ss 7-7-1 to 7-7-22

South Carolina (2)

Code of Laws of South Carolina

Title 33. Corporations, Partnerships, and Associations

[1] Chapter 45. Cooperative Associations Generally

ss 33-45-10 to 33-45-200

[2] Chapter 47. Marketing Cooperative Associations

ss 33-47-10 to 33-47-1150

South Dakota (1)

South Dakota Compiled Laws Annotated

Title 47. Corporations

Chapters 47-15 to 47-20. Cooperatives—Formation and

General Powers

ss 47-15-1 to 47-20-17

Tennessee (1)

Tennessee Code Annotated

Title 43. Agriculture and Horticulture

Chapter 16. Cooperative Marketing Associations

ss 43-16-101 to 43-16-148

Texas (3)

Texas Civil Code Annotated

- [1] Title 32. Corporations
 - Chapter 9. Nonprofit, Cooperative, Religious, and Charitable
 - Articles 1396-50.01(1) to 1396-50.01(46)
- [2] Title 46. Credit Organizations
 - Chapter 5. Farmers Cooperative Society
 - Articles 2514 to 2524
- [3] Title 93. Markets and Warehouses
 - Chapter 8. Marketing Associations
 - Articles 5737 to 5764

Utah (1)

Utah Code Annotated

- Title 3. Agricultural Cooperative Associations
 - Chapter 1. General Provisions Relating to Agricultural Cooperative Associations
 - ss 3-1-1 to 3-1-41

Vermont (1)

Vermont Statutes Annotated

- Title 11. Corporations, Partnerships, and Associations
 - Chapter 7. Cooperatives
 - ss 981 to 1065

Virginia (2)

Code of Virginia

- Title 13.1. Corporations
 - Chapter 3. Cooperative Associations
 - [1] Article 1. Cooperative Associations Generally
 - ss 13.1-301 to 13.1-311.1
 - [2] Article 2. Agricultural Cooperative Associations
 - ss 13.1-312 to 13.1-345

Washington (2)

Revised Code of Washington Annotated

- Title 23. Corporations and Associations (profit)
 - [1] Chapter 23.86. Cooperative Associations
 - ss 23.86.010 to 23.86.230
- Title 24. Corporations and Associations (nonprofit)
 - [2] Chapter 24.32. Agricultural Cooperative Associations
 - ss 24.32.010 to 24.32.900

West Virginia (1)

West Virginia Code

Chapter 19. Agriculture

Article 4. Cooperative Associations

ss 19-4-1 to 19-4-30

Wisconsin (1)

West's Wisconsin Statutes Annotated

Title 17. Corporations

Chapter 185. Cooperatives

ss 185.01 to 185.990

Wyoming (1)

Wyoming Statutes

Title 17. Corporations, Partnerships and Associations

Chapter 10. Cooperative Marketing Associations

ss 17-10-101 to 17-10-125

The Standard Act

The Bingham Cooperative Marketing Act

From Carroll's Kentucky Statutes, Baldwin's 1936 Revision

ss 883f-1 to 883f-41

1.03 Statutory Interpretation

The objective of this report is to convey what the statutes say, not what they mean in various situations. Interpretation of statutory provisions beyond the words of the statutes is kept to a minimum. The words of the statutes may be interpreted, modified, qualified, or expanded by judicial decisions and related general corporation law, neither of which is addressed in this study. Consequently, the full significance of a statutory statement on a topic is not explored, and this report cannot be used as a complete statement of "the law" on any subject.

1.04 References to Corporation Law

Cooperative incorporation statutes may contain references to general corporation law for specific purposes or may contain general corporation law application provisions. When cooperative incorporation statutes apply general corporation law for specific purposes only, as, for example, where general corporation laws are to be followed for filing articles of incorporation, reference in this report is found under the appropriate topic. In the example, general corporation laws would be mentioned in the topic on filing the articles of incorporation.

General application of corporation law is the subject of this section. Three types of such references are (1) application of general corporation law to subjects not contained in the cooperative incorporation statute, (2) choice of laws in the case of a conflict, and (3) conversion of a noncooperative to a cooperative with the accompanying application of cooperative incorporation statutes.

1.04.01 *General Corporation Law*

Thirty-four statutes are similar to the Standard Act with a statement that "the provisions of the general corporation laws of this state and all powers and rights thereunder, shall apply to the association organized hereunder, except where such provisions are in conflict with or inconsistent with the express provisions of this act." Twelve other statutes use different terminology to apply general corporation law to cooperative associations. The 46 statutes are identified in table 1.04.01.

1.04.02 *Conflicting Laws*

Twenty-seven statutes, along with the Standard Act, note possible conflicts between the cooperative incorporation statute and other laws. The statutes are identified in table 1.04.02.

Eight statutes limit the effects of one cooperative incorporation statute on another. Arkansas [1] and Utah provide for repeal of prior inconsistent statutes.

Mississippi [1] relieves bona fide cooperative associations from conflicting interpretations and constructions, and prohibits misuse of cooperative associations for personal gain or tax avoidance. Minnesota [1], Minnesota [2], and New Mexico [2] state that laws enacted subsequent to the cooperative incorporation act do not amend or repeal the act unless expressly stated.

1.04.03 Cooperative Conversion

In some circumstances an existing organization may choose to adopt a cooperative incorporation statute under which it was not originally incorporated. This may occur with the conversion from a noncooperative to a cooperative corporation or with the adoption of a new cooperative incorporation statute by an association incorporated under an existing cooperative incorporation statute.

The statutes that specifically provide for either type of conversion are identified in table 1.04.03. A total of 61 statutes have some provision relating to conversion. Acts that automatically applied to existing associations or that required no action for adoption are not included.

Three statutes provide for conversion from a cooperative to a noncooperative organization. They are Florida [1] (618.22), Mississippi [1] (79-17-41), and Washington [1] (23.86.210).

1.05 Conventions

Certain conventions in analysis and forms of expression are adopted and used consistently throughout the report to reduce the possibility of confusion. The more important conventions are listed here for reference purposes.

Reference is always made to the statute being analyzed, not the State in which the statute is found. For example, the term "Alaska" used in the text means only the Alaska Cooperative Corporation Act, not the State of Alaska. This convention is in keeping with the report's focus on statutory analysis rather than the complete law applied to cooperatives. At the same time, such terminology alleviates the problem of States with more than one analyzed statute.

Chronological development of statutes is not a subject of the report. Terminology that suggests one statute "follows" or is based upon another is avoided, and each statute is treated independently of all others. The Standard Act was a cooperative law developed primarily by Aaron Sapiro and widely adopted by the States in the early 1920's. It is used as a reference for brevity and to emphasize the common background of many statutes. The version of the Standard Act used for reference in the report is the Kentucky Bingham Act, the most widely discussed, though not the first, example of the Standard Act.

The term "similar" is used to mean either identical or so close that a different meaning is unlikely. Thus, where a provision is described as "similar to the Standard Act" in a table, the language of the provision is either the same as the Standard Act or is so close that it quite clearly means the same thing. Statutes whose difference in language is so great that a difference in meaning is probable are not referred to as "similar," and statutes that probably mean the same, but use significantly different terminology, are not described as "similar."

The report follows the terminology of most statutes and refers to organizations as "associations" rather than "cooperatives." The term "cooperative" is usually used as a description of the kind of association, as in "cooperative association."

Neither the tables nor the accompanying text stand alone. Every attempt is made to identify the major features of a statutory provision in the table entry. However, where a single entry would be incomplete or misleading, additional information is supplied in the text. Quotation of statutes is avoided except for the Standard Act.

It was necessary to establish a consistent cutoff date after which statutory amendments would not be considered. Statutes are analyzed as amended through December 31, 1980.

CHAPTER 2: DECLARATIONS OF POLICY

Many statutes make a declaration of the policy upon which they are based, often including the specific purpose of the incorporation statute. These declarations are generally of four kinds—a summary of the conditions in agriculture to be remedied, a statement of the purpose of the statute, the specific function of incorporation rules, and an indication of how the statute should be construed (interpreted).

2.01 Conditions in Agriculture

A general statement about the conditions of agriculture and the need for cooperatives is found in the Standard Act and six statutes. The Standard Act, as represented by the Kentucky Bingham Act, reads:

“It is here recognized that agriculture is characterized by individual production in contrast to the group or factory system that characterizes other forms of industrial production; and that the ordinary form of corporate organization permits industrial groups to combine for the purpose of group production and the ensuing group marketing and that the public has an interest in permitting farmers to bring their industry to the high degree of efficiency and merchandising skill evidenced in the manufacturing industries; and that the public interest urgently needs to prevent the migration from the farm to the city in order to keep up farm production and to preserve the agricultural supply of the nation; and that the public interest demands that the farmer be encouraged to attain a superior and more direct system of marketing in the substitution of merchandising for the blind, unscientific and speculative selling of crops. . . .”

An almost identical passage is found in California.[1], Colorado [2], Illinois [2], Indiana, Minnesota [2], and Tennessee, identified in table 2.01.

2.02 General Purpose of Statute

Statements on overall purpose are found in 29 statutes, shown in table 2.02, though there is some variation among statutes. The Standard Act says:

“In order to promote, foster, and encourage the intelligent and orderly marketing of agricultural products through cooperation; and to eliminate speculation and waste; and to make the distribution of agricultural products between producer and consumer as direct as can be efficiently done; and to stabilize the marketing of agricultural products, this Act is passed.”

A similar statement is found in 17 statutes, shown in the table.

Three statutes have almost the same statement as the Standard Act but with slight modifications. Louisiana [2] adds “to eliminate speculation, unnecessary middlemen, and waste,” Montana [3] adds a supply function

clause, and Texas [3] is intended additionally to encourage orderly production, cultivation, and care for citrus.

Kansas [2] adds the objective "to promote the development of the most profitable and permanent system of agriculture, the most wholesome and satisfactory living conditions, the highest ideals in home and community life and a general interest in the improvement of field crops, livestock, and in the business of farming and in rural life." Similarly, Louisiana [1] is "designed to encourage the intelligent development of agricultural products through co-operation and to rehabilitate farm families of low income on a scientific and cooperative plan." Improvement of farmers' economic position and cooperative marketing is the goal of other statutes, though stated differently in Alabama [3], Maine, Mississippi [1], New Mexico [2], New York, Oklahoma [2], Oregon, Pennsylvania [2], Utah, and Virginia [2].

2.03 Specific Purpose of Statute

Eleven statutes, identified in table 2.03, give the statute's specific purpose. Such a statement is exemplified by Arkansas [3], which reads: "In order to provide for the formation and operation of agricultural cooperative associations and to provide for the rights, powers, liabilities, and duties of such cooperative associations this act is passed." Similar terms are found in Arkansas [1] and Louisiana [1]. Somewhat less detailed statements to the effect that the purpose of the act is to enable farmers to form cooperative associations are found in Alabama [3], Colorado [2], Illinois [2], Indiana, Mississippi [1], New York, Oklahoma [2], and Tennessee.

2.04 Statutory Construction

Seven statutes say the statute should be "liberally" construed so purposes of the statutes are preserved where interpretation of the statute is required. Such a provision is found in Maine, Nevada [2], New Mexico [2], Oklahoma [2], Pennsylvania [2], Utah, and Virginia [2]. Maine and Utah also indicate the statutes should be construed to make the law uniform among those States that have adopted that form of incorporation statute. Table 2.04 notes the provisions on statutory construction.

2.05 Other Statements

New Jersey (s 4:13-44) states that it is the public policy of New Jersey and is in the public interest to support producers' rights to join cooperative associations. Alabama [1] (s 2-10-20) says "associations are hereby declared to be impressed with a public service."

CHAPTER 3: GENERAL NATURE OF COOPERATIVE ASSOCIATIONS

Each statute is a collection of specific requirements or descriptions that, taken as a whole, define a cooperative association. Many statutes also contain a summary definition of operation on a cooperative basis. These summary statements of what establishes cooperative operation are not necessarily indications of what that statute requires of cooperatives organized under it. Instead, such descriptions of cooperative operation are commonly used to determine whether a cooperative incorporated in another State qualifies for the statute's special cooperative treatment.

Summary definitions are generally of three kinds. First, a cooperative or association may be defined as an organization incorporated under that statute or that meets its qualifications. Second, the general characteristics of the cooperative method of operation may be defined. Third, a widely used statement about the nonprofit nature of a cooperative association can be viewed as a definition of cooperative operation.

3.01 Organizing Statute

Fifty-three statutes and the Standard Act, identified in table 3.01, say that a cooperative association is an association organized under the statute. A few variations include organizations incorporated under other statutes.

3.02 Method of Operation

Thirty-two statutes define a cooperative association or doing business on a cooperative plan in terms of methods of operation. The various statutes place somewhat different emphasis on characteristics essential to cooperative operations. Five statutes, Florida [1], New Mexico [2], North Carolina [2], Oklahoma [2], and Utah, require an association to operate for the mutual benefit of its members, limit returns to capital, and limit the amount of business done with nonmembers.

Several statutes adopt these requirements in their summary statement of cooperative enterprise and add an additional requirement. Four statutes require the association to restrict its purposes to those permitted under the specific statute. Statutes with such an additional requirement are Hawaii, Kentucky [2], Maine, and Virginia [2]. Illinois [2] requires that a cooperative association be owned and controlled by farmers. Colorado [1] specifies that the association must distribute earnings in proportion to patronage. Limitations on voting control appear in Nevada [1], New York, and Texas [3].

Other statutes describe the essential nature of cooperative enterprise with different groupings of operational requirements. Maryland lists five requirements in its summary statement of cooperative enterprise—that the association operate for the mutual benefit of its members, limit its returns to capital, restrict nonmember business, limit member voting, and

distribute earnings based on patronage. Arkansas [1], Kansas [1], Kentucky [1] and Texas [1], only mention the manner of distribution in their summary statements of cooperative enterprise. Distribution in this case refers to, first, payment of a fixed dividend on stock, and second, the pro rata allocation of remaining margins based on purchases from or sales to the association.

Other statutes that include some but not all of the five requirements in the Maryland statute in their summary statements of cooperative operation include California [2], District of Columbia, Iowa [3], Massachusetts [3], Michigan, New Mexico [1], North Dakota, Oklahoma [1], Pennsylvania [2], Vermont, and Wisconsin. Alabama [1] does not rely on the requirements mentioned above but defines cooperative associations as all organizations, incorporated or not, "which have for their objects engaging in activities similar to those of a cooperative marketing association."

3.03 Deemed To Be Nonprofit

The Standard Act states: "Associations organized hereunder shall be deemed 'nonprofit' inasmuch as they are not organized to make profit for themselves, as such, or for their members, as such, but only for their members as producers." A similar statement is contained in 28 statutes.

Hawaii, Kentucky [2], New York, and Virginia [2] contain a provision stating that cooperative associations are nonprofit inasmuch as their primary object is not to pay dividends on invested capital but to render service and provide means and facilities by or through which the producers of agricultural products may receive a reasonable and fair return for their products. Eighteen statutes either state that associations are to be nonprofit or that they are to be operated on a mutual basis. Louisiana [1] specifies that such associations are "nonbusiness" inasmuch as membership is limited to producers of agricultural products. Statements about the nonprofit nature of cooperative associations are noted in table 3.03.

CHAPTER 4: DEFINITIONS

A wide range of terms is defined by the various statutes. This chapter identifies a selected number of definitions. The most common is the definition of agricultural products, a definition made necessary because so many statutes are limited to use by producers of agricultural products.

A word of caution is appropriate. Statutory definitions have some specific purposes for their presence. The definitions therefore may be valid only in the limited context of the statutory structure itself. It is also interesting to note that many terms of importance are not defined at all. The conclusion to be drawn is that statutory definitions, or their absence, must be interpreted with caution.

This section omits a small number of minor terms defined by statute. A significant number of definitions are also placed in other sections where they are associated with appropriate subject matter.

4.01 Agricultural Products

For the most part, agriculturally oriented statutes define "agricultural products." Definitions are noted in table 4.01. Provisions similar to the Standard Act are repeated, with varying degrees of additions or deletions, in more than half of all statutes. The Standard Act states: "The term 'agricultural products' shall include horticultural, viticultural, forestry, dairy, livestock, poultry, bee, and any farm products."

Alabama [2], Alabama [3], Georgia, and New Jersey include marine or aquatic products. Nebraska [2], New York, and Rhode Island include agricultural byproducts, and West Virginia includes products in their natural form or processed products. Hawaii adds nuts, coffee, and plantation products. Illinois [2] and Louisiana [1] include furbearing animals raised in captivity. Delaware adds to the basic list vegetables, fruits, floricultural products of the soil, meats, wool, hides, eggs, nuts, mushrooms, and honey, but does not include timber products.

Variations of Standard Act items are:

Floricultural products: Delaware, Hawaii, Kentucky [2], Maine, New Jersey, New York, Pennsylvania [2], Utah, Virginia [2].

Ranch or range products: Arkansas [2], Arkansas [3], Kansas [2], Louisiana [1].

Field products or crops: Alabama [3], Nebraska [2], Rhode Island, Mississippi [1].

Nuts: Alabama [3], Maine, Mississippi [1], Nebraska [2], New Mexico [1], New York, Oklahoma [2], Pennsylvania [2], Rhode Island, Utah, Virginia [2].

Seeds: Pennsylvania [2], Utah, Virginia [2].

Ground stock: Utah, Virginia [2].

Mushrooms: Pennsylvania [2].

Except forestry or timber products: Delaware, New Mexico [2], Oklahoma [2].

Marine or aquatic products: Alabama [2], Alabama [3], Georgia, New Jersey.

Byproducts: Nebraska [2], New York, Rhode Island.

Natural or processed: West Virginia.

Coffee: Hawaii.

Plantation products: Arkansas [3], Hawaii.

Alabama [3] and Mississippi [1] discuss agricultural products in terms of products of field, pasture, meadow and garden, and fruits, melons, berries, nuts, vegetables . . . and all other things commonly known as agricultural products.

A total of 44 statutes define agricultural products.

4.02 Miscellaneous Terms

Many terms are defined by only a few of the 86 statutes.

Six statutes define the term "corporation." Alaska, Oregon, and South Dakota state that a corporation is a corporation not a cooperative, and North Dakota and Wisconsin similarly say a corporation is a corporation that is not an association. Kentucky [2] defines corporation as a corporation for profit.

North Carolina [1] and Washington [1] list interchangeable terms that mean the same as "association." Pennsylvania [2] and Virginia [2] define "supplies," Alaska, Hawaii, Kentucky [2], Maine, Oregon, Pennsylvania [2], Utah, and Virginia [2] define "board." New York defines "feed," "food," and "food products" to mean substances capable of human, animal, or poultry consumption. North Carolina [2] defines "charter," and Alaska, Hawaii, Maine, Oregon, South Dakota and Utah define "articles."

Oregon and Wisconsin state that "security" means any indebtedness capital stock or other equity interest in a cooperative's assets.

Definitions given by only a few statutes are:

Board: Alaska, Hawaii, Kentucky [2], Maine, Oregon, Pennsylvania, Utah, Virginia [2].

Foreign cooperative or association: Alaska, Kentucky [2], Maine, Oregon, South Dakota, Utah, Wisconsin.

Articles: Alaska, Hawaii, Maine, Oregon, South Dakota, Utah.

Corporation: Alaska, Kentucky [2], North Dakota, Oregon, South Dakota, Wisconsin.

Producers: Alabama [3], Maine, New Jersey, Pennsylvania [2], Utah.

Patron: Delaware, New York, Pennsylvania [2], Virginia [2].

Net Savings: District of Columbia, New Mexico [1], Texas [1], Texas [3].

Commission or commissioner: Alaska, Minnesota [2], Virginia [2].

Cooperative basis or plan: Kentucky [1], New Mexico [1], Texas [1], Texas [3].

Shareholder: Alaska, California [2], Oregon.

Savings return: District of Columbia, New Mexico [1], Texas [1], Texas [3].

Marketing agreement or contract: Arizona, Maine.

Supplies: Pennsylvania [2], Virginia [2].

Security: Oregon, Wisconsin.

The following terms have been defined by one statute each: production of agricultural products, court, membership stock, active member, shares, person engaged in agriculture, engaging in agriculture, patronage dividends, investment dividend, capital, livestock, farmer, muskrat farmer, independent agricultural contractor, directors, secretary, processor, agricultural commodities, interest-dividends, food, feed, net margins, net retained proceeds, charter, anniversary, consumer cooperative, marketing cooperative, railroad cooperative, handicraft cooperative, nonprofit associations.

CHAPTER 5: ASSOCIATION PURPOSES

An association's purpose is an overall factor that may be used to determine under which statute the organization will incorporate. In addition, the statute's description of qualifying purposes is a good indicator of each statute's important characteristics. The statement of association purpose in a statute, therefore, provides useful information about the statute itself and about the kinds of associations that can organize thereunder.

Perhaps the broadest division among statutes separates them into two groups. In one group, statutes restrict the association to agricultural operations or farmer membership, or both. The other group provides an incorporation method for any cooperative organization whether farmer or nonfarmer, marketing, or purchasing. Though several statutory features must be summarized to determine under which category the statute fits, the statement of association purpose is a good summary indicator.

5.01 Agricultural Purposes

The Standard Act, to which somewhat more than 40 of the 85 statutes are similar, is an agricultural statute. It contains specific reference in the association purposes provision to marketing, supply, and related services. Statutes may be compared by noting similarities and differences with items contained in the Standard Act. The list of agricultural purposes summarized in the following subsections is usually contained in a single sentence.

The Standard Act statement reads:

“An association may be organized to engage in any activity in connection with the marketing or selling of the agricultural products of its members, or with the harvesting, preserving, drying, processing, canning, packing, grading, storing, handling, shipping, or utilization thereof, or the manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in the financing of the above enumerated activities; or in any one or more of the activities specified herein.”

5.01.01 Production

Twenty-five statutes contain a specific reference to activities in connection with production as an association purpose. References are identified in table 5.01.01, including Texas [3] with specific application to production, cultivation, and care of citrus groves.

5.01.02 Processing

A range of activities that may follow initial production of farm products is included in the Standard Act's list of association purposes. Though processing and marketing are not necessarily separate functions, those activities included in association purposes that entail some physical oper-

ations on the product may be treated separately, as indeed they are in the statutes. Table 5.01.02 identifies 43 statutory references to processing.

Thirty-five statutes follow the Standard Act either verbatim or with minor differences. The Standard Act lists harvesting, preserving, drying, processing, canning, packing, grading, storing, handling, shipping, and utilizing. The most frequent variation is absence of the term "grading" (15 statutes). Additions to the list include ginning (11 statutes), warehousing (11 statutes), assembling (5 statutes), blending (8 statutes), manufacturing (8 statutes), and compressing or milling (5 statutes). Other terms include transporting, hauling, dairying, threshing, cleansing, and growing, all contained in only one or two statutes.

Eight statutes are somewhat different from the Standard Act, though even in those statutes there are instances of close similarity to the Standard Act. Alabama [3] lists processing, packing, and distribution. Connecticut [2] includes treating, dealing in and handling agricultural products. Iowa [3] lists purposes to grade, blend, preserve, process, store, warehouse, and handle products. Maryland includes processing, preparing for market, handling, and storing. Though Mississippi [2] contains Standard Act language, it adds a provision for livestock and poultry "of every description," and growing, breeding, handling, shipping, or utilization or moving the byproducts thereof. Montana [2] lists processing, storing, and warehousing. Nebraska [2] and Rhode Island use similar language—handling, processing, preparing for market, warehousing, preserving, canning, packing, manufacturing, and utilizing—to describe purposes quite similar to the Standard Act. Oklahoma [1] lists processing, preparing for market, picking, storing, shipping, handling, and the manufacture of byproducts.

5.01.03 Byproducts

The Standard Act and 38 statutes refer specifically to manufacturing, marketing, or utilizing byproducts. Table 5.01.03 identifies those statutes that contain a byproducts term.

5.01.04 Marketing

The Standard Act and 44 statutes, identified in table 5.01.04, specifically list marketing or selling members' products as an association purpose. One variation adds buying for members, and two statutes, New Jersey and Pennsylvania [2], refer to bargaining and contracting for members' products.

5.01.05 Supply

Under the Standard Act an association may be formed to "engage in any activity in connection with . . . the manufacturing, selling or supplying to its members of machinery, equipment or supplies." With few exceptions, other statutes use these or similar terms to describe the sup-

ply functions of an association organized under the statute. These statutes are identified in table 5.01.05, 42 in total.

Arkansas [3] refers to purchase, hiring or use of machinery, supplies or equipment for members, and Connecticut [2] specifically mentions purchase of government surplus for members. Maine lists machinery, equipment, feed, fertilizer, fuel, seeds, and other agricultural and household supplies. Nebraska [2] and Rhode Island include any activity pertaining to the purchase or otherwise securing for its members supplies, equipment, machinery or commodities of any character. New Jersey adds hiring or supplying labor to manufacturing, purchasing, contracting for, or hiring, selling or supplying machinery, equipment, services or supplies, including livestock.

In comparatively broad terms, New York includes in association purposes services connected with acquisition for its members of labor, supplies, and articles of common use, including livestock, equipment, machinery, food products, family or other household and personal supplies, to be used or consumed by members, their families, or guests. Under terms of Oklahoma [1], members may hire, rent, or buy their farm supplies and machinery from or through the association. Other variations are noted in the table.

Pennsylvania [2] contains one of the more detailed descriptions of cooperative purposes. It provides for manufacturing, processing, storing, transporting, delivering, handling, buying for, or furnishing supplies to members and patrons, as well as performing or furnishing business, educational, or recreational services, including the services of labor, buildings, machinery, equipment, trucks, trailers, and tankers. In detailed provisions, Hawaii and Utah describe manufacturing, buying or supplying machinery, equipment, feed, fertilizer, coal, gasoline and other fuels, oils and other lubricants, seeds and all other agricultural and household supplies. Seed and crop improvement along with soil conservation and rehabilitation are also included. Virginia [1] lists manufacturing, processing, storing, transporting, delivering, handling, buying for or furnishing supplies to members.

5.01.06 Financing

Thirty-eight statutes include financing enumerated marketing and purchasing activities as a permissible association purpose. Those statutes generally follow the Standard Act's (see section 5.01) terminology and are noted in table 5.01.06.

5.01.07 Multiple Activities

The Standard Act and 30 statutes describe multipurpose associations with the phrase "any one or more of the activities specified herein" in the purposes list. Statutes that contain this phrase are listed in table 5.01.07.

5.01.08 Business and Educational Services

Thirteen statutes extend purposes beyond marketing, purchasing, and financing functions by reference to various other kinds of business and educational activities. Table 5.01.08 identifies statutes that contain such references.

5.02 General Purposes

Statements of purpose more general than those directly associated with agricultural production and distribution may be found in two places. Some general purposes may be part of an agriculturally oriented statute. A general purpose also may be described in statutes under which a non-agricultural cooperative may incorporate. Both types of general purpose provisions are included in this section, and the statutes are identified in table 5.02.

Eighteen statutes contain nonrestrictive, broad statements of acceptable association purposes, usually phrased "for any lawful business purpose." Six of the 18 make no specific exceptions to the kind of business that may be conducted by the cooperative association. New Mexico [2] adds "and for the transaction of any lawful business" to a list of identified activities.

Kansas [1] permits incorporation for the purpose and to the end of more successfully promoting or conducting any business or industrial pursuit. In a similarly broad statement, Montana [1] lists as purposes trade or prosecuting any branch of industry, purchase and distribution of commodities for consumption, and borrowing or lending money for industrial purposes.

Five of the 13 statutes of general application permit formation of an association for any lawful purpose with specific exemptions. Alaska excepts banking and insurance, as does Oregon. South Dakota also excepts public railroad construction or operation in addition to banking and insurance. North Dakota, South Dakota, and Wisconsin except banking, insurance, and railroads and make purposes subject to statutes on specific kinds of corporations or associations.

Ten statutes contain comparable lists of association purposes, those purposes being to conduct any agricultural, dairy, mercantile, mining, manufacturing, or mechanical business on a cooperative basis. Those statutes are Arkansas [1] with the addition of banking, Connecticut [1] without dairy or mining, Iowa [1], Iowa [2] with livestock, horticultural, telephone, and electric, Iowa [3], Kentucky [1], Massachusetts [2] with only agricultural, dairy or mercantile, Missouri [2] with just agricultural and mercantile, South Carolina [1], Virginia [1] with fishing, and Washington [1].

Twelve statutes contain such detailed or varied purpose provisions that they must be considered separately. Their terms are listed in summary rather than in full quotation and, as all results of this report, direct reference to the statute should be made for comprehensive lists.

Arkansas [3] refers to land improvement and building maintenance for members, indemnification for livestock or poultry losses, burial activities, medical and dental services. The District of Columbia statute permits manufacturing and supplying any type of property, commodities, goods or services for the primary and mutual benefit or patrons as ultimate consumers. Georgia mentions terracing land and prevention of soil erosion. Illinois [1] describes a wide range of permitted purposes for purchasing and selling merchandise. Kansas [2] includes activities in connection with agricultural education, research, legislation, and economic and social conditions, or in connection with improvement of livestock breeds. Massachusetts [2] includes housing cooperatives and consumer cooperatives. Minnesota [1] adds to agricultural, dairy, marketing, and excerpts such things as telephone, transportation, and electrical businesses. North Carolina adds storage, refrigeration, irrigation, and fire-fighting to the list. The powers section of Mississippi [1] contains a detailed list of permissible association activities. New York refers to educational work in home economics and cooperation, buying, selling or leasing farms for members, cooperative housing and eating places, medical expense indemnity, hospital services, and credit unions. Pennsylvania [1] likewise covers a wide range of purposes. Texas [1] permits an association to be incorporated to engage in acquiring, producing, building, operating, manufacturing, furnishing, exchanging, or distributing any type of property, commodities, goods, or services for the primary and mutual benefit of the members, with health or medical care excluded. West Virginia includes credit associations and activities to secure and disseminate market information.

CHAPTER 6: ASSOCIATION POWERS

Formation of a cooperative association, as with formation of every corporation, carries with it the grant of a collection of powers from the State. The exact extent of those powers depends upon (1) the State incorporation statute under which the cooperative incorporates, (2) the ordinary business corporation statute of the State if its terms are adopted by the cooperative incorporation statutes, and (3) the common law.

Chapter 6 surveys specific association powers provisions in the cooperative incorporation statutes. Not included in this chapter are references to grants of power that are merely guides to the manner in which an association's affairs are conducted, rather than a grant of basic powers. For example, permission to engage in nonmember business is sometimes stated as the power to engage in nonmember business. That grant of power is analyzed in the section on nonmember business.

Also not contained in this section are powers implied but not explicitly stated. For example, a statement that an association may be formed for the purpose of marketing members' products necessarily implies the power to do so. Reference to such a provision would not be found in this chapter.

Powers granted are, for convenience, divided into three kinds: (1) functional powers, (2) specific operating powers, and (3) general operating powers. Functional powers are those defining activities in which the association may engage. Operating powers are those needed by the association to conduct its business.

6.01 Functional Powers

Functional powers—those that describe the kinds of functions an association may perform for its members—are mentioned in a majority of statutes. Most terminology is similar to that found in the Standard Act. Functional powers deal generally with (1) activities in connection with marketing, processing, and handling products and byproducts, (2) activities in connection with purchasing or manufacturing products to be used by members, and (3) financing such activities.

Functional powers in the Standard Act are collected in one section. It reads: "Each association incorporated under this act shall have [the power to] engage in any activity in connection with the marketing, selling, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling or utilization of any agricultural products produced or delivered to it by its members, or the manufacturing or marketing of the byproducts thereof; or any activity in connection with the purchase, hiring, or use by its members of supplies, machinery or equipment; or in the financing of any such activities or in any one or more of the activities specified in this section."

6.01.01 Market and Sell

Thirty-one statutes use language similar to the Standard Act to grant specific power to market members' products. Nine statutes use terms significantly different from the Standard Act.

Ten statutes include activities in connection with production. Forty statutes, indicated in table 6.01.01, grant powers, by specific language, to market and sell.

6.01.02 Process

Thirty-eight statutes list a number of activities in which the association may engage in addition to simple marketing and selling. These include handling and processing patron's products at various stages before disposal of the final product. Functions are noted in the Standard Act list quoted in section 6.01. Slight variations occur among the statutes, and specific terms are not distinguished in table 6.01.02.

6.01.03 Handle Byproducts

Specific power to handle the byproducts of members' agricultural products is given in 34 statutes, identified in table 6.01.03. The usual terminology is the power to engage in any activity in connection with "manufacturing or marketing" byproducts, a phrase found in the Standard Act.

6.01.04 Purchase for Members

Any activity in connection with the purchase, hire, or use of supplies, machinery or equipment for members is specifically authorized by 39 statutes as noted in table 6.01.04.

6.01.05 Manufacture for Members

Twenty-one statutes grant the incorporated cooperative association power to manufacture supplies, machinery, and equipment supplied to members. Provisions are identified in table 6.01.05.

6.01.06 Financing Operations

Power to finance the association's marketing and supply operations is granted by specific reference in 32 statutes, noted in table 6.01.06.

6.02 Specific Operating Powers

Each incorporation statute authorizes the association to conduct business. The cooperative association, as a business organization, must have operating powers necessary to perform its authorized functions.

Many statutes list certain operating powers in terms that vary in specificity. Those relatively specific are summarized in this section. More general grants of power are identified in the following section. The general business corporation law of each state, applied in many jurisdictions to cooperative associations organized under the special cooperative association incorporation statutes, are also sources of operating powers for associations. Powers granted by reference to general business corporation law are not included in this chapter.

6.02.01 Property Ownership

The power to own property is given to associations by specific reference in 66 statutes. For the most part, the grant is somewhat broad. A typical provision, exemplified by the Standard Act, states that a cooperative association shall have power to “buy, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of any of the business of the association or incidental thereto.” Thirty-four statutes use similar language.

The remaining 32 statutes use equally broad language that varies primarily in the words used to express similar powers. References to property ownership are summarized in table 6.02.01.

6.02.02 Patents, Trademarks, Copyrights

Power to develop and own patents, trademarks, and copyrights is specifically granted to associations in 17 statutes, listed in table 6.02.02.

6.02.03 Contract Generally

Fifty statutes mention the general power to contract. The power is a general power in that it is not limited to marketing contracts. It grants the fundamental power to enter into the rights and obligations that apply to any contracting person or organization.

The provisions are basically direct and uniform. The statutes that grant the power, summarized in table 6.02.03, simply give the power to contract generally.

6.02.04 Adopt Corporate Seal

Twenty-four statutes note power to adopt a corporate seal. Table 6.02.04 lists the statutory references to that power.

6.02.05 Sue and Be Sued

The power to sue and be sued is specifically granted in 32 statutes, noted in table 6.02.05.

6.02.06 Lend Money

Specific statements of power to lend money are of two kinds. The more general statements, found in Alaska, Mississippi [1], North Dakota, Oregon, and South Dakota, say that money can be lent for general corporate purposes. Other statutes refer to the power to lend money to members. Table 6.02.06 shows the 12 statutes that have a lending power provision. Power to advance money to patrons for their products is analyzed in chapter 15.

6.02.07 Invest Funds

Five statutes, listed in table 6.02.07, give specific power to associations to invest funds. References to investment of reserve funds are found in Chapter 15.

6.02.08 Warehouse Receipts

Table 6.02.08 identifies the 23 statutes that specifically authorize associations to issue warehouse receipts.

6.02.09 Miscellaneous

A number of statutes contain power grants that do not fit well within any particular category. Table 6.02.09 lists a section number for each such provision without notes on the various powers granted.

6.03 General Operating Powers

Though the specific grants of operating powers are important, many powers of cooperative operation have more general sources.

These sources are of two kinds. The statute may state that the association possesses all powers necessary or incidental to accomplish its authorized purposes. In addition, the statute may, by reference, make all powers described in the general business corporation statute available to the cooperative corporation.

6.03.01 Necessary and Proper

The Standard Act states that each association incorporated under the act shall have the power to "do each and every thing necessary, suitable or

proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated; or conducive to or expedient for the interest or benefit of the association; or to contract accordingly; and in addition to exercise and possess all power, rights, and privileges granted by the laws of this State to ordinary corporations, except such as are inconsistent with the express provisions of this act; and to do any such thing anywhere.”

Fifty-nine statutes contain either a similar provision or a provision that grants the same general power in different words. References are listed in table 6.03.01.

6.03.02 Corporate Powers

Rights, powers, and privileges granted by statute to noncooperative business corporations may be granted also to cooperative associations, if not inconsistent with the cooperative incorporation statute. Table 6.03.02 notes 46 statutes that make such a qualified grant of corporate powers.

CHAPTER 7: ASSOCIATION FORMATION

Cooperative incorporation statutes usually describe several steps in the formation of a cooperative association. At an early stage, the nature of those who may incorporate must be determined. Promotion expenses associated with association formation are limited by some statutes. The name of the association is given special consideration in many statutes.

In this chapter, the nature of the incorporators is analyzed, limitations on promotion expenses are summarized, and special statutory requirements for cooperative association names are listed. Statutory prerequisites are summarized, and periods of association existence are noted.

7.01 Incorporators

Characteristics of incorporators may be analyzed in three classifications. First, the general nature of incorporators, such as legal character, age or residency, is noted. Second, the occupational requirement, more specifically any requirement that an incorporator be a farmer, is determined. Finally, a list of statutory provisions is given as to the number of incorporators required.

7.01.01 General Nature of Incorporators

Fifty-eight statutes and the Standard Act use the term "person" to describe incorporators. Statutes are noted in table 7.01.01. It should be noted that, by statutory definition, "person" may include legal entities such as corporations, partnerships or associations, depending on the definition applicable for each statute. The term "natural person" or "individual," used by 12 statutes, usually excludes artificial legal entities, depending on interpretation of legal definitions not contained in the incorporator definition itself.

Twenty-one statutes specifically include associations as incorporators even though associations may qualify if not specifically mentioned, depending on the applicable definition. The term "association" is frequently used only in connection with number of incorporators rather than as an expansion of the kind of entities that may act as incorporators. Thus, the significance of an "association" entry in table 7.01.01 will vary with the statute.

Twenty-five statutes along with the Standard Act contain a residency requirement for incorporators, and 10 contain an age requirement. Nine statutes appear to require that all incorporators be residents of the State of incorporation. Twelve statutes state that a majority of incorporators be State residents and three require at least one be a resident. Pennsylvania [2] requires that if the incorporators are individuals at least three must be citizens of Pennsylvania. If the incorporators are associations, at least one must be organized under Pennsylvania law.

7.01.02 Agricultural Producers

The Standard Act permits only persons "engaged in the production of agricultural products" to form a cooperative association under the statute. Forty-six statutes have the same requirement. Ohio appears to require only a majority of incorporators to be producers of agricultural products. Producer requirements are listed in table 7.01.02.

Montana [2] refers to holders of title to land, and Texas [2] refers to those engaged in agricultural pursuits.

7.01.03 Number of Incorporators

The Standard Act and 80 statutes set a minimum number of persons or associations that may incorporate a cooperative association. The requirements are listed in table 7.01.03. Mississippi [2] has a minimum of 5 for associations for growing, breeding, selling, and handling livestock or poultry, as opposed to 20 for associations organized for other purposes under the same statute. Only Montana [1] has a maximum number of incorporators (seven).

The majority of statutes, 48, set a minimum of 5 incorporators. Fourteen specify 3 incorporators, 6 specify 10, and 4 statutes set a minimum of 4. The Standard Act makes 20 the minimum number, as do 3 other statutes (Arkansas [1], Kansas [1], and Mississippi [2]). Two statutes, (Connecticut [1] and Massachusetts [2]) make 7 the minimum, and 1 statute each specifies 12 (Missouri [2]) and 1 (Oregon).

Many statutes have different requirements for individual incorporators than for association incorporators. Sixteen statutes permit incorporation by two associations, and two allow three association incorporators (Florida [1] and Texas [3]). Kentucky [2] and Nebraska [1] allow a single association to incorporate another association.

7.02 Promotion Expenses

Before any organization can file the necessary documents with the State and be recognized as a legal entity, several preliminary steps must be completed. These pre-incorporation activities are usually called "promotion." Promoters may incur expenses and may, in addition, charge a fee for their services. Thirteen statutes, noted in table 7.02, limit the extent to which cooperative association funds may be used to pay promotion expenses.

Three statutes, California [2], North Dakota, and South Dakota, limit the amount of corporate funds that can be used to pay for promotion commission, salaries, or expenses of any kind to 10 percent of the paid-up capital stock. Rules prohibit use of stock or increase in value of issued stock to circumvent the limit. Another four statutes, District of Columbia, New Mexico [1], Texas [1], and Wisconsin, similarly limit promotion expense payment from cooperative funds to 5 percent of the

paid-up capital. The District of Columbia and Texas [1] except legal fees from the expense list. Minnesota [2] sets a maximum limit of 5 dollars per member.

Illinois [1] allows no promotion commission to be paid from association funds, though other expenses are not mentioned. Iowa [1], Iowa [3], and Missouri [2] permit no association funds at all to be used for promotion—including commissions, salaries, and other related expenses. Iowa [2] is similar except for a special circumstances provision.

7.03 Association Name

An organization's name must meet certain conditions under many incorporation statutes. One such condition may be either that organizations not cooperative in nature cannot use the word "cooperative" in their name, or that a cooperative association must include the word "cooperative" in its name. Statutory references to corporate name are identified in table 7.03.

Fifty-two statutes prohibit the use of the term "cooperative" in an organization's corporate name unless certain conditions are met. Of those 52 statutes, 36 are similar to the Standard Act that reads: "No person, firm, corporation or association, hereafter organized or doing business in this state, shall be entitled to use the word 'co-operative' as part of its corporate or other business name or title for producers' cooperative marketing activities, unless it has complied with the provisions of this act." Sixteen statutes use somewhat different language to place generally the same restrictions on use of the term "cooperative." Instead of "complied with the provisions of this act" the 16 specify "operating on a cooperative basis" or list certain characteristics the organization must possess to include "cooperative" in its name.

Seventeen statutes require that the term "cooperative" or other special designation be included in the association's name.

7.04 Prerequisites

Eight statutes, identified in table 7.04, give specific requirements that must be satisfied before a newly formed association may commence business. Alabama [1] refers to a permit requirement, while all other requirements are based on amounts of capital stock that must be paid in.

7.05 Term of Existence

The 57 statutes identified in table 7.05 specify the duration of existence of an association organized under the statute.

Thirty-five statutes grant perpetual existence. Thirteen are the same as the Standard Act with a 50-year existence. Other periods of existence are 99 years (Louisiana [1], Louisiana [2], Mississippi [1], and Mississippi [2]), 40 years (Montana [1] and Montana [2]), 30 years (Pennsylvania [1]), and 25 years (Arizona and Iowa [2]).

CHAPTER 8: ARTICLES OF INCORPORATION

This chapter describes statutory requirements that specify preparation, filing, contents, effects, and amendment of articles of incorporation.

8.01 Purposes and Requirements

The articles of incorporation are documents filed with the appropriate State office that describe the organization to be formed. Articles provide the basis on which the State authorizes or “creates” the corporate body. Until the articles of incorporation formally describe the kind of organization that fits within the framework of the appropriate cooperative incorporation statute, the organization cannot exist and function properly. Preparing and filing articles of incorporation are initial steps to form a cooperative association.

Basic requirements for articles of incorporation are found in statutes, as listed in table 8.01. A few variations in terminology are found, some of which depend on local law. For an example of such a variation, in some States the documents filed are a “petition” or request for articles of incorporation. The articles of incorporation are actually issued by the State. In other States, however, the documents drawn up by the farmers are themselves the articles of incorporation or, more typically, the “articles of association.” In this report, the terms “article of incorporation,” “articles of association,” or “articles” are used interchangeably to include all such circumstances. The “articles” are thus the collection of documents that describe to the State and public the essential nature of cooperative organizations formed under the cooperative incorporation statute.

8.02 Preparation and Filing

Certain formalities are usually required for articles of incorporation. One deals with signatures on documents, another with the requirement to file signed documents with the proper State office.

8.02.01 Signatures and Acknowledgment

Most statutes require that the articles be signed (“subscribed” is commonly used, technically meaning to sign under or at the end of the document) and “acknowledged” (notarized may be a more familiar term). The Standard Act states “articles must be subscribed by the incorporators and acknowledged by one of them before an officer authorized by the law of this State to take and certify acknowledgments of deeds and conveyances.”

Subscription and acknowledgment requirements are listed in table 8.02.01. Unless otherwise noted both are required in the manner stated by the Standard Act.

8.02.02 Filing

Formal delivery to the proper State office, along with any filing fees, is called “filing” the articles of incorporation. Filing requirements are noted in table 8.02.02.

The Standard Act requires articles to be filed according to provisions of the general corporation law of the State, as do 25 other statutes.

8.02.03 Effect of Filing

When articles of incorporation have been filed, the corporate body (the cooperative association) becomes a legal entity. This event is expressed in the statutes in two ways. One set of statutes makes a rather direct statement that corporate existence commences. The other set of statutes, exemplified by the Standard Act, says when the articles are filed they “shall be received in all the courts of this State and other places, as prima facie evidence of the facts contained therein and of the due incorporation of such association.” The two methods of expression achieve the same result. Table 8.02.03 notes the forms of expression.

8.03 Contents

Because the articles must describe the kind of organization to be incorporated, it is necessary that at least a minimum of information about the organization be contained in the articles. Many statutes list the specific fundamental characteristics of the proposed organization to be described in the articles.

The section of the statute that states each requirement does not necessarily describe what must be said in the article’s provision, only that the subject be addressed. The summaries that follow identify the topics to be included in the articles of incorporation.

8.03.01 Association Name

All but two statutes (Connecticut [1] and Montana [1]) that contain article terms include association name as a basic requirement. Statutes are identified in table 8.03.01.

8.03.02 Purposes

The Standard Act and 74 statutes, noted in table 8.03.02, require that the articles state the purposes of the association. No details on how purposes may be stated are included. Delaware and Oklahoma [1] require that the “class of service to be performed for its members” must be included. South Carolina [1] requires a statement of the general nature of the business. Nebraska [1] requires a statement that the purpose is to organize as a cooperative corporation.

8.03.03 Place of Business

The Standard Act requires the articles to set out the “place where [the association’s] principal business will be transacted.” Most statutes, identified in table 8.03.03, have a similar requirement. New York, North Carolina [1], North Dakota, and Wisconsin identify city, town, village, and county. California [1] and California [2] indicate only county. Alabama [3] and Mississippi [1] speak of domicile, and Maine of the office location. New Jersey requires not only the business location but also a description of the territory in which the organization’s operations are to be conducted. Nebraska [1], Nebraska [2], Pennsylvania [2], and Texas [1] require a registered office and its address (not necessarily the same as registered agent or place of principal business).

8.03.04 Term of Existence

Sixty-one statutes require that the term of existence of the organization be stated in the articles, as does the Standard Act. The statutes are identified in table 8.03.04. North Carolina [2] contains a proviso that if the term of existence is not in the articles it is to be perpetual. West Virginia requires the term of existence if any is prescribed. Five statutes (North Dakota, Pennsylvania [2], South Dakota, Virginia [2], and Wisconsin) require the term if not perpetual.

8.03.05 Incorporators, Subscribers

Incorporators are those who form the association. Subscribers are those who “subscribe” to stock—they obligate themselves to purchase the stock or membership as soon as the organization is formed and becomes legally capable of selling the stock or membership. Though incorporators and subscribers need not be the same individuals, incorporators are often subscribers (some statutes require that they must be).

The Standard Act and 35 statutes require that the incorporators be identified in the articles of incorporation along with their addresses. Arkansas [1], Kansas [1], Missouri [2], and North Carolina [1] refer to the identified individuals as persons forming the association rather than incorporators. Colorado [1] requires the names and addresses of “those filing” the articles, South Carolina uses the term “petitioners” and Pennsylvania [1] refers to “first associates.” Alabama [2] refers to “incorporating directors.” Iowa [3] requires the incorporators’ occupations in addition to names and addresses.

Hawaii, Maine, Pennsylvania [1], and Utah require that the amount of stock to which each incorporator subscribes must be included in the articles. California [2], Delaware, and New Jersey require the names and addresses of subscribers. New Mexico [1], North Carolina [1], and Texas [1] require a statement of the number of shares or memberships subscribed to.

8.03.06 Initial Directors

Names and addresses of those who are to serve as directors until replaced by a regularly elected board must appear in the articles according to 47 statutes and the Standard Act. References are given in table 8.03.06. North Dakota, South Dakota, and Wisconsin require the names and addresses of at least five, three, and five incorporators, respectively, to act as a temporary board. Montana [3] applies to those appointed for the first 3 months. California [1] requires the names of those initially serving for unequal terms where the board's terms are staggered. Minnesota [1] permits the initial directors' names to be deleted from the articles after the first election.

8.03.07 Number of Directors

The number of directors making up an association's board must be established in the articles of incorporation according to 29 statutes and the Standard Act, noted in table 8.03.07. Eight statutes require the number of initial directors only. Illinois [2] requires that the minimum number of directors be given in the articles, while Virginia [2] requires the maximum number be listed. New York provides that the articles set both a maximum and a minimum, the final number to be specified in the bylaws.

Maine, South Dakota, and West Virginia give the option to include the number of directors in either the articles or the bylaws. South Dakota and West Virginia say that if the number is not included in the articles, the articles must state that the number of directors shall be as stated in the bylaws.

8.03.08 Term of Directors

Twenty-five statutes and the Standard Act require that the terms of office of directors be specified in the articles. Maine permits the term in either the articles or the bylaws. California [1] requires the articles to give any unequal terms of initial directors. The statutes are identified in table 8.03.08.

8.03.09 Member Property Rights

For associations organized without capital stock, 43 statutes require that property rights and interests of members be described in the articles. The Standard Act represents the majority of provisions. Nevada [1] is similar except it is not restricted to organizations without capital stock.

The Standard Act states that the articles must set forth (if without capital stock) "whether the property rights and interests of each member shall be equal or unequal; and if unequal, the general rule or rules applicable to all members by which the property rights and interests, respectively, of each member may and shall be determined and fixed."

Eight statutes require that rules be given in the articles to determine rights and interests of members on dissolution of the organization. Nevada [2] requires a statement in the articles that members' interests are equal and the amount that each must pay on admission. Ohio requires a statement that new members share property with the old.

A provision in the articles, similar in effect to the Standard Act, that gives a method to determine rights of members is required by Colorado [1] for nonstock associations. According to Iowa [3] the provision must specify the rights of members and the issuing price. Statutory references to property rights and interests are noted in table 8.03.09.

8.03.10 Amount of Capital Stock

The Standard Act provides that the articles must set forth, if organized with capital stock, "the amount of such stock and the number of shares into which it is divided and the par value thereof." A requirement of similar effect is found in many statutes, though many statutes do not combine amount, number of shares, and par value in the same phrase.

The 61 statutory references to article statements of capital stock amount are identified in table 8.03.10.

8.03.11 Number of Shares

Fifty-eight statutes require the articles to include the number of shares into which the association's stock is divided. References are listed in table 8.03.11.

8.03.12 Par Value

Sixty-one statutes, identified in table 8.03.12, direct that the par value of stock issued be stated in the articles, with an "if any" proviso in several.

8.03.13 Description of Preferred Stock

Forty-nine statutes call for a description of preferred stock if any is authorized. Many use the terminology of the Standard Act, which reads: "the articles of incorporation must contain a statement of the number of shares of stock to which no preference is granted and the nature and definite extent of the preference and privileges granted to each."

Rhode Island specifies terms on which classes of stock are created, and Virginia [2] classification on this subject relies on its general requirement for description of stock.

8.03.14 Special Stock Provisions

Special stock provisions deal with three separate topics—(1) redemption restrictions, (2) limits on stock ownership, and (3) transferability limits. Table 8.03.14 summarizes statutory provisions.

Twenty-nine statutes refer to special limits or restrictions on recall or redemption of stock as an articles provision. Twenty-two are similar to the Standard Act, which says preferred stock may be redeemable or retireable “on such terms and conditons as may be provided for by the articles of incorporation” Five statutes require that any reservation of right to recall stock must be in the articles.

Limitations on the amount of stock any one person may own must be stated according to District of Columbia, and must be stated, if any, in California [2] and New Mexico [1]. Hawaii, Indiana, Maine, Michigan, and Virginia [2] also make such a statement optional.

Alabama [2] and Wisconsin declare that limits on nonmembership stock transferability must be stated in the articles.

8.03.15 Special Membership Provisions

A variety of topics related to membership and membership stock are addressed by the article contents portion of the statutes. Five of these topics are summarized here, and noted in table 8.03.15. They are (1) membership fee, (2) minimum number of voting shares, (3) membership classification, (4) transferability limits, and (5) general membership stock provisions.

The membership fee charges to new members must or may be noted in the articles according to Alaska, California [2], Iowa [2], Nevada [2], and Oregon.

If a minimum number of shares must be owned to qualify for membership, that number must appear in the articles as found in the District of Columbia and New Mexico [2]. Alaska states merely that the articles may require stock ownership as a prerequisite to membership.

Three statutes (North Dakota, South Dakota, and Wisconsin) say the articles may designate classes of membership and identify which classes of stock are membership stock. California [2] notes an article provision concerning “kind” of membership.

Two statutes (Alaska and Oregon) say that if there are limits on transferability of membership, that limitation must be contained in the articles. Minnesota [1] permits the articles to require board approval for membership transfer.

Nine statutes refer to restrictions on transfers of membership stock as the subject of an article provision. Alaska, Arkansas [3], Maine, and Nevada [2] declare that permission to transfer membership stock must be in the articles, if any. Oregon requires specification of limits on transfer, if any. New York says membership stock or membership shall not be transferable otherwise than as may be prescribed by the statute, the articles, or bylaws.

Utah and Virginia [2] permit provisions concerning issuance, retirement, and transfer of membership stock to appear in the articles, and other general statutory provisions are noted in the table.

8.03.16 Registered Agent

Seventeen statutes, identified in table 8.03.16, direct that the name and address of a registered agent be contained in the articles of incorporation (New Hampshire refers to "clerk"). Alaska and Oregon apply to an "initial agent." New Jersey, included in the dozen, requires the name and address of a person in charge upon whom process may be served.

In addition to a registered agent, New York adds a description of the Secretary of State as resident agent upon whom process may be served. Wisconsin gives the option of an agent's address or the association's principal place of business.

8.03.17 Miscellaneous Provisions

A number of provisions that concern articles of incorporation contents do not fit within the limited categories so far discussed.

The more important ones are collected here, and summarized in table 8.03.17.

Six statutes require the articles to give the dividends paid on the association's capital stock. Among those is South Dakota, which permits the articles to state either a value or that the dividends may be determined by the board of directors. The other five statutes are Minnesota [1], Nebraska [1], New Mexico [2], North Dakota, and Wisconsin.

Alaska, Oregon, and Wisconsin require a statement in the articles that the association is a cooperative. Rhode Island says the article must contain a statement by the incorporators that they desire to incorporate under the provisions of the statute.

The amount of stock subscribed by the incorporators must be stated in the articles according to District of Columbia and Utah, while New York requires a statement that all subscribers are of legal age.

Several statutes have article provisions that apply to voting requirements of various types. Minnesota [1] requires statements to the effect that only holders of common stock shall be restricted to one vote.

California [1] requires a statement that voting power is unequal, if in fact unequal voting power is permitted, and New York calls for a statement of the method upon which power is determined if voting is "proportionate."

California [2] permits the articles to provide for unequal voting in a central organization. Articles under Oregon may require a greater voting proportion than the statute otherwise required for a member's vote.

Vermont says the articles shall provide for voting in person or an alternate only.

Minnesota [1] and Nebraska [1] both require a statement on how net earnings are to be distributed. New York permits the articles to obligate members to sell all or part of their product through the association and to set liquidated damages. Iowa [3] says the articles may permit and regulate voluntary withdrawal from the association. Pennsylvania [1] requires the articles to specify on what days regular meetings are to be held.

8.03.18 Other Provisions

Contents of articles of incorporation are not necessarily limited to those items specifically required or permitted by statute. Many statutes, summarized here and identified in table 8.03.18, make broad allowances for such additional article provisions. Eighteen statutes permit any provision not inconsistent with law, then list several examples of topics that might be included. The language used by most of those statutes, with some variation, is that found in the Standard Act:

"In addition to the foregoing, the articles of incorporation of any association incorporated hereunder may contain any provision consistent with law with respect to management, regulation, government, financing, indebtedness, membership, the establishment of voting districts and the election of delegates for representative purposes, the issuance, retirement and transfer of its stock, if formed with capital stock or any provisions relative to the way or manner in which it shall operate or with respect to its members, officers or directors and any other provisions relating to its affairs."

Utah, Virginia [2], and West Virginia vary somewhat more from the usual language. Georgia and Kentucky [2] state, in addition to the Standard Act terminology, that listed provisions are not to be construed as limiting other rights given by statute.

A somewhat different approach is taken by five statutes (Alaska, North Dakota, Oregon, South Dakota, and Wisconsin) with a statement that:

"It is not necessary to set forth in the articles of incorporation any of the powers granted by [the statute]. The articles may include additional provisions, consistent with law, including provisions which are required

or permitted to be set forth in the bylaws. Any provision required or permitted in the bylaws has equal force and effect if stated in the articles. Whenever a provision of the articles is inconsistent with a bylaw, the articles control.”

8.04 Amendment

Amending articles of incorporation may change the basic nature of the cooperative association as described in the original articles. Amendment must therefore comply with statutory requirements. Summaries of the requirements for amendment, special rules, and filing formalities follow.

8.04.01 Generally

Seventy-three statutes and the Standard Act make special mention of the articles amendment process, noted in table 8.04.01.

8.04.02 Initiation

The Standard Act requires that an amendment to articles of incorporation must first be approved by two-thirds of the directors. This procedure is followed in 30 statutes, as noted in table 8.04.02.

New Mexico [1] and the District of Columbia give an alternative method of initiation. The amendment may either be proposed by two-thirds vote of the directors or by a petition of one-tenth of the association's members. Texas [1] gives a similar alternative without specifying 10 percent for the member petition, leaving the proportion to bylaw specification. Two statutes (Alaska and Oregon) do not specify a two-thirds vote of directors and two statutes (Washington and Wyoming) permit an amendment proposed by a simple majority of the directors. Michigan gives only a petition by one-tenth of the members as a means to initiate amendments.

8.04.03 Membership Meeting

According to the Standard Act, the articles of incorporation “may be altered or amended at any regular meeting or any special meeting called for the purpose.” Forty-seven statutes contain a provision almost identical to the Standard Act, though several do not contain the “for that purpose” clause.

Five statutes (Mississippi [1], New Mexico [1], North Dakota, South Dakota, and Wisconsin) do not distinguish between general or special meetings. Three other statutes (Nevada [2], Pennsylvania [1], and Wyoming) refer only to meetings or special elections called for the purpose of amending articles. Michigan requires the proposed amendment to be submitted to members at the next annual meeting after its initiation by the board, and Nebraska permits approval at any meeting to which the proposed amendment is submitted.

Connecticut [2], Massachusetts [3], Minnesota [1], and Wyoming allow approval by mail, and Rhode Island similarly permits written assent by members.

8.04.04 Notice and Quorum Requirements

Forty-one statutes, noted in table 8.04.04, make explicit a requirement that members receive formal notice of the meeting at which the proposed amendment is to be considered. Of those statutes, 17 require a copy or summary of the proposed amendment be sent to members before the meeting. Some indicate that the exact text of the amendment be sent, others that a summary is sufficient, and still others that those portions of the articles to be changed must also be given to members. In addition to the 17, several statutes say “notice of the amendment” must be sent. It is not possible to conclude how much information about the amendment “notice of the amendment” means.

Eight statutes, noted in the table, specifically require a quorum for the meeting at which an amendment is voted upon.

Arkansas [3] details quorum requirements. In that statute, the quorum (either present or voting by proxy) for amendment to articles of incorporation (or bylaws) is: For associations with 300 or fewer members, one-third of the membership; with 300 to 500 members, 150 is a quorum; with 500 to 1,000 members, 200 members; with 1,000 to 10,000 members, 300 is a quorum; and for associations with more than 10,000 members, the quorum is 500 members. Quorum requirements in other statutes are not detailed.

8.04.05 Membership Approval

The Standard Act and 65 statutes give the proportion of member or stockholder votes needed to approve an amendment to the articles of incorporation. As summarized in table 8.04.05, voting requirements fall into several categories.

The Standard Act rule that a majority of all association members approve an amendment is followed by 14 statutes. Indiana uses the majority rule for voting where voting rights of members are equal, but where voting rights are not equal a majority of votes cast is sufficient to approve an amendment. Louisiana [2] allows the articles or bylaws to establish a higher proportion than the majority otherwise necessary. New Jersey permits votes by delegates to count toward the majority and Rhode Island includes written consent as a method of voting.

Twenty statutes require the affirmative vote of a majority of members or stockholders actually voting on the amendment. Colorado [1], Colorado [2], and Minnesota [1] include those voting by mail. Kentucky [2] and North Carolina [2] recognize proxy voting. North Dakota says that an amendment is adopted when approved by “members holding a majority of member votes cast thereon.”

While 14 statutes require approval by a majority of all members, three statutes, Delaware, Illinois [1], and Florida [2], require two-thirds of all members to vote favorably on a proposed amendment.

Twenty-two statutes specify a two-thirds affirmative vote of members or stockholders actually voting. Four of the 22 make special provision for the case where votes are based on patronage rather than the one member, one vote rule. Those statutes (Hawaii, Maine, New Hampshire, and New York) say if voting is based on patronage, an amendment to the articles must be approved by votes representing a majority of members and, in addition, two-thirds of the patronage votes. Washington [2] requires that at least 25 percent of all members must actually vote before the two-thirds affirmative vote is sufficient to approve an amendment.

No statute requires three-fourths of all members or stockholders to approve an amendment, but Connecticut and Massachusetts [3] require three-fourths of those voting to cast affirmative votes, either in person or by mail. Massachusetts [3] further says that if the approval is based on a mail vote at least three-fifths of all members must actually vote. California [2] requires a vote or written consent representing three-fourths of the voting power. Several statutes contain provisions that differ significantly from the usual requirements.

Arizona requires an amendment to be approved by a majority of "active" members rather than a proportion of all members. Illinois [2] adds a further stipulation to its requirement for vote or written consent by a majority of all members or stockholders. If the directors do not first approve the amendment, two-thirds of all members of the association may, by vote, adopt the amendment nevertheless.

Iowa [3] says its two-thirds of voting members requirement may be modified by the articles or bylaws, and Idaho permits the articles to modify Idaho's requirement. Louisiana [2] requires majority approval but allows the articles or bylaws to require a higher proportion for approval.

8.04.06 Special Member Voting

The Standard Act describes an articles provision for nonstock associations that may say "whether the property rights and interests of each member shall be equal or unequal; and if unequal, the general rule or rules applicable to all members by which the property rights and interests, respectively, of each member may and shall be determined and fixed; and provision for the admission of new members who shall be entitled to share in the property of the association with the old members, in accordance with such general rule or rules."

The Standard Act goes on to say "This provision or paragraph of the articles of incorporation shall not be altered, amended, or repealed except by the written consent or vote of three-fourths of the members."

Twenty-two statutes, listed in table 8.04.06, contain a similar restriction. Of those twenty-two, four require the vote or written consent of two-thirds of the members rather than three-fourths. Idaho requires only majority approval.

Kentucky [2] permits a vote by proxy on such an amendment. Washington [2] requires the vote or written consent of at least two-thirds of those members voting, provided at least one-fourth of all members actually vote. Florida [2] requires unanimous vote for property and voting rights changes. Maryland requires two-thirds vote of all members or two-thirds vote of the class affected.

8.04.07 Nonmember Voting

Thirteen statutes describe circumstances under which stockholders not ordinarily entitled to vote may do so on a proposed amendment to the articles of incorporation. Seven of those statutes, noted in table 8.04.07, say if the proposed amendment alters the preferences of preferred stock, two-thirds of the holders of that stock must give their written consent to the change. Utah requires only majority approval. The District of Columbia and New Mexico [1] say two-thirds of the holders of preferred stock must vote for approval of an amendment that either alters the preference of existing preferred stock or permits issuance of a new stock class with superior preference.

Alaska, Oregon, and Wisconsin contain more detailed provisions. In those statutes, the right to vote is extended to all shareholders whose interest is affected by the proposed change in articles of incorporation, and the kinds of changes that affect shareholders are listed. An amendment is said to affect stockholders interests if it would: (1) Decrease dividends or change vote setting methods; (2) restrict transfer rights; (3) give preference to other classes; (4) change par value; (5) increase the number of authorized shares of a higher preference class; or (6) require or permit exchange of shares among classes. The requirements for a joint meeting of shareholders and voting members are described by statute. Each shareholder may cast one vote regardless of the number of shares owned, but the statutes permit the articles to give the shareholders one vote for each share of stock held.

For Alaska and Oregon, the proposed amendment is adopted if it receives a majority of votes by members and shareholders entitled to vote where the vote is at a joint meeting of members and voting shareholders. Wisconsin requires a two-thirds vote for members voting on the amendment and, at the same time, a vote of two-thirds of affected stockholders voting on the amendment.

8.04.08 Special Rules

A number of statutes contain special rules or limitations that pertain to articles amendment. These special rules are noted in table 8.04.08.

Seven statutes allow an amendment to the articles of incorporation to increase or decrease the association's capital stock but the amount of stock may not be reduced to a level below the paid-up capital stock existing at the time of the amendment.

Four statutes (North Dakota, Oregon, South Dakota, and Wisconsin) allow an association to restate the articles, eliminating the incorporators' names.

California [1], California [2], Maryland, and Massachusetts [3] apply the general corporation laws of the State to the articles amendment process.

North Dakota, South Dakota, and Wisconsin say a challenge to the amendment must be made within 2 years of its adoption, an amendment does not affect legal causes of action against the association, and bankruptcy rules may modify the articles.

Other special rules are noted in table 8.04.08.

8.04.09 Execution and Filing

After an amendment to the articles has been adopted by the association, it is executed and filed with the appropriate State office. In most cases, the amendment is executed and filed in a manner similar to the initial articles. The specific rules for execution, if any, are listed in table 8.04.09 along with the statutory filing requirements.

Alaska, North Dakota, Oregon, and South Dakota detail the contents of the document to be filed. It must contain the name of the cooperative, the text of the amendment along with other information about the location and effect of the amendment, the date of adoption, the number of members voting for or against the amendment, and information on affected shareholders, if any, and their vote on the amendment. The document must be executed by the president or vice president and by the secretary or assistant secretary, then verified "by one of the officers signing the articles."

North Carolina [2] also contains a list of contents for the filed documents, a list similar to those for the four statutes listed above. Added to the requirements, however, is a statement that approval by the board must follow statutory guidelines.

New York requires an affidavit be affixed to the amendment that states the amendment was authorized by votes required by statute.

Thirty-one statutes make specific reference to execution requirements, and a filing requirement is specifically mentioned in 61 statutes.

CHAPTER 9: BYLAWS

Bylaws are rules an association adopts to regulate business affairs. They are normally more detailed than articles of incorporation, and provide members, officers, and directors guidelines within which their rights and responsibilities are determined. They are rules by which the organization must operate.

This chapter surveys the statutory provisions that pertain to the adoption, contents, and amendment of bylaws.

9.01 Requirement

Thirty-eight statutes make bylaw adoption mandatory in language similar to the Standard Act. Fourteen other statutes require bylaws, using different terminology for the requirement, while 12 statutes that mention bylaws do not state specifically that bylaws are required. The variety of provisions is shown in table 9.01.

The Standard Act provision on bylaw adoption reads: "Each association incorporated under this act must, within thirty (30) days after its incorporation, adopt for its government and management, a code of bylaws, not inconsistent with the powers granted by this act."

Thirteen additional statutes make bylaw adoption mandatory though in different language than the Standard Act. Among those 13 are 3 statutes whose terms appear to be mandatory but may be subject to other interpretation. Alaska and Oregon say initial bylaws of a cooperative shall be adopted by its board of directors. Nebraska [2] says each association "shall make such provision as it may desire or the adoption of its board of directors of a code of bylaws."

Of the 38 statutes with a like term, Nevada [1] and Nevada [2] differ as to the time in which bylaws must be adopted. Nevada [1] and Nevada [3] require bylaws to be adopted within 1 month of incorporation and Nevada [2] specifies 40 days. Arkansas [3] does not specify a time limit. Not all of 13 statutes give a time in which bylaws must be adopted. Of those that do, four (California [2], Pennsylvania [2], Virginia [1], and Virginia [2]) state that the bylaws must be adopted at the initial meeting. Oklahoma [2] provides bylaws must be adopted at a meeting within 40 days after articles of incorporation are filed. North Carolina [2] requires bylaws to be drawn up at the same time as the articles.

Eight statutes contain reference to bylaws that seem to permit, but not require, adoption of bylaws. North Dakota and Wisconsin say the initial bylaws may be adopted by the temporary board of directors. District of Columbia says bylaws shall be adopted by a majority of members voting, though "shall" appears to refer to the voting requirement, not a requirement for bylaws.

Iowa [3] states that directors may adopt bylaws, and Pennsylvania [1] gives association members authority to "make all such bylaws as they may deem necessary for the proper management of the business, property, and affairs"

Whether bylaw adoption is mandatory or only permissive in some statutes mentioned cannot be determined directly from the bylaw provision in the statute.

9.02 Adoption Approval

A majority vote of members or stockholders, or their written assent, is necessary to adopt the association's bylaws according to 20 statutes similar to the Standard Act. Table 9.02 summarizes statutory approval terms. Of those 20, Illinois [2] and Louisiana [2] give optional adoption procedures. In Illinois [2], the board may adopt bylaws. In Louisiana [2], the articles may permit the board to adopt bylaws.

Alabama [2] and Mississippi [1] permit a majority of organizing members named in the articles to adopt bylaws. Pennsylvania [2] says the incorporators shall adopt bylaws. Nevada [2] confers that authority on a majority of the "associates."

A second group of 13 statutes says a majority of members voting may adopt bylaws. Three of these (Hawaii, Maine, and New Mexico [2]) address voting on a patronage basis. If patronage voting is allowed, a vote representing both a majority of members and a majority of the patronage based vote is necessary to adopt bylaws. Nevada [3] requires a majority vote of members or written assent of members representing majority voting power. Florida [1] mentions a notice requirement for the meeting at which bylaws are adopted, and Vermont makes special provision for delegate voting, if used.

Five statutes (Kentucky [2], Maryland, New York, Rhode Island, and Washington [2]) require approval by two-thirds of those members actually voting. Washington [2] states a minimum of 25 percent of all members must vote.

Delaware and Illinois [1] mention adoption at a meeting but set no voting minimum for approval.

Michigan and Oregon place power to adopt bylaws in shareholders or members, respectively, without further elaboration on methods to be used.

Eleven statutes either give the board power to adopt bylaws or provide board adoption as an option to member adoption by direct vote. Iowa [3] and Nebraska [2] say bylaws may be adopted by the board of directors. Illinois [2], Indiana, Louisiana [2], Virginia [1], and Virginia [2] give power to either the board of directors or members, with specified voting requirements. Indiana and Louisiana [2] provide that the articles of incorporation are to specify board or member adoption.

Four statutes contain a somewhat detailed description of the bylaw adoption process. North Dakota and Wisconsin say initial bylaws may be adopted by the temporary board of directors. Thereafter, bylaws may be adopted only by members unless the members adopt a bylaw provision that gives the board authority to adopt bylaws. Any bylaw provision adopted by the board is subject to review by members. Unless bylaws state otherwise, a majority present at a meeting may adopt bylaws provided a quorum is present. North Dakota requires a quorum.

South Dakota contains provisions similar to North Dakota except no reference is made to adoption of initial bylaws by the temporary board. In Pennsylvania [2], the articles or bylaws may describe how bylaws are to be adopted, but, as in North Dakota and South Dakota, bylaws adopted by the board are subject to member approval.

9.03 Time of Adoption

The period in which bylaws are to be adopted was mentioned in the two preceding subsections. Those provisions are summarized as follows:

At time articles are written—1 statute

Within 30 days—35 statutes

Within 1 month—2 statutes

Within 40 days—2 statutes

Before commencing business—6 statutes

At initial or organization meeting—3 statutes

9.04 Filing

Bylaws are not normally filed with a State office. New Jersey, New York, and Virginia [2], however, require a copy of the bylaws be filed with the State Department of Agriculture, as shown in table 9.04. Texas [2] requires filing with the Secretary of State's office.

Virginia [2] also requires a copy be filed with the Director of the State Agricultural Extension Division. Nevada [1] and Nevada [3] say all bylaws in force "must be copied legibly in a book called the Book of Bylaws, kept at all times for inspection in the principal office. Until so copied, they shall not be effective or in force."

9.05 Bylaw Purposes

Fifty-two statutes state the purposes of bylaws. Thirty-four of these statutes are similar to the Standard Act, which says the cooperative may adopt bylaws for its "government and management." The other statutes similiary describe purposes as self government, regulation and manage-

ment of the cooperatives' business and affairs, and establishment of rules for the management of the business, property, and affairs of the association. Provisions are summarized in table 9.05.

9.06 Contents

Many statutes give a list of subjects that may be addressed in the bylaws. Others, however, either make a general statement about contents or make no reference at all.

Table 9.06 notes those statutes with a list of either permissive or mandatory topics for the bylaws.

Two statutes (Arkansas [1] and Kansas [1]) say the cooperative "shall formulate bylaws prescribing the duties of the directors and officials; the manner of distributing the profits of its business; the manner of becoming a member; and such other rules and instructions to its officials and members as will tend to make the corporation an effective business organization." Iowa [3] says bylaws may deal with fiscal or internal affairs of the association.

In overview, bylaw contents are addressed several different ways by the various statutes. Bylaw provisions may be mandatory or permissive. Some statutes require listed subjects to be included in the bylaws, though the exact content is not always specified. Other statutes (the great majority) only list items that *may be* included in the bylaws. In some circumstances the statute does not clearly indicate whether a provision is mandatory or permissive.

Items that must appear in the bylaws or are mentioned as possible bylaw provisions are not always found together in the statutes. Often a section that deals substantively with a topic will mention bylaws as the means to define or describe rules and relationships in the organization.

Subjects analyzed in this section are mentioned in some way as bylaw contents by various statutes. The tables note whether a provision seems to be mandatory or permissive, and give the statutory citation. Specification, if any, of what bylaws must or may say on each topic will be found in the sections relating to that subject.

9.06.01 Entrance, Organization, Membership Fee

Thirty-one statutes contain a provision exemplified by the Standard Act. It identifies as a possible bylaw topic "the amount of entrance, organization, and membership fees, if any; the manner and method of collection of the same; and the purposes for which they may be used."

New Jersey and Oklahoma [1] make such a bylaw provision mandatory. Five additional statutes (Colorado [1], Massachusetts [3], Mississippi [1], Nevada [1], and Nevada [3]) mention only the amount of entrance or membership fees. New Mexico [1] and Rhode Island, in broader terms, refer to methods and terms of admission, and any matter or thing rela-

tive to members, respectively—both of which could include membership and entrance fees. Statutory references are identified in table 9.06.01.

9.06.02 Member Admission Conditions

Most statutes (a total of 58) make reference to bylaw provisions that may describe conditions for member admission. The Standard Act has two such references.

The more direct reference is in the bylaw contents section. It says each association, under its bylaws, may provide for “the number and qualification of members or stockholders of the association and the conditions precedent to membership or ownership of common stock.” Elsewhere the Standard Act permits admission of only agricultural producers under the terms and conditions prescribed in the bylaws.

Thirty-four statutes have provisions similar to the Standard Act’s bylaw content section. Oklahoma [1] makes such a bylaw provision mandatory.

Of the remaining statutes, six appear to require a bylaw provision regulating membership admission and qualification while the rest appear to permit, but not require, such a provision. Pennsylvania [1] says only that bylaws may permit minors to hold shares and vote.

9.06.03 Regular or Service Charges

Thirty-one statutes note that bylaws may specify charges, if any, to members. In the language of the Standard Act, bylaws may indicate the “amount which each member or stockholder shall be required to pay annually or from time to time, if at all, to carry on the business of the association; the charge, if any, to be paid by each member or stockholder for services rendered by the association to him and the time of payment and the manner of collection”

Other statutes permit similar bylaw contents, but do not use the Standard Act’s terminology. Arizona and Massachusetts [3] permit inclusion of terms on annual dues and assessments, and Nebraska [1] permits annual contribution terms, while Rhode Island contains a general provision on any “matter or thing” relating to members. Iowa [2] requires bylaw description of dues, assessments or service charges, and Nevada [1] and Nevada [2] have similar terms.

New Jersey contains a Standard Act-like section but makes its inclusion mandatory. A total of 37 statutes refer to bylaw provisions relating to regular or service changes, identified in table 9.06.03.

9.06.04 Property Rights or Interests

Eleven statutes, noted in table 9.06.04, say bylaws may contain a provision setting out relative rights, interests, and preferences of members. In-

cluded in this number are Arizona, which states the general rule applicable to all members must be in the bylaws, and Rhode Island's general statement on anything relating to members. New York says the provision may be contained in either the articles or bylaws.

9.06.05 Cessation of Membership

The Standard Act states the bylaws may give "the conditions upon which and time when membership of any member shall cease; the method, time and manner of permitting members to withdraw or the holders of common stock to transfer their stock; the manner of assignment and transfer of the interest of members and of the shares of common stock." Thirty statutes include a similar term.

A total of 39 statutes contain a withdrawal provision. Eighteen additional statutes refer to bylaw provisions on cessation of membership using different terminology.

9.06.06 Suspension of Membership

Under the Standard Act, bylaws may provide for "the automatic suspension of the rights of a member when he ceases to be eligible to membership in the association; and the mode, manner, and effect of the expulsion of a member."

Thirty-one statutes contain similar terms. Six statutes say bylaws may specify the "mode, manner, and effect of expulsion." Nine other statutes include a more general item on loss of membership. The Rhode Island provision on any matter relating to membership termination is also included. The total number of statutes with a provision on this subject is 48. They are noted in table 9.06.06.

9.06.07 Member Interests at Termination

Forty-five statutes, noted in table 9.06.07, make reference to a bylaw provision to determine a member's interest in the association when membership is terminated. Thirty-one follow Standard Act terminology: "the manner of determining the value of a member's interest and provision for its purchase by the association upon the death or withdrawal of a member or stockholder, or upon the expulsion of a member or forfeiture of his membership, or, at the option of the association, the purchase of (sic) a price fixed by conclusive appraisal by the board of directors." Modifications are made to a Standard Act type provision in Nevada [1], Nevada [2], Nevada [3], North Carolina [2], and West Virginia.

Nine statutes refer to bylaw provisions on interest at termination in more general terms. Hawaii, Maine, and Utah include time of payment as a bylaw provision. Oklahoma [1] makes mandatory a provision in the bylaws about the method used to ascertain a member's interest in association assets. In more general terms, Rhode Island includes any matter relative to members or membership termination, and Wisconsin includes conditions and terms of membership termination.

9.06.08 Appraisal of Interest

When membership is terminated, the interest of former members in the association must be determined. Twenty-five statutes, noted in table 9.06.08, provide that bylaws may address the issue. All except New Jersey use language similar to the Standard Act, which states “Each association, under its bylaws, may provide for any or all of the following matters: . . . In case of the withdrawal or expulsion of a member, the board of directors shall equitably and conclusively appraise his property interests in the association and shall fix the amount thereof in money, which shall be paid to him within 1 year after such expulsion or withdrawal.” Six statutes modify the provision and New Jersey makes rules for ascertaining and paying the value mandatory in the bylaws.

9.06.09 Member Meetings Generally

Fifty-three statutes, in table 9.06.09, list rules about membership meetings as possible subjects of a bylaw provision. Almost all (43) follow the Standard Act list of “time, place, and manner of calling and conducting its meeting” with some variation. Delaware, New Jersey, North Carolina [1], Oklahoma [1], and Pennsylvania [2] require such provisions in the bylaws. Ten statutes use different language to note a bylaw provision on meetings.

In a specific reference to meeting notice, 42 statutes follow the Standard Act permitting bylaws to give notice by publication rather than by mail. The Standard Act reads: “Each association under its bylaws, may provide for any or all if the following matters: . . . The time, place and manner of calling and conducting its meetings . . . Notice of all meetings, together with a statement of the purposes thereof, shall be mailed to each member at least 10 days prior to the meeting; provided, however, that the bylaws may require instead that such notice may be given by publication in a newspaper of general circulation, published at the principal place of business of the association.”

9.06.10 Annual Meeting Requirement

Thirty-six statutes require a bylaw provision for annual meetings in language similar to the Standard Act, which states: “In its bylaws, each association shall provide for one or more regular meetings annually.” Those statutes and other references to annual meeting bylaw provisions are shown in table 9.06.10. Ten additional statutes note meeting provisions using different terminology.

9.06.11 Quorum

Forty-two statutes say bylaws may state the number of stockholders or members making up a quorum at member meetings. New Jersey and North Carolina [1] require such a provision.

Three statutes (Michigan, Minnesota [1], and Nebraska [1]) permit a specification of quorum to be in either the articles or the bylaws. Six statutes (Alaska, Montana [1], North Dakota, Oregon, South Dakota, and Wisconsin) say bylaws are to state a quorum if the quorum desired by the association is greater than that required by statute. Maryland, Montana [2], and New York use somewhat different terminology to describe the bylaw quorum provision. A total of 35 statutes, noted in table 9.06.11, contain reference to bylaw provisions.

9.06.12 Proxy and Mail Voting

Statutes are varied in their references to bylaw provisions on voting by proxy or mail. The single largest category into which statutory provisions on the topic fall is exemplified by the Standard Act. It reads: "Each association, under its bylaws, may provide for any or all of the following matters: . . . The right of members or stockholders to vote by proxy or by mail or both; and the conditions, manner, form, and effects of such votes." Kansas [2] adds to a similar provision a statement that the bylaws may take away the right to vote by proxy or mail. Thirty-three statutes note a bylaw provision for mail or proxy voting rules.

Eleven statutes refer only to mail voting, while Florida [2] refers specifically to proxy voting but not mail voting.

Michigan and Pennsylvania [2] refer to both but locate such a provision in either the bylaws or articles of incorporation. District of Columbia refers to an articles or bylaws provision on mail vote quorum. Iowa [3] says the articles or bylaws may permit a signed written vote with given conditions, and New Mexico [2] refers to mail voting.

Other statutes use more general language to identify voting practices. The terms "manner of voting" or "voting methods or procedures" as bylaw topics may include proxy or mail voting rules. It is necessary, however, to look elsewhere in the law to determine rules for such statutes.

Fifty-seven statutes address the issues of proxy or mail voting bylaw provisions, whether explicitly or implicitly. They are noted in table 9.06.12.

9.06.13 Director Election by District

Fifty-six statutes mention provisions in association bylaws that may specify districting for purposes of director election, the use of delegates, or separate district election meetings. They are summarized in table 9.06.13. The Standard Act exemplifies the terminology used in 38 statutes. It states: "The bylaws may provide that the territory in which the association has members shall be divided into districts and that the directors shall be elected according to such districts, either directly or by district delegates elected by the members in that district. In such a case, the

bylaws shall specify the number of directors to be elected by each district, the manner and method or reapportioning the directors and of redistricting the territory covered by the association. The bylaws may provide that primary elections shall be held in each district to elect the directors apportioned to such districts and that the result of all such primary elections may be ratified by the next regular meeting of the association or may be considered final as to the association.”

Eighteen other statutes specifically mention voting districts as a possible bylaw item. Several of these use general terms to describe what the bylaws may contain pertaining to director election, terms that probably include districting if otherwise permitted by law. Among the 18, Minnesota [1] and New Mexico [1] (“unit” voting) say such a provision may be in either the articles or bylaws.

Delaware, in a somewhat unique provision, says “the bylaws may provide a system for the nomination of directors by representative body or council, or otherwise, and for their election, either at large or by districts, by votes cast by stockholders in districts or local organization with the return of the votes to the central office for tabulation.”

9.06.14 Public Directors

Twenty-five statutes let the bylaws provide that one or more directors may be appointed by a public official or by the other directors to represent primarily the interests of the general public. They are identified in table 9.06.14. The Standard Act contains such a provision. Several statutes do not contain the reference to representation of the public interest. Virginia [2] makes a provision for public directors mandatory. Colorado [1] allows the bylaws to provide for nonmember directors.

9.06.15 Qualifications, Duties of Directors

A total of 61 statutes address some aspect of directors’ qualifications, compensation, and duties. The range of provisions is noted in table 9.06.15. The majority of statutes contain terminology similar to the Standard Act, which states the bylaws may provide for “qualifications, compensation and duties and term of office of directors and officers.”

9.06.16 Director’s Term of Office

Sixty-seven statutes, noted in table 9.06.16, identify the directors’ term of office as a possible subject of a bylaw provision (required in New Jersey and possibly New York). Five statutes (Connecticut [1], Delaware, District of Columbia, Indiana, Texas [1], and Wyoming) make specific reference to staggered terms. North Dakota, South Dakota, and Wisconsin say bylaw provisions may codify statutory terms, and Rhode Island makes general reference to any matter relative to directors.

9.06.17 Directors' Quorum

As shown in table 9.06.17, 50 statutes indicate bylaws are an appropriate place to specify the number of directors constituting a quorum at a director meeting. Delaware, New Jersey, and Oklahoma [1], among the 50, make such a provision mandatory.

9.06.18 Board Committees

Twenty-five statutes are similar to the Standard Act with respect to a bylaw provision on board committees. Bylaw provisions may establish an executive committee in the board of directors, describe its functions, and grant it powers to act. Nine additional statutes refer to bylaw board committee provisions. The 34 statutory references on committees are noted in table 9.06.18.

9.06.19 Qualifications, Duties of Officers

Fifty-four statutes identify qualifications, compensation, duties or terms of office of cooperative officers as possible subjects of a bylaw provision. Six of the 54 make all or some provisions mandatory, and Michigan says terms may be in either the articles or the bylaws. Rhode Island, in broad language similar to that for members and directors, permits a bylaw provision on any matter or thing relating to officers. Statutes are identified in table 9.06.19.

Most of the statutory references to officer bylaw terms are included with those on director bylaw terms as exemplified by the Standard Act (see section 9.06.15 for Standard Act text). Not all parts may be equally appropriate for both officers and directors.

9.06.20 Charge for Services

Thirty-five statutes indicate bylaws may describe service charges. Standard Act language is followed in most, and in two statutes (New Jersey and Oklahoma [1]) a bylaw term is mandatory if service charges are used. The Standard Act reads: "Each association, under its bylaws, may provide for . . . the amount which each member or stockholder shall be required to pay annually or from time to time, if at all, to carry on the business of the association; the charge, if any, to be paid by each member or stockholder or services rendered by the association to him and the time of payment and the manner of collection." Statutes on this topic are identified in table 9.06.20.

9.06.21 Marketing Contract

The marketing contract between the cooperative and its members and patrons may be the subject of a bylaw provision. Statutes that associate the marketing contract with the bylaws are noted in table 9.06.21. Thirty statutes follow language of the Standard Act, which says the association,

under its bylaws, may provide for “the marketing contract between the association and its members or stockholders which every member or stockholder may be required to sign.”

Massachusetts [3] allows bylaws to contain an approved or established form of marketing contract, while Pennsylvania [2] permits rules under which contracts may be made. Arizona addresses the problem raised when the marketing contract, part of the bylaws, expires. The board of directors may revise the bylaws to be in effect in the next contract period. The new bylaws are effective after 30 days’ notice of the change unless more than 50 percent of the members have filed written objections to the new contract bylaw term.

Thirty-nine statutes contain a reference to bylaw marketing contract provisions.

9.06.22 Liquidated Damages

By specific reference, 38 statutes, identified in table 9.06.22, permit bylaws to include a term rather unusual for bylaws—damages for breach of the marketing agreement.

Most statutes are similar to the Standard Act, which states “bylaws or the marketing contract may fix, as liquidated damages, specific sums to be paid by the member or stockholder to the association upon the breach by him of any provision of the marketing contract regarding the sale or delivery or withholding of products”

9.06.23 Net Margins Distribution

Thirty-three statutes specifically identify bylaws as a place to describe methods used by the association to determine and distribute net margins to patrons.

Most statutes use permissive terms to describe bylaw provisions, though in many cases a provision may be mandatory. Table 9.06.23 shows the variety of references to net margins distribution bylaw provisions.

9.06.24 Investment of Reserves

Thirty-nine statutes indicate bylaws may describe some aspect of reserves the association may have, particularly their investment. The Standard Act also contains such a reference. Table 9.06.24 notes a variety of provisions on the topic.

9.06.25 Stock Ownership Limits

Twenty-four statutes permit bylaws to limit the amount of stock one member may own. The majority of these (17) say bylaws may limit

ownership to an amount less than the amount set by statute as a maximum. Others make reference to limitation of ownership generally. Michigan identifies either the articles or bylaws as sources of limitation. Pennsylvania [2] and Rhode Island have general terms with respect to bylaw rules for issuance of stock.

9.06.26 Stock, Membership Transfer Restrictions

Fifty-two statutes, shown in table 9.06.26, refer to bylaw provisions concerning the transfer of membership stock or memberships.

Twenty-four are similar to the Standard Act, which is mandatory. It says "bylaws shall prohibit the transfer of the common stock of the association to persons not engaged in the production of the agricultural products handled by the association."

Twenty-two statutes list regulations on transfer as a permissive term in the bylaws. Seven statutes indicate membership stock may be transferred only as provided in the bylaws (or articles in Arkansas [3], Kentucky [2], New Jersey, and New York). Minnesota [1] requires the bylaws to provide for first rights of purchase for any class of stock. Remaining statutes noted in the table are more general.

9.06.27 Dividends on Stock

Six statutes mention payment of dividends on stock as a possible bylaw provision subject. They are noted in table 9.06.27.

9.06.28 Other Provisions

Twenty-two statutes contain references to bylaw provisions for purposes not itemized in the statutes. Most of these items, noted in table 9.06.28, permit bylaw provisions necessary and proper for managing the cooperatives' affairs. Others vary in their characterization of such provisions, as summarized in the table.

9.06.29 Violation of Bylaws

Forty-one statutes specifically mention a bylaw term that prescribes penalties for violation of bylaw provisions (separate from marketing agreement violations).

Michigan states that a 5-year failure to return dividends required in the bylaws justifies dissolution. Iowa [3] and Nevada [3] say members may be expelled for bylaw violations. Minnesota [1] says the board of directors may require membership stock be surrendered for repeated, intentional violations of bylaws. New Hampshire says reasonable penalties may be prescribed, and Pennsylvania [1] permits fines for breach of bylaws or business rules.

9.07 Amendment of Bylaws

Nine statutes indicate procedures for amendment of bylaws may be in the bylaws, and six require it. Seven statutes make only general reference to bylaw amendment. Amendment provisions are summarized in table 9.07.

Thirteen statutes require a majority vote of members voting at a meeting or their written assent. Texas [1] requires a simple majority vote of members unless the articles or bylaws increase the proportion. California [1] requires a majority of voting power. Nevada [2] requires approval of a majority of all members, not just those voting.

Several statutes have rather special provisions concerning bylaw amendment. Idaho requires a two-thirds approval of members voting at a member meeting, but at the same time requires a majority vote of all mail votes. Iowa [3] specifies a 75 percent director vote or a 75 percent approval of voting members or voting as specified in the articles or bylaws.

Rhode Island, Virginia [1], Virginia [2], and Washington [2] require two-thirds approval of voting members. Maryland requires a vote of two-thirds of persons voting in person or by mail. Washington [2] adds the condition that at least 25 percent of the members vote. Michigan says that one-tenth of the members may propose bylaw amendment. It is then subject to approval at an annual meeting.

Fourteen statutes mention boards of directors power to amend bylaws. Various descriptions of board bylaw amendment are summarized in table 9.07.

CHAPTER 10: MEMBERSHIP

The legal relationship between members and their cooperative association is a central theme of cooperative law. This chapter singles out those features of cooperative incorporation statutes that describe characteristics of members, their relationship with the association, and termination of membership.

10.01 Member Defined

In most cases, it is relatively easy to identify who an association's members are. Because of variations in the membership arrangement, however, statutory definitions are essential. Statutory provisions on member and active member definitions are summarized in this section. References to statutes are given in table 10.01.

Thirty-one statutes say a member shall include actual members of associations without capital stock and holders of common stock in associations organized with capital stock. Five additional statutes (Arkansas [3], Kentucky [2], Maryland, Rhode Island, and Virginia [2]) are similar, defining a member to be a holder of membership in an organization without capital stock or a holder of common stock in a stock association. Kentucky [1] and Missouri [1] apply only to nonstock associations, while Minnesota [1] applies only to stock associations.

Alaska, North Dakota, Oregon, South Dakota, and Wisconsin describe a member as a person who is qualified and accepted into membership. Nebraska [2] and New York identify members as those holding certificates of membership.

Arizona defines an "active member" as one growing a product handled by the association who, during the previous year, delivered products to the association.

Other definitions of association member are noted in table 10.01.

10.02 Fostering Membership

Four statutes specifically give the cooperative association power to foster membership by advertising, education, or other lawful means. Statutes are identified in table 10.02.

10.03 Qualifications

The statutes may refer to qualifications required to become an association member. Generally this reference is made in two ways. First, the statute may recognize the role of the organization itself to establish qualifications for membership. This is typically done in the bylaws. Second, a statute may describe qualifications either as limiting membership or extending it by specific reference to examples of organizations or persons that qualify.

10.03.01 Bylaws

Specific statutory reference to bylaw member qualifications provisions have been noted in section 9.06. In addition, 39 statutes permit the association to admit members or issue common stock to qualifying persons "under the terms and conditions prescribed in the bylaws." Fifteen other statutes, summarized in table 10.03.01, have provisions varying from the Standard Act provision.

10.03.02 General Organization

Language in many statutes indicates the kinds of organizations eligible to become cooperative members. Some statutes provide that members may be either natural or legal persons, without further qualifications on the types of legal person contemplated.

Many statutes first mention "persons" as members, then add a definition of persons. Thirty-eight statutes provide a definition of the "person" who may be an association member. The kinds of persons that qualify for membership vary somewhat but there is considerable similarity. Most statutes include individuals, firms, partnerships, corporations, and associations, as shown in table 10.03.02.

When definitions of "person" are combined with direct references to organization membership, a total of 32 statutes with a definition include "firm" and 42 include partnerships. Fifty-three statutes permit an association to have another association as a member. All 38 statutes save one (Alabama [2]) include "corporation" in the definition of person. When 10 other statutes that mention corporations as members are added, a total of 47 statutes specifically permit corporations to be members of the association.

No statute specifically excludes corporations from membership by definition, though Iowa [3] permits incorporation by only individuals and other associations.

Nebraska [2], Oklahoma [1], and Rhode Island include two or more persons with a joint or common interest. Similarly New York includes two or more persons acting together.

In addition to individuals, firms, partnerships, and corporations, Indiana includes as permissible members business trusts, executors, administrators, receivers, bodies politic, and political subdivisions. Oregon includes joint stock companies, trusts, and estates. North Dakota, South Dakota, and Wisconsin include bodies politic.

Sixty-nine statutes make some reference to membership organizational qualifications.

10.03.03 Person

Statutory definitions of "persons," used in the previous subsection analysis, are summarized in table 10.03.03.

10.03.04 Landlord and Tenant

Membership qualification when a landlord-tenant relation exists is addressed in a substantially identical manner in 42 statutes. All generally permit membership of "lessees and tenants of land used for the production of such products and any lessors and landlords who receive as rent all or part of the crop raised on the leased premises."

Statutes in which the provision is contained are identified in table 10.03.04.

10.03.05 Producer

One of the more important distinguishing features of a State's incorporation statute for cooperative associations is a requirement that all members be farmers. By this criteria 48 of the 86 statutes are classified as farmer cooperative association statutes. Provisions are summarized in table 10.03.05.

Some variation exists among statutes on how the requirement is stated. Forty statutes are similar in their requirement that members may only include persons engaged in the production of agricultural products to be handled by or through the association. Arkansas [3] and Utah are similar with a producer requirement.

Five statutes with a Standard Act-like requirement expand the membership requirement slightly. Arizona includes any corporation regularly financing agricultural production. Indiana includes those employed by a farmer or agricultural cooperative, stockholders of associations engaged in agriculture, corporations if more than half their business is agricultural and political subdivisions engaged in the production of agricultural products. Idaho, Iowa [3], and New Hampshire include producers if they use supplies and services of the association.

Hawaii, Maine, and Virginia [2] limit membership to "bona fide" producers. Illinois [2], in its definition of cooperative association, requires "substantially all" members be farmers. Kansas [2] limits voting membership to farmers but opens associate or sustaining nonvoting membership to anyone. Voting stock, whether common or preferred, must only be held by producers of agricultural products according to Mississippi [1]. Louisiana [1] requires the produce to be grown by the producer. Delaware includes "and other allied occupations."

10.03.06 Other Provisions

Several statutes, noted in table 10.03.06, contain other provisions that relate to membership qualifications. Variation among the 17 statutes listed are shown in the table.

10.04 Membership Fee Statement

Five statutes require the membership fee to be specified in the articles of incorporation. In a far more common situation, statutes permit bylaws to set out membership fees, terms of their collection, and purposes for which they may be used. Notations on contents and section numbers are found in sections relating to contents of articles and contents of bylaws.

10.05 Documents

Membership certificates and certificates representing shares of stock are two general documents that evidence membership in nonstock and stock associations, respectively. Many statutes give requirements concerning issue and form of these documents.

10.05.01 Membership Certificates

Fifty statutes provide for membership certificates for nonstock associations. Provisions for certificates, most of which are similar to the Standard Act, are noted in table 10.05.01.

10.05.02 Stock Certificates

Common stock (stock that usually carries the voting power) is typically represented by stock certificates. The terms common stock and membership stock usually are used interchangeably. Alaska (10.15.020(a)) and Oregon (62.015(1)(9)) define membership stock as that class of stock that must be owned for membership.

A majority of statutes require that certain information be printed on the face of membership stock certificates.

The most common requirement is that any limitation on transfer of membership stock to producers be printed on the certificate itself. Most statutes say “the bylaws shall prohibit the transfer of the common stock of the association to persons not engaged in the production of the agricultural products handled by the association; and such restrictions must be printed upon every certificate of stock subject thereto.”

Twenty-seven statutes with a similar term are shown in table 10.05.02. New Jersey says the restriction may be printed on a separate document and affixed firmly to the certificate.

Other statutes require additional information. Alaska, North Dakota, Oregon, South Dakota, and Wisconsin require signatures, name, shares, par value, classes, and relative membership rights, in addition to any restriction on transfer. Wisconsin permits a summary of the information and a statement that such information will be furnished on request.

Delaware requires a statement that membership stock will be redeemed if the member ceases to patronize the association for 12 months. The fact

that sale or transfer of stock must be approved by the association is also required on the certificate. District of Columbia requires a statement on voting, voting by proxy, and stock repurchase.

Under Iowa [3], dividends on capital stock must be stated on the certificate, as must restrictions or limitations on ownership, voting transfer, redemption or cancellation of membership stock certificates.

Michigan requires a condensed statement of every article or bylaw that in any way limits the shareholder's right to assign or transfer shares or to vote the total number of shares held at meetings of the association, or that forbid voting by proxy. Similarly, Maryland, New Mexico [1], and Texas [1] refer to statements embodying terms of the statute applying to voting, vote by proxy; or limitations on transfer must be printed on each certificate. Vermont requires a statement of any restriction on voting.

Pennsylvania [2] permits a statement on the certificate's face that indebtedness is a lien, and requires specification of any restrictions on transfer, sale, or any options retained by the association.

Six statutes provide for replacement of missing certificates. They are Alaska (10.15.115), North Dakota (10-15-23), Oregon (62.245), South Dakota (47-16-31,32), and Wisconsin (185.23).

10.06 Member Rights

Several aspects of the general rights of members of cooperative associations are addressed in various statutes. Statements about property rights may be required in the articles or permitted in the bylaws. Article or bylaw contents on property rights have been previously noted. Such provisions usually apply to nonstock cooperatives where the interests of members are not defined by a share of stock. Other aspects of member rights are summarized in this section. They are treatment on admission, contributions of members, and limits on liability.

10.06.01 Treatment on Admission

Member rights are mentioned in cooperative incorporation statutes in many contexts. A statement about member rights on admission to a nonstock association is an important statement of member rights. In connection with the required contents in the articles of incorporation, the phrase "who shall be entitled to share in the property of the association with the old members, in accordance with . . . general rule or rules" may be described in the bylaws according to the Standard Act. The general rule or rules "by which the property rights and interests, respectively, of each member may and shall be determined" are to be "applicable to all members." These indications of member treatment are found in 41 statutes, shown in table 10.06.01. Many of these, identified in the table, do not associate equal treatment provisions with the admission process. Other statutes have more general statements of member rights.

10.06.02 Contributions of Members

Charges for services performed by the association are mentioned in many statutes as a permissible bylaw provision. The Standard Act provision, similar to most such sections, reads: "The amount which each member or stockholder shall be required to pay annually or from time to time, if at all, to carry on the business of the association; the charge, if any, to be paid by each member or stockholder for services rendered by the association to him and the time of payment and the manner of collection." References to statutes on the topic are found in section 9.06.

10.06.03 Limits on Liability

One of the characteristics of a corporation is the limited liability of stockholders for debts of the corporation. A stockholder is normally not required to make good on obligations of the corporation in excess of unpaid investment. Sixty-four statutes, summarized in table 10.06.03, confirm this principle in the case of a cooperative corporation. Of those, 30 use terminology similar to the Standard Act. It reads: "No member shall be liable for the debts of the association to an amount exceeding the sum remaining unpaid on his membership fee or his subscription to the capital stock, including any unpaid balance on any promissory notes given in payment thereof."

North Dakota, South Dakota, and Wisconsin include members, stockholders and patrons in the protected class. Delaware and Mississippi [1] include officers. Iowa [3] and Missouri [2] say members' private property is exempt from execution for association debts.

Some statutes restrict freedom from liability. New Mexico [1] provides assignment of an unpaid subscription will not release the original subscriber from liability. Delaware, New York, and Pennsylvania [2] place obligation for labor performed for the organization in a special category, and do not limit shareholder liability for the obligation. Missouri [2] includes sums due on marketing contracts as the measure of personal liability. Montana [2] places a lien on member's land for corporate debts and sets limits on liability.

10.07 Other Associations

The definition of a member typically includes "association" as a qualifying organization. Organizational qualifications were summarized in section 10.03.

In addition to association references in member qualifications provisions, 42 statutes state, in a separate provision, that associations may become members of other associations. The most common provision, which says one association may become a member or stockholder in another association, is noted in table 10.07, along with other ways in which a similar meaning is conveyed. Statements that one association may invest in the stock of another association are included in this topic.

10.08 Membership Transfer

Restrictions on the transfer of membership or membership stock from a member to someone else are relatively common in agricultural cooperatives. Many statutes address aspects of the topic.

10.08.01 Articles of Incorporation

Statutory provisions related to articles of incorporation and bylaw contents on transferability of membership or membership stock were noted in section 8.03 (articles) and 9.06 (bylaws). Table 10.08.01 summarizes statutory requirements making the articles of incorporation a source of transfer restriction. Twenty-eight statutes contain an articles reference on transferability.

10.08.02 Bylaws

The majority of statutes that identify membership or membership stock transfer as a bylaw topic are of two types. The first is a requirement that bylaws contain a specific limitation on transfer to nonproducers. A second group of statutes permits bylaws to describe producers and requirements for transfer. Section 9.06 identifies the role of bylaws provisions in membership transfer.

10.08.03 Nonstock Associations

Membership in nonstock associations and common or membership stock in stock associations have many similar characteristics. However, they are normally treated separately in the statutes.

Six statutes, noted in table 10.08.03, say membership is nontransferable except as provided in the association's articles or bylaws. Five statutes require board of director approval of any transfer. Eight statutes simply prohibit transfer of membership.

10.08.04 Common Stock

Fifty-one statutes mention restrictions on transfer of membership stock, noted in table 10.08.04. Twenty-three contain a requirement that bylaws must prohibit transfer of common stock "to persons not engaged in the production of the agricultural products handled by the association." Six additional statutes similarly prohibit transfer to nonproducers of agricultural commodities. Eight statutes limit transfer to persons qualified and eligible to be members.

Colorado [1] and Nebraska [1] state the association has power to limit common stock transfer. Alaska, Maryland, Michigan, New York, and Oregon say the articles or bylaws may limit transferability. New York includes member contracts. Illinois [1] and North Carolina [1] give procedures for transfer. New Jersey prohibits transfer of membership stock.

Seven statutes permit transfer of membership stock only upon approval by the board of directors (Delaware says approval of the “association”).

10.09 Termination of Membership

Membership in a cooperative association may end several ways. Termination of membership presents a number of problems to the association. State cooperative incorporation statutes that address some of these issues are the subject of this section.

10.09.01 Cessation

Membership may cease by death, withdrawal, suspension, expulsion, or other means depending on how the association operates. Almost all statutes mentioning cessation of membership do so in the context of a permissible bylaw provision. According to the most common statutory provision, bylaws may cover conditions upon which membership may cease, a time at which membership shall cease; method, time, and manner of permitting members to withdraw, or holders of common stock to transfer their stock, and the manner in which members’ interest or shares of common stock may be assigned or transferred. Fifty-two statutes, noted in table 10.09.01, mention association rules for membership cessation.

10.09.02 Suspension, Expulsion

As in rules for cessation of membership generally, most statutes refer to suspension and expulsion of members in the context of a bylaw provision, usually permissive. Membership suspension and expulsion are not clearly distinguished from one another in most statutes.

Thirty-six statutes indicate suspension of membership rights may be made automatic when the member ceases to be eligible for membership. Similarly, 37 statutes say the association may establish the “mode, manner, and effect of the expulsion of a member.” Fifty-one statutes note that procedures for termination may be as provided in the bylaws.

Six statutes include nonpatronage as a reason for loss of membership. Delaware requires the association to repurchase stock of members who do no business with the association for 12 months; and a similar 12-month period is established in Pennsylvania [2] for both stock and non-stock associations. Other statutes give no definite period of nonpatronage, while the District of Columbia specifically notes that the period may be in the bylaws.

Iowa [3] is more specific than other statutes concerning reasons for member expulsion. It states the board of directors may expel a member who has attempted to transfer stock or has wilfully violated any article or bylaw provision that makes expulsion a penalty for violation. The District of Columbia and New Mexico [2] note voting requirements for

expulsion, both requiring a majority vote of members at a meeting about which the member in question has been informed and after being given an opportunity to respond. New Jersey says a two-thirds vote of the board of directors is required to expel a member “for cause.”

Suspension or expulsion are addressed directly in 59 statutes, noted in table 10.09.02.

10.09.03 Member Rights

None of the statutes spell out in great detail the rights of a member on termination of membership, though a majority of statutes make reference to rights at termination. Common references include a general reference to bylaw descriptions of members’ interests, valuation of the interest, and payment requirements when membership ceases. These topics are summarized in this subsection and subsections 10.09.04 through 10.09.06.

Thirty-eight statutes, noted in table 10.09.03, mention a bylaw provision for purchase of a member’s interest at membership termination. Alaska and Wisconsin permit the bylaws to provide for “conditions and terms” of termination. Arizona says bylaws may establish members’ interest on termination and a similar term is found in District of Columbia.

New York provides that, under bylaw direction, the member shall surrender membership “on payment.” Oklahoma [2] gives members the right to receive the value of their membership, subject to board approval. Six statutes say there is no obligation to pay members if a satisfactory transfer of interest has been made.

Other provisions are summarized in table 10.09.03.

10.09.04 Valuation in Bylaws

Statutory assignments of valuation methods to bylaw specification are found in section 9.06.

10.09.05 Valuation

The task of appraising the value of interest a withdrawing member has in the cooperative is specifically given to the association’s board of directors in 37 statutes, summarized in table 10.09.05. The usual statement is that the board shall equitably and conclusively approve the member’s property interests in the association, and shall “fix the amount thereof in money,” found in 23 statutes.

Florida [2] describes appraisal only in case of expelled members. Kentucky [2] permits appraisal unless the bylaws provide otherwise. New Hampshire and Vermont place limits on board appraisal, stating the price or value of stock may not be determined by any board on which the association has any greater voice than the member or member representative.

West Virginia gives an alternative to board appraisal, that of a sale at public auction. The value of sold interest, whether purchased by the association itself or someone else, is to be returned to the withdrawing member.

Three statutes are somewhat more specific about the value of member interest at membership termination. Iowa [3] requires payment of par value, but in no case more than the issue price, in case of termination by expulsion, death, or ineligibility. Nevada [1] mentions book value for repurchase of membership. New York establishes payment of par value or "otherwise designated" value and any accrued dividends, as may appear in the accounting at the end of the current fiscal year. Pennsylvania [2] requires payment of par value in the case of stock, but calls for board appraisal for nonstock associations.

10.09.06 Requirement to Pay

Statutes with specific references to a requirement that the association pay members' interests are summarized in table 10.09.06.

Fifteen statutes require the association to fix the amount of members' interest in money, and pay the amount to the member within 1 year after withdrawal or expulsion. Arizona requires payment within 3 years.

Five statutes (Hawaii, Louisiana [1], Maine, Missouri [1], and Virginia [2]) permit the association to fix the time in which the member's interest is paid. Two place limits on the period. New Jersey requires a bylaw provision. Louisiana [1] says the amount must be paid within the period of the current marketing contract, and Missouri [1] says it cannot be longer than return under ordinary business conditions as if termination had not occurred.

California [1] applies the 1-year rule only in case of expulsion. For expulsion, Florida [2], Iowa [3], and Nevada [3] require payment within 60 days instead of 1 year. Nevada [2] requires payment within 40 days.

In the case where membership is lost because of ineligibility, Iowa [3] gives 2 years in which membership interests are to be paid back to the member, while New Mexico [2] and Oklahoma [2] both set 3 years.

Alabama [3], Idaho, Mississippi [1], and Mississippi [2] permit payment with other types of paper such as preferred stock or certificates of indebtedness.

Kentucky [2] permits a refund out of normal sequence if a deceased member is owed less than \$200. Pennsylvania [2] simply says the association is to determine the manner of payment and pay that value to the member. Rhode Island gives an option of either payment in full or yearly partial payments over a 5-year period.

CHAPTER 11: ASSOCIATION CONTROL

Effective democratic control by members is an essential characteristic of cooperative associations. Most cooperative incorporation statutes establish rules to assure such control. Member control rules relate to voting powers, voting methods of association members, requirements for member meetings, and member information. Cooperative incorporation statutory provisions on the four topics are summarized in this chapter.

11.01 Voting Power of Individual Members

No single feature of cooperative incorporation statutes sets them apart from other incorporation statutes more than the voting power given to individual members. Specific statutory restrictions on voting power of individual members are summarized in table 11.01.

Fifty-six statutes limit the voting power of individual members to one vote per member. Sixteen statutes follow closely the terminology of the Standard Act, which says "no member or stockholder shall be entitled to more than one vote, regardless of the number of shares of common stock owned by him." Texas [3] is similar to the Standard Act but makes a special exception for associations of citrus producers. The other 40 statutes use somewhat different terminology to apply the one-member, one-vote rule to individual members.

Five additional statutes (Indiana, Kansas [2], Kentucky [2], Michigan, and Nebraska [1]) permit the association to limit its vote to one vote per member. Seven other statutes say if voting power is not equal, the method used must be stated in the articles of incorporation.

Voting power based on amount of business done with the association is specifically noted in 12 statutes. Alaska and Oregon state that voting power may be based on actual, estimated, or potential patronage, or a combination of methods. Massachusetts [3] notes that the relevant patronage measure is that of the preceding year. The other statutes do not describe permissible plans in detail.

Arizona and New Mexico [2] place a limit on voting power if based on actual patronage. They provide that in no case shall a member have more than five votes, and a member shall not be allowed more than one vote because of the amount of membership capital owned.

Massachusetts [3] and Vermont allow voting power to be based on the amount of land used to produce products to be handled by the association, in addition to patronage-based voting power. South Carolina [2] permits voting based on stock ownership not to exceed 20 percent of the shares of stock in the association.

A total of 80 statutes contain a provision on member voting power.

11.02 Federated Association Voting

Eleven statutes, summarized in table 11.02, specify or permit special voting rules for association members who are themselves associations.

Three statutes (North Carolina [2], North Dakota, and South Dakota) require a one-member, one-vote rule if association membership includes both individual members and association members, but permit other voting rules if the entire membership is composed of associations. The association itself may establish voting power rules for mixed associations according to District of Columbia (articles or bylaws), Kentucky [1] (bylaws), New Mexico [1] (articles or bylaws), North Carolina [2] (bylaws), and Texas [1] (articles or bylaws).

North Dakota and South Dakota permit voting power based either on patronage or on the number of members in the member associations. Membership or patronage measures are also mentioned in California [2], Minnesota [1], Minnesota [2], and Wisconsin as a basis for votes given to member associations.

11.03 Voting by Proxy

Sixty-four statutes, listed in table 11.03, mention proxy voting—giving someone else the right to vote on the member's behalf.

Forty statutes permit the use of proxy votes by direct or indirect reference. About half use terminology similar to that found in the Standard Act, which says bylaws may provide for the “right of members or stockholders to vote by proxy or by mail or both; and the conditions, manner, form, and effects of such votes.”

Of these 40 statutes, 3 allow the articles of incorporation (Michigan and Nebraska [2]) or the bylaws (Kansas [2]) to take away the right to vote by proxy. New York prohibits proxy voting only if voting is based on something other than a one-member, one-vote rule. North Carolina [1] limits proxy to cases of sickness or other unavoidable absence from membership meetings. Oklahoma [1] says proxy voting may be permitted, but if the vote is for a director, the name of the director for whom the proxy vote is cast must be included in the proxy authorization.

In sharp contrast to the 40 statutes that permit voting by proxy, 23 statutes prohibit proxy voting either by direct statement or by requiring articles or bylaws to prohibit proxy voting. Oregon prohibits proxy voting by members but permits such voting by nonmember shareholders where they have a right to vote on specific issues. California excepts association members from the proxy prohibition.

South Carolina [1] mentions proxy voting only in connection with initial subscriber meetings and is not included in either total.

11.04 Voting by Mail

Sixty statutes, noted in table 11.04, permit the use of mail votes. This number includes three (North Dakota, South Dakota, and Wisconsin) that refer only to signed votes of absent members, a term that may or may not mean mail voting described in other statutes. Kansas [2] permits the bylaws to take away the right to vote by mail.

Ten statutes contain a requirement that the issue upon which the mail vote is cast must be identified, usually with a copy of the exact motion upon which the vote is cast. Descriptions of the procedures required to be used when mail votes are used range from simple notice requirements to detailed steps necessary for permissible mail voting. Connecticut [2] mentions mail voting only in regard to amending articles of incorporation.

11.05 Other Than Natural Persons

Some members may not be “natural” persons—they may be partnerships, corporations, or other cooperative associations. A representative must then cast votes and otherwise perform the usual functions of an individual member.

Thirty-five statutes, noted in table 11.05, make special note of representative voting for member organizations. Those statutes contain a general requirement that the representative be authorized in writing to act on behalf of a member. Most statutes are similar to the Standard Act, which says: “If a member of a nonstock association be other than a natural person, such member may be represented by any individual, associate, officer or manager or member thereof, duly authorized in writing.” Variation in remaining statutes is noted in the table.

11.06 Lien on Stock

By the terms of many statutes, a member may give a promissory note as payment for shares of stock. The stock may then be retained by the association as security for payment.

Twenty-six statutes, noted in table 11.06, use terminology similar to the Standard Act to permit a member whose stock is held pending payment of the membership to vote. Four of these statutes (Florida [1], Illinois [2], Indiana, and New York) make an exception, stating that if the note is past due, voting rights may be terminated.

11.07 Cumulative Voting

Cumulative voting is a voting system in which each member receives one vote multiplied by the number of director positions subject to election. For example, if three board members of a nine-member board are to be elected, each association member would receive three votes. Those votes

need not be cast for three different directors, but may be combined to give three votes for one director.

Four statutes, noted in table 11.07, specifically permit cumulative voting. Two statutes (Colorado [1] and Colorado [2]) prohibit cumulative voting.

11.08 Special Voting Rules

Many statutes describe special voting rules for certain purposes, rules that differ from those applied in most voting circumstances.

Some of these special rules are described in this section. Others, such as those that relate to amending articles of incorporation, dissolution, merger, and officer or director removal are noted in the sections on those topics.

11.08.01 Nonmember, Member Classes

Alaska and Oregon apply business corporation law to nonmember shares by specific reference. Four statutes recognize a nonvoting class of membership if so established by the association. Statutes are noted in table 11.08.01.

11.08.02 Preferred Stock

Twenty statutes, noted in table 11.08.02, indicate that preferred shareholders may be given voting rights in the association. Most state that preferred stock may be issued with or without the right to vote.

In contrast, 11 statutes prohibit voting rights in preferred shares.

11.08.03 Subscribers

Subscribers to capital stock—those who have made a commitment to purchase stock but have not yet done so—may be given the right to vote before the stock is purchased.

Twenty statutes make it possible for subscribers or other purchasers of membership or membership stock to receive the right to vote before membership is fully paid. Statutory provisions on subscription voting are summarized in table 11.08.03.

North Dakota, South Dakota, and Wisconsin say that subscribers will receive no vote until membership is fully paid, unless the bylaws provide otherwise. Seven statutes say the association may permit voting if some part of the purchase price is paid. Similarly, three statutes permit voting but specify the proportion of membership fee that must be paid—New Mexico [2] and Oklahoma [2] with 20 percent, and Washington [1] with one-fifth. District of Columbia states that the articles or bylaws may give a subscriber the right to vote.

Remaining provisions are summarized in table 11.08.03.

11.08.04 Other

A number of miscellaneous statutory provisions are collected in this subsection and are noted in table 11.08.04.

Four statutes (Colorado [1], Minnesota [1], Nebraska [1], and South Dakota) specifically limit voting rights to association members.

District of Columbia and New Mexico [1] say no voting agreement or other device to evade the one-member, one-vote rule is legally enforceable.

Maine provides that under terms of the bylaws a member shall lose the right to vote if the member ceases to belong to the class eligible for membership.

New Jersey and New York change voting rules if proportional voting is permitted. However, where an affirmative vote of a majority or more members on an issue is required by statute, each member is entitled to one vote. Nevada [1] changes majority rules when the property rights of members are unequal. In that case, a majority of the votes of the interest represented by the several members is substituted for majority of members.

In other special provisions, Florida [2] requires a two-thirds majority vote or written consent to participate with corporations or other cooperative associations for a common purpose; Kentucky [2] requires a two-thirds majority vote to extend association existence; Maine requires a two-thirds vote to adopt the cooperative incorporation statute for an existing organization; and Washington [1] requires a two-thirds vote of members to convert from a cooperative organization to a profit organization.

11.09 Membership Roles

Alaska (10.15.080) and Oregon (62.195(2)) contain specific rules to determine which shareholders are entitled to vote at a particular meeting. A record date may be set not more than 50 days nor less than 10 days prior to the meeting (or other member action) date. If no date is set in the bylaws, the record date is to be either the mailing date of notice for meetings or the date of the board resolution concerning dividends.

11.10 Member Meetings

Member meetings are one of the more visible expressions of cooperative association control by members. Member meetings are fundamental to preserve the cooperative principle control by owner-users.

Member meetings are described in many cooperative incorporation statutes. Statutory provisions are summarized in this section, including those on requirements for meetings, special meetings, and calling and conducting meetings.

11.10.01 Bylaw Provisions

Statutes generally make bylaws an important source of information on requirements and procedures for member meetings. Bylaw provisions pertaining to member meetings are discussed in section 9.06.

11.10.02 Requirement

Statutory mention of meeting requirements is made in statutes summarized in table 11.10.02—56 statutes in all.

Many statutes mention annual meetings in such a way that an annual meeting is quite clearly required. The most common statement on the subject is a requirement that "in its bylaws, each association shall provide for one or more regular meetings annually." Thirty-one statutes contain a similar statement. Nine statutes note regular or annual meetings in different terminology.

Five statutes say the bylaws may provide for annual meetings. North Carolina [1], Oregon, and Rhode Island say the bylaws are to give the date of the annual meeting. Pennsylvania [1] requires quarterly member meetings and gives the months in which they must be held.

Nine statutes require or give rules for the first meeting of the cooperative's organizers.

11.10.03 Special Meetings

Fifty-one statutes permit special member meetings in addition to annual or regular meetings. References to special meetings are identified in table 11.10.03.

11.10.04 Calling Special Meeting

Procedures used to call a special meeting of the members are outlined by statutes mentioning special meetings. Procedures are summarized in table 11.10.04.

Most statutes give both boards of directors and members power to call a special meeting. The most common procedure is found in statutes with language similar to the Standard Act. Those statutes, 36 in number, say: "The board of directors shall have the right to call a special meeting at any time; and ten percent of the stockholders may file a petition stating the specific business to be brought before the association and demand a special meeting at any time. Such meeting must thereupon be called by the directors."

District of Columbia, Hawaii, New Mexico [1], and Texas [1] have similar provisions. Two statutes (Alaska and Oregon) are similar but also allow the president to call a special meeting.

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District of Columbia, Hawaii, New Mexico [1], and Texas [1] have similar provisions. Two statutes (Alaska and Oregon) are similar but also allow the president to call a special meeting.

Iowa [3] and Minnesota [1] require a 20-percent petition of members to demand a special meeting, and in addition permit a majority of the board to call a special meeting. California [2] requires a special meeting or written petition of 20 percent of the shareholders but does not mention board of director power to call special meetings.

Four statutes (Montana [1], North Dakota, South Dakota, and Wisconsin) permit the president or board of directors to call a special meeting, as well as a request by stockholders or members with one-fifth of the votes that could be cast at such a meeting.

Massachusetts [2] provides if voting is done by units or districts, a unit meeting may be called by a petition of one-tenth of the unit members.

11.10.05 Notice

Statutory requirements for notice to members refer to time of notice, the form in which notice is given, and contents of the notice. The Standard Act, whose notice provisions are followed by a majority of statutes with notice requirements, contains a provision on each topic. It reads: "Notice of all meetings, together with a statement of the purpose thereof, shall be mailed to each member at least two days prior to the meeting; provided, however, that the bylaws may require instead that such notice may be given by publication in a newspaper of general circulation, published at the principal place of business of the association."

Thirty-five statutes, noted in table 11.10.05, require at least 10 days' notice of regular or special meetings. Five statutes (Arkansas [3], Louisiana [1], Louisiana [2], Mississippi [2], and Rhode Island) require 5 days' notice. Wyoming requires 20 days and Minnesota [1] requires 2 weeks for publication notice and 15 days if by mail.

Alaska, Montana [1], and Oregon require that notice be sent not less than 7 nor more than 30 days prior to the meeting, while North Dakota and South Dakota set the period from 10 to 30 days. Wisconsin states a 7- to 10- day interval. Other periods are noted in the table.

Though the usual method of giving notice is by mail, 36 statutes, like the Standard Act, permit the bylaws to specify publication of notice in a newspaper of general circulation in the membership territory. Similarly, five statutes (New Mexico [2], Oklahoma [2], Oregon, Utah, and Virginia [2]) note use of an association publication of general circulation among members. Five statutes prohibit publication when the meeting is to amend articles of incorporation.

The purpose of regular or special meetings must be stated in the notice according to 44 statutes. Fourteen statutes make special mention of initial meetings or meetings called for special purposes. Four statutes (Montana [1], North Dakota, South Dakota, and Wisconsin) provide notice to member delegates is also notice to members.

Five statutes leave essential features of notice to be specified in the association's bylaws. They are District of Columbia, New Mexico [1], North Carolina [1], Pennsylvania [2], and Texas [1].

11.10.06 Quorum

Most cooperative incorporation statutes permit a cooperative association to set the member meeting quorum in its bylaws. Bylaw provision references are identified in section 9.06. Twenty-one statutes, noted in table 11.10.06, give quorum rules that either supplement or substitute for a bylaw provision on the subject.

Arkansas [3] details quorum requirements based on number of members in the case of a member meeting to amend articles or bylaws. Montana [1], North Dakota, South Dakota, and Wisconsin state a quorum is 10 percent of the first 100 members plus 5 percent of additional members. Minnesota [1] sets a quorum of 10 percent of the membership if total membership is fewer than 500, and 50 members if greater than 500. Colorado [1] gives a quorum of the lesser of 50 members or 5 percent of the membership. California [2] sets the quorum at 250 members or 5 percent of the membership, whichever is less.

Other statutory terms are summarized in the table.

11.10.07 Failure to Hold

Alaska and Oregon state that failure to hold a meeting does not work forfeiture or dissolution of the association. Five statutes, noted in table 11.10.07, permit member action without a meeting provided written consent is given by those who would be entitled to vote at a meeting. All except North Dakota require unanimous consent of members.

11.11 Referendum

In addition to the right of members to call special meetings, discussed in the preceding section, 30 statutes provide for a member referendum on a specific topic. Statutory references to member referenda are noted in table 11.11. The majority refer to a board of directors right to submit a board decision to members for a vote. Most of those statutes, listed in table 11.11, are similar in terminology to the Standard Act, which says: "Upon demand of one-third of the entire board of directors, any matter that has been approved or passed by the board must be referred to the entire membership or the stockholders for decision at the next special or regular meeting; provided, however, that a special meeting may be called for the purpose." Six statutes modify the one-third board vote rule. District of Columbia and New Mexico [1] set a majority; Hawaii, Maine, and Virginia [2] use a two-fifths figure, and Montana [3] sets a 40-percent requirement.

District of Columbia, New Mexico [1], and Virginia [2] add to board demand the right of members to demand a referendum. District of Columbia, New Mexico [1], and Texas [1] require a 10-percent written petition and Virginia [2] requires 20 percent. California mentions only a 20-percent member demand to initiate a referendum.

Hawaii, Maine, Ohio, Tennessee, and West Virginia refer to "matters of policy" submitted to a referendum. Iowa [3], New Mexico [1], and Texas [1] state that rights established by board decisions later revoked are preserved as to third parties.

11.12 Books and Records

Effective control of cooperative associations by association members depends on the quality of information available to members in the decision-making process. Information about the financial structure and operations of associations is mentioned in a number of statutes. Specific references to bookkeeping requirements, audit requirements, and availability to members are summarized in this section. Not included in this section are references to State reporting requirements, discussed in section 18.02.

11.12.01 Requirement

A statement that books must be kept for members' use is found in the 18 statutes identified in table 11.12.01. The summary descriptions in the table show the variation in requirement specificity.

11.12.02 Audit

The nine statutes, summarized in table 11.12.02, require an audit of an association's books. Texas [1] refers to a board of director's review committee.

11.12.03 Inspection, Distribution

Twenty-one statutes, summarized in table 11.12.03, require association books either be open to inspection by members or distributed to members. Eight statutes mention presentation at a member meeting and five note mail distribution.

CHAPTER 12: DIRECTORS

The board of directors is an essential part of the cooperative organization. Number of directors, their terms of office, qualifications, selection, removal, board operation, and director duties are all subjects of various statutory provisions. These provisions are summarized in this chapter.

12.01 Number

A majority of cooperative incorporation statutes establish a minimum number of directors an association may have, as shown in table 12.01. Forty-nine statutes and the Standard Act require the number of directors to be not fewer than five. Fifteen set three as the minimum number and Connecticut requires at least seven. North Dakota, South Dakota, and Wisconsin set a minimum of 3 for associations with fewer than 50 members and a minimum of 5 for associations with 50 or more members.

Five statutes also place a maximum on the number of directors an association may have. They are South Carolina [1] with 9, Montana [3] with 13, New Mexico [2] and Oklahoma [2] with 21, and California [2] with 25.

Five statutes (Indiana, Mississippi [1], Montana [1], Oregon, and Texas [1]) note inclusion of the number of directors in the bylaws. North Dakota, South Dakota, and Wisconsin contain reference to director numbers in the articles as well as bylaws.

12.02 Term of Office

The great majority of statutes permit the bylaws to specify the term for which a director is elected. Bylaw provisions are noted in section 9.06.

Nine statutes, summarized in table 12.02, place a 3-year maximum on directors' terms of office. Six others make the term 1 year unless the bylaws specify otherwise. New Jersey requires a 1-year term unless staggered director terms are used, and Oklahoma [1] requires that directors be elected annually.

Ten statutes specifically mention a staggered term system, and Delaware and New York require such a plan. New York also requires that at least one-fourth be elected annually. When staggered terms are used, New Jersey and Pennsylvania [2] set terms of from 1 to 3 years for directors. Connecticut [2] sets a 1- to 5-year range on staggered terms.

12.03 Qualifications

As described in the bylaws section (section 9.06), most statutes mention director qualifications as a subject of the bylaws. In addition to whatever optional qualification an association may place in its bylaws, a majority of statutes make certain qualifications mandatory.

The most common statutory director qualification requirement is that the director be a member of the association. This requirement is most commonly expressed in the language of the Standard Act that says directors are to be elected by members or stockholders from their own number.

Fifty-five statutes, identified in table 12.03, require directors to be association members. Eleven of these permit officers, directors, or members of member associations in a federation to be directors. North Dakota, South Dakota, and Wisconsin state a representative of a member not a natural person (corporation, partnership, or association) may be a director.

Colorado [2] permits the bylaws to allow nonmember directors but only fewer than a majority. Similarly, Louisiana [1] allows nonmember directors up to a majority of directors. Hawaii and Utah require that two-thirds of the directors be members or representatives of member associations in a federated organization. Massachusetts [3] lets the bylaws provide for nonmember advisory directors.

Indiana requires that directors be United States citizens associated with agricultural production. Kansas [1] requires directors to be residents of Kansas or adjoining States. Montana [2] requires a director to be a Montana resident and a freeholder of agricultural land. Alaska and Oregon say the bylaws may require State residency.

12.04 Selection

Voting by members, discussed in chapter 11, is one aspect of the director selection process. Other aspects include selection methods, voting districts, delegate representation, public directors, vacancies, and removal of directors, summarized in this section.

12.04.01 Methods of Selection

Sixty-six statutes, noted in table 12.04.01, specifically require director election by members or stockholders. There are few variations from the typical Standard Act statement that directors must be elected by members or stockholders from among their own number. Table 12.04.01 uses the term "member" to include member in a nonstock association and holders of voting shares in stock associations.

12.04.02 Districts

A majority of statutes permit the bylaws to describe election of directors by district. Bylaw references are summarized in section 9.06.

The Standard Act contains the typical districting description. It states:

"The bylaws may provide that the territory in which the association has members shall be divided into districts and that the directors shall be elected according to such districts, either directly or by district delegates

elected by the members in that district. In such a case the bylaws shall specify the number of directors to be elected by each district, the manner and method of reapportioning the directors and of redistricting the territory covered by the association. The bylaws may provide that primary elections shall be held in each district to elect the directors apportioned to such districts and that the result of all such primary elections may be ratified by the next regular meeting of the association or may be considered final as to the association.”

Thirty-five statutes contain similar terminology. Twenty-one additional statutes note the use of districts or territories in other language. North Dakota, South Dakota, and Wisconsin permit the articles to provide for territories, and also permit the bylaws to restrict votes for district directors to members in the territory. Iowa [3] requires that the number of members in the territories be as equal as possible.

12.04.03 Delegates

In a district system with delegates, district members elect delegates who then elect directors. Thirty-seven statutes, identified in table 12.04.03, note the use of a delegate voting system.

12.04.04 Public Directors

Twenty-eight statutes permit the bylaws to provide for appointment of one or more nonmember directors. They are summarized in table 12.04.04. Most use Standard Act terminology, which reads:

“The bylaws may provide that one or more directors may be appointed by any public official or commission or by the other directors selected by the members or their delegates. Such directors shall represent primarily the interest of the general public in such associations. The director or directors so appointed need not be members or stockholders of the association; but shall have the same powers and rights as other directors. Such directors shall not number more than one-fifth of the entire number of directors.”

Florida [1] places a one-third maximum rather than one-fifth upon the proportion of directors so appointed. Minnesota [2] and Virginia [2] make such a bylaw provision mandatory, and the provision is mandatory if the Director of Agriculture requires it, according to Washington [2]. Arkansas [3] permits several officials to make the appointment. Massachusetts [3] lets the members elect nonmember advisory directors not to exceed one-third the total number of directors.

12.04.05 Vacancy

Fifty-five statutes, noted in table 12.04.05, mention procedures to fill a vacancy in the board of directors. Four statutes (Arkansas [3], District of Columbia (except for removal), Nevada [1], and New Jersey) permit the bylaws to establish procedures, while six others give rules though

they may be modified by the articles (Hawaii, Iowa [3], and Utah) or bylaws (Hawaii, North Dakota, South Dakota, Utah, and Wisconsin).

Thirty-nine statutes specify that a vacancy, other than one caused by expiration of term, is to be filled by a majority vote of the remaining directors. Standard Act language is used in most statutes. It reads:

“When a vacancy on the board of directors occurs other than by expiration of term, the remaining members of the board, by a majority vote, shall fill the vacancy, unless the bylaws provide for an election of directors by district. In such a case the board of directors shall immediately call a special meeting of the members or stockholders in that district to fill the vacancy.”

North Dakota, South Dakota, and Wisconsin limit the replacement to the next annual meeting.

Thirty-five statutes note the special case of election by districts. Pennsylvania [2] requires the appointed director represent the district represented by the director being replaced.

Six statutes say replacement is made either through the regular election process (District of Columbia in the case of removal, and New Mexico [1]) or by the stockholders (Delaware at regular or special meeting, Illinois [1] after removal, Kansas [1] by majority of shareholders in the case of director removal, and North Carolina [1]).

North Carolina [2] and Virginia [2] say when a vacancy occurs in a public director position, replacement is to follow the same procedure by which appointment was made originally.

12.05 Removal

Though two statutes (Arkansas [3], 77-1010(j), and Nevada [1], 81.090(2)) leave director removal to description in the associations' bylaws, most statutes give further information on procedures that must or may be used. New Jersey allows directors to be removed from office by a vote of not less than two-thirds of the directors present and voting at a board meeting (4:13-22). Notice and an opportunity to respond are also required. Louisiana [2] (134) permits suspension of the charged director pending outcome of the member vote by a two-thirds vote of the directors. This section summarizes incorporation statutes provisions on director removal.

12.05.01 Charges and Reasons

Twelve statutes, noted in table 12.05.01, state director removal must be “for cause,” while District of Columbia and New Mexico [1] permit removal with or without cause. Alaska, Oregon, and Pennsylvania [2] require identification of reasons for removal, with Pennsylvania [1] requiring good and sufficient reasons.

The Standard Act says that “any member may bring charges against an officer or director by filing them in writing with the secretary of the association, together with a petition signed by 5 percent of the members, requesting the removal of the officer or director in question.” This procedure is described in 12 statutes. Nineteen additional statutes are similar but require a petition signed by 10 percent of the members.

Maryland also adds a 25-member petition provision. Montana [3] requires a petition of 12 percent of the members in a district.

Kentucky [2] and North Carolina [2] do not apply removal rules to public directors. Delaware permits removal by a representative committee and Minnesota [2] gives the Governor a role in director removal under stated conditions.

12.05.02 Meeting

Forty-nine statutes note a requirement that the decision to remove a director is to be made at a membership meeting. As shown in table 12.05.02, most statutes say the vote is to be taken at the next regular or special meeting. Others simply refer to a meeting, while Iowa [3] appears to require a meeting called for the purpose of director removal.

12.05.03 Hearing

Most statutes that provide specifically for director removal follow the language of the Standard Act, which says: “The director or officer, against whom such charges have been brought, shall be informed in writing of the charges previous to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present witnesses; and the person or persons bringing the charges against him shall have the same opportunity.” Thirty-nine statutes, identified in table 12.05.03, mandate an opportunity to be heard.

12.05.04 Vote by Members

The proportion of members who must vote to remove a director is specified in 52 statutes, summarized in table 12.05.04. Missouri [2] generally gives shareholders power to remove a director.

Twenty-six statutes require a vote of a majority of members. Included in that number are North Dakota, South Dakota, and Wisconsin with a proviso—unless the bylaws provide otherwise. Seven statutes give a majority of members at a meeting the right to remove a director.

Other vote requirements are: Two-thirds vote of members at a meeting (Delaware, District of Columbia, New Mexico [1], and Oklahoma [2]), vote representing two-thirds of the association members voting power (Hawaii, Kentucky [2], and Maine), and three-fourths of members voting in person or by mail (New York).

12.05.05 Districts

Most statutes that describe selection of directors by districts also describe director removal by district. They are summarized in table 12.05.05. The most common provisions, exemplified by the Standard Act, apply the petition, meeting, and membership vote provisions to districts. The provision reads as follows:

“In case the bylaws provide for election of directors by districts with primary elections in each district, then the petition for removal of a director must be signed by 20 percent of the members residing in the district from which he was elected. The board of directors must call a special meeting of the members residing in that district to consider the removal of the director; and by a vote of the majority of the members of that district, the director in question shall be removed from office.”

Of the 30 statutes similar to the Standard Act, four (Hawaii, Kentucky [2], Maine, and Virginia [2]) require a two-thirds vote of district members instead of a majority vote. Iowa [3] requires a majority vote of district members using terminology different from the Standard Act to describe director removal by district.

12.05.06 Replacement

Thirty-three statutes relate replacement of a removed director to the removal process, most saying that a majority vote of members may remove a director and fill the vacancy. Table 12.05.06 lists the statutes so providing, and notes the variation of Kentucky [2] with a two-thirds vote requirement and District of Columbia with a bylaw provision reference.

12.06 Board Operation

Cooperative incorporation statutes may address several features of cooperative board of directors operation. These include director compensation, board meetings, and board committees.

12.06.01 Compensation

Forty-one statutes, noted in table 12.06.01, specifically refer to director compensation. Most follow the language of the Standard Act, which reads: “An association may provide a fair remuneration for the time actually spent by its officers and directors in its service and for the service of the members of its executive committee.” Twenty-six statutes refer to such fair remuneration.

Alaska, New Hampshire, North Dakota, Oregon, South Dakota, and Wisconsin assign power to establish director remuneration only to members, though all except New Hampshire let the bylaws provide otherwise. Delaware, District of Columbia, New Mexico [2], Oklahoma [1], Oklahoma [2], and Pennsylvania [1] require the bylaws to establish director compensation.

12.06.02 Meetings

As discussed in section 9.06 of this report, most statutes permit or require the bylaws to establish a quorum for directors' meetings. Nine statutes, noted in table 12.06.02, make a majority of directors the minimum number for a quorum.

Other items that relate to director meetings are: Meeting inside or outside the State (Alaska, New Mexico [1], Oregon, and Pennsylvania [2], specified by the majority); notice or time of meeting in bylaws (Alaska, Maine, North Dakota, Oregon, South Dakota, Virginia [1], and Wisconsin); and act of majority is act of board (Alaska, North Dakota, Oregon, Pennsylvania [2], South Dakota, and Wisconsin).

12.06.03 Committees

Thirty-six statutes mention board committees, as noted in table 12.06.03. Twenty-one are similar to the Standard Act, which reads: "The bylaws may provide for an executive committee and may allot to such committee all the functions and powers of the board of directors, subject to the general direction and control of the board."

Alaska, North Dakota, Oregon, South Dakota, and Wisconsin permit an executive committee of three or more, but the committee may not allocate net proceeds, elect officers nor fill vacancies on the board. Three statutes (District of Columbia, Iowa [3], New Mexico [1]) state that an executive committee may be selected according to the articles or bylaws, and Virginia [1] notes a provision in the bylaws. Delaware and Pennsylvania [2] permit the board to select a committee of two or more. Florida [1] and Illinois [2] note selection of an executive committee from within or without the board.

12.07 Responsibilities and Liabilities

Cooperative incorporation statutes do not describe directors' responsibilities and liabilities in detail. However, several subjects that relate to director responsibilities and liabilities are addressed by statutes. Powers, conflict of interest, liabilities, and indemnification are summarized in this section.

12.07.01 Powers

Powers to act are usually given to the board of directors in broad terms. A typical statement states the affairs of the association shall be managed by a board of directors. Similar terminology is used in 60 statutes, noted in table 12.07.01. Delaware, North Carolina [1], and Oklahoma [1] mention the bylaws as a source of directors' duties and powers. Louisiana [2] and Mississippi [2] give directors rights and privileges granted to corporate directors in general business corporation laws.

Other variations include Mississippi [1] and Montana [2] (affairs of the association shall be conducted, controlled, and managed by board),

Montana [1] (board shall exercise corporate powers invested in the association), and Wyoming (the stock, property, and concerns of the association shall be managed by the board).

12.07.02 Conflict of Interest

Many statutes prohibit a director, during term of office, from becoming “a party to a contract for profit with the association differing in any way from the business relations accorded regular members or holders of common stock of the association or others, or differing from terms generally current in that district.” A similar prohibition is found with few modifications in 29 statutes, identified in table 12.07.02. Among these statutes, nine say bylaws may limit the salaried positions a director may hold with the association.

Alaska and Oregon allow a director to hold a salaried position only if the bylaws permit, while New Jersey states a director may be employed by the association. Under Washington [2], no director may receive, directly or indirectly, a fee, commission or other consideration in connection with the business of the association, and provides further that violation of the prohibition is a felony.

Indiana requires the amount of a director’s indebtedness to the association be filed with the Secretary of State if it exceeds one-half of the director’s monthly salary or three-fourths of capital stock owned by the director.

12.07.03 Liability

Seven cooperative incorporation statutes describe conditions under which directors may become personally liable for their actions as directors. The statutes are identified in table 12.07.03.

New Mexico [1] protects directors from personal liability for their official action or omission except in cases of willful negligence or malfeasance in office. Ohio states that directors are only liable as members of the association.

North Dakota, South Dakota, and Wisconsin make directors jointly liable if they negligently or in bad faith vote for a distribution of assets contrary to law or the articles of incorporation. South Dakota protects a director who relies, in good faith, upon financial statements or accountants’ representation to make decisions. Wyoming makes directors liable to creditors if they assent to an excess of indebtedness over assets in a nonstock association or indebtedness in excess of subscribed stock in a stock association. Directors will be liable for payment of dividends or refunds if the association is insolvent unless a director takes steps to file an objection to board action. Texas [3] makes officers and directors personally liable if required officer bonds are not executed and a loss occurs that would have been covered by the required bonding.

12.07.04 Indemnification

Seven statutes, identified in table 12.07.04, describe director indemnification rules.

The statutes generally give the association power to indemnify a director or former director against expenses incurred in defense of a proceeding in which the director is a party because of official action. Indemnification does not generally apply in case the director is found guilty of negligence or misconduct in performance of the director's duty, neither is indemnification exclusive of other rights to which the director may be entitled.

CHAPTER 13: OFFICERS

Most cooperative incorporation statutes contain provisions related to cooperative association officers. Statutory provisions may specify offices to be filled, qualifications, selection, removal, compensation, and responsibilities and liabilities. Statutory provisions on these topics are summarized in this section.

13.01 Offices Filled

A majority of statutes, 54 as shown in table 13.01, provide for a president, one or more vice presidents, a secretary, and a treasurer.

Twenty-two statutes note that the bylaws may provide for offices in addition to those specifically named in the statute. Iowa [3], Louisiana [2], and Minnesota [1] also mention officer identification in articles of incorporation. Six statutes mention one vice president while five others (Hawaii, Pennsylvania [1], South Carolina [1], Utah, and Virginia [2]) do not mention the position of vice president. Iowa [3] and Oregon permit the board of directors to establish other offices.

Minnesota [1], North Carolina [2], and Texas [3] require appointment of a board chairman and board vice chairman if the president and vice president are not themselves members of the board. Oregon and Washington [2] similarly note election of a board chairman. Illinois [1] and Minnesota [2] mention appointment of a manager.

13.02 Combined Offices

Two separate offices may be combined into a single office or two separate offices may be held by the same individual, according to 62 statutes. Many of the statutes give both options to the association with respect to the offices of secretary and treasurer, and several other statutes extend combination to other offices. Provisions are noted in table 13.02.

The Standard Act and 54 statutes permit combination of secretary and treasurer offices into a secretary-treasurer, or unites both functions and titles in one person. Five statutes (Hawaii, Maine, Pennsylvania [2], Utah, and Virginia [2]) permit combining any two offices of vice president, secretary, and treasurer. California [1], Indiana, and Texas [1] permit any two or more offices except president or secretary to be held by the same person. Oregon states that the positions of president and chairman of the board may be combined, and further lets the manager hold the office of president. Alaska permits the manager to hold the position of vice president.

13.03 Qualifications

Cooperative incorporation statutes frequently address officer qualifications. Many require that identified officers be chosen from among directors, and many contain special reference to an institutional treasurer.

13.03.01 Directors

Forty-three statutes, shown in table 13.03.01, require the president and at least one vice president be elected from among board members. Of those 23, Georgia and Louisiana [2] allow the articles to eliminate the requirement. Minnesota [1], North Carolina [2], and Washington [2] say if a chairman and vice chairmen are directors, the president and vice president need not be. Georgia, Louisiana [2], and Utah permit elimination of the requirement by the articles. Eight statutes require all principal officers or all officers to be directors.

Other director requirement combinations are summarized in table 13.03.01.

13.03.02 Treasurer

Twenty-eight statutes, identified in table 13.03.02, permit a bank or other depository to hold the office of treasurer. Most statutes follow the provision of the Standard Act stating: "The treasurer may be a bank or any depository, and as such, shall not be considered as an officer, but as a function, of the board of directors. In such case, the secretary shall perform the usual accounting duties of the treasurer, excepting that funds shall be deposited only as and where authorized by the board of directors."

13.03.03 Bonding

Eighteen statutes, noted in table 13.03.03, require some officers to be bonded. Most require bonding of an officer who handles funds or negotiable instruments. Others set different criteria for bonding.

13.04 Selection

Fifty-nine statutes, identified in table 13.04, state that officers are to be elected by the board of directors. Washington [1] specifies a ballot vote. Indiana allows the bylaws to provide for election of the president and one vice president by members or their delegates at an annual meeting. Member selection under certain circumstances is mentioned in five statutes.

Twenty-three statutes state that officers are to be chosen annually.

Fourteen statutes specifically note bylaws as a source of further procedural description.

13.05 Removal

Many cooperative incorporation statutes combine rules for director removal and officer removal, while others have separate provisions for directors and officers. Statutes containing removal provisions usually

address charges against officers, meetings, opportunity to be heard, voting requirements, and officer replacement.

13.05.01 Board Action

Fourteen statutes give the board of directors power to remove officers. Those statutes are noted in table 13.05.01. Louisiana [2] and Mississippi [2] permit the board to suspend an officer temporarily pending outcome of hearings to remove the officer. Hawaii, Maine, Utah, and Virginia [2] permit directors to remove an officer after petition by members.

13.05.02 Charges and Reasons

Twenty-one statutes, noted in table 13.05.02, say removal of an officer may be initiated by a petition signed by 10 percent of the members of the association. Another nine statutes and the Standard Act have a 5 percent petition requirement.

Seven statutes provide that an officer may be removed whenever, in the board's judgment, removal would be in the best interests of the association. Nine statutes say an officer can be removed for cause, while District of Columbia and New Mexico [1] permit removal with or without cause. Pennsylvania [1] allows removal for good and sufficient cause. Maine, Utah, and Virginia [2] note misconduct or incompetency charges in connection with members' petition for officer removal.

13.05.03 Meeting

Most statutes that note meetings in the officer removal process, summarized in table 13.05.03, refer to a vote at the next regular or special meeting of the members. Others note only a member meeting generally, though Iowa [3] refers to a meeting called for the purpose of deciding on removal of an officer. Four statutes refer to a director meeting, consistent with board removal provisions.

13.05.04 Hearing

Most statutes with officer removal descriptions are similar to the language of the Standard Act, which says: "The...officer against whom such charges have been brought shall be informed in writing of the charges previous to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present witnesses; and the person or persons bringing the charges against him shall have the same opportunity." Twenty-six statutes, identified in table 13.05.04, are similar. Eight additional statutes require an opportunity to be heard in other language.

13.05.05 Vote

Thirty statutes, summarized in table 13.05.05, require a majority vote of members to remove an officer. Illinois [1], South Carolina [1], Texas [1], and Washington [1] require a majority vote of members voting at the

meeting. District of Columbia, Kentucky [2], and New Mexico [1] require a vote of two-thirds of the members voting at a meeting, and Oklahoma [1] requires a two-thirds vote adding that at least a majority of all members must be present at the meeting.

Hawaii, Maine, Pennsylvania [2], Utah, and Virginia [2] require a majority vote of directors, while Delaware and New Jersey require a two-thirds vote of directors present at the meeting.

13.05.06 Replacement

Twenty-six statutes state the vacancy caused by removal of an officer is to be filled by a majority vote of members at the meeting to remove. Requirements are noted in table 13.05.06. Kentucky [2] is similar except for a two-thirds vote requirement.

District of Columbia, New Mexico [1], and Texas [1] call for a vote as required for election of directors. Oklahoma [2] requires the board to fill the vacancy created by removal.

13.06 Compensation

Thirty-seven statutes, summarized in table 13.06, state explicitly that the association may compensate for officers. The terms reasonable, fair, and suitable are usually applied. The Standard Act, to which most statutes are similar, says: "An association may provide a fair remuneration for the time actually spent by its officers and directors in its service."

13.07 Responsibilities and Liabilities

Specific authority and duties are not described in the statutes for officers. Six statutes state that authority and duties may be described in the bylaws, or by the board if not in conflict with the bylaws. Illinois [1] requires the manager to be under the control of the directors at all times. Responsibility and liability provisions are summarized in table 13.07.

Five statutes explicitly give associations power to indemnify officers for costs incurred in suits against them relating to their employment or former employment status.

CHAPTER 14: THE PATRONAGE RELATIONSHIP

An essential cooperative principle is operation for the mutual benefit of users. This principle is applied when net margins or savings are passed back to patrons in proportion to their use of the cooperative. The relationship between the cooperative association as a business entity and the patron as user is therefore extremely important to describe cooperative associations. Cooperative incorporation statutes do not generally define the patronage relationship in detail, but usually contain provisions that relate to several specific aspects of the patron-association relationship.

Specific statutory references to the patronage relationship are summarized in this chapter. It should be recognized, however, that other parts of the statutes, analyzed in other sections, may also help define the total patron-association relationship.

14.01 Cooperative as Agent

Forty-nine statutes, summarized in table 14.01, explicitly give the association power to act as an agent on behalf of members. Most statutes, noted in table 14.01, simply grant power to act as agent or representative. Iowa [3] and New York mention actions as either principal or agent. Hawaii, Maine, Pennsylvania [2], Utah, and Virginia [2] include references to actions as attorney-in-fact on behalf of members, subsidiaries or affiliates. Nevada [1] notes that the patronage contract may make the association the sole agent of the member. Oregon and Wisconsin mention the marketing contract as a source of authority. Texas [2] limits authority to member agency only.

14.02 Nonmember Business

Cooperative incorporation statutes may permit, prohibit, and set limits on an association's dealings with patrons who are not members of the association. The three aspects of nonmember business addressed by various statutes are permission or prohibition, percentage limits, and methods of measuring business.

14.02.01 Power

Power to engage in business with nonmembers is granted by direct or indirect reference in 49 statutes, noted in table 14.02.01. Nonmember business is prohibited in three statutes (Iowa [3], livestock shipping association; Massachusetts [3] and Oklahoma [1], prohibited except for storage). A direct statement of the power to engage in nonmember business, similar to the Standard Act, is found in 14 statutes. The remaining statutes listed contain indirect power grants, usually by limiting the proportion of nonmember business permitted. References to nonmember business in other, unrelated parts of a statute may imply the power to engage in nonmember business. Such references are not collected in this report.

14.02.02 Proportion

The rule that an association may not do more business with nonmembers than with members is established in 44 statutes, shown in table 14.02.02. The 50-percent rule is modified in Maine, New Jersey, and Utah to add that a purchasing association may not do more than 15 percent of its business with nonmembers who are nonproducers.

14.02.03 Measurement

Thirty-five statutes, noted in table 14.02.03, say the proportion of nonmember business permitted is to be measured in value of product. Three statutes (Idaho, Kentucky [2], and Washington [2]) use amount as the measure, while Arkansas [3], Colorado [2], Montana [3], and Pennsylvania [2] refer to volume. Ohio adds a similarity of product term.

Alabama [2], Alabama [3], Iowa [3], and Utah exclude business with the U.S. Government in measuring nonmember business proportions, and Iowa [3] also excludes business with corporate landowners not primarily engaged in the business of farming.

Ten statutes use a year (or fiscal year) as the measurement period.

14.03 Patronage Refunds

Patronage refunds have traditionally been the method cooperative associations use to operate at cost by returning net margins or savings to patrons on the basis of business done with the association. Despite the widespread use of patronage refunds, many statutes do not describe them in any detail.

For analytical purposes, statutory provisions that describe patronage refunds may be divided into five subjects. They are: Requirements for distribution of net margins or savings to patrons, description of amounts available for distribution, the allocation process, distribution, and problems with unclaimed refunds. These subjects are not usually clearly distinguished from one another in the statutes.

This section summarizes statutory provisions relating directly to the patronage refund process.

14.03.01 Terminology

Several terms used with respect to patronage refunds are implicitly defined in the statute by their description. Few terms are expressly described.

District of Columbia (29-801) and New Mexico [1] (53-4-1) define net savings as total income of the association minus costs of operation. Also defined in those statutes is savings returned, measuring the amount returned to patrons in proportion to their patronage.

New York (3(g)) says net margins or net retained proceeds mean amounts by which undistributed receipts from operations exceed expenses thereof.

14.03.02 Bylaws

As noted in section 9.06, seven statutes use permissive terms to describe bylaw provisions, while three (Alabama [1], Nevada [2], and North Carolina [1]) are mandatory. Connecticut [1] and Montana [2] say net margins are to be distributed as the bylaws may provide.

14.03.03 Requirement Generally

Statutory references to the nonprofit nature of the cooperative have been noted. By inference, such statements may be an indirect recognition of the patronage refund system and the requirement that net margins or savings be returned to patrons.

In addition to nonprofit operation references, many statutes refer directly to the distribution of net margins or savings.

The 52 statutes listed in table 14.03.03 refer in various ways to a requirement for the distribution to members or patrons of net margins or savings. The disparity of language and use of terms prohibits any analytic generalizations about groups of statutes or the exact nature of each requirement. Table entries suggest the differences and similarities among statutes.

14.03.04 Amount Available

The amount of net margins or savings available to be distributed depends on (1) what gross income is included and (2) what deductions are made before distributable margins are determined. Some of the statutes note specific deductions that may be made or must be made before allocation and distribution to patrons. Subsections 14.03.05 through 14.03.08 identify statutory provisions on such deductions.

14.03.05 Expenses

Eleven statutes note among deductions expenses of doing business. The statutes are listed in table 14.03.05. Georgia refers generally to authorized deductions.

14.03.06 Dividends on Stock

Thirty-seven statutes, identified in table 14.03.06, mention deductions for payment of dividends on capital stock. Limitations on percentages that may be paid, sometimes part of the deduction statement, are discussed in section 15.08.

14.03.07 Reserves

Thirty-seven statutes refer to some form of addition to reserve funds as a deduction prior to determining the amount. Table 14.03.07 identifies the statutes but does not show the requirements or limitations on reserve funds. Those requirements or limitations are discussed in section 15.10.

14.03.08 Educational Purposes

Seventeen statutes, table 14.03.08, list additions to an educational fund as a deduction that may or must be made to arrive at amounts available for distribution to patrons. Requirements or limitations on educational expenses are discussed in section 15.10.

14.03.09 Other Rules

Four statutes (Alaska, Maryland, Oregon, and Pennsylvania [2]), identified in table 14.03.09, require adherence to generally accepted accounting principles in net margin determination. Florida [1], Illinois [2], and Ohio specifically note that receipts or dividends from subsidiaries and income from stock or securities are to be included in the ordinary receipts of the association, and New Mexico [2] includes receipts from any source. Indiana permits net earnings to be applied to restore deficits, and North Dakota, South Dakota, and Wisconsin allow net earnings to be used to offset prior years' losses. Pennsylvania [2] permits the bylaws to govern apportionment of net losses. Use of amounts from nonmembers is mentioned in New Jersey, New Mexico [1], and Oklahoma [2].

14.03.10 Apportionment

After the total amount available for distribution to patrons has been calculated, apportionment among patrons determines how much each patron receives. Statutory provisions vary widely in terminology and detail of apportionment description.

Forty-seven statutes, summarized in table 14.03.10, note some aspect of the allocation process. Twelve merely say that the amount available for distribution to patrons be apportioned on a patronage basis. Twenty mention apportioned on the basis of purchases, sales, business, or other similar terms. Eight statutes include amount of labor or wages as an allocation criteria.

Twenty-one statutes specify that allocation must be made in proportion to or prorated according to the ratio of the individual patron's business to total business. Ten of those statutes specifically permit apportionment by department, commodity, or type of patronage.

Montana [1] and Texas [2] mention contribution to capital as an apportionment measure.

Four statutes leave apportionment rules to the bylaws or, in the case of New York, to the marketing contract. For notation of bylaw provisions generally see section 9.06 of this report.

14.03.11 Nonmembers

Apportionment of available net margins to member and nonmembers at different rates are alternatives noted in several statutes. Forty-five statutes, noted in table 14.03.11, make some mention, directly or indirectly, of allocations of net margins to nonmembers.

Twelve statutes refer to only members or stockholders as recipients of patronage refunds. However, such reference may not preclude payment of patronage refunds to nonmember patrons depending on specific wording and statutory interpretation. Ohio states that distributions shall not be made to nonmembers.

Twelve statutes mention both members and patrons as recipients of patronage refunds, suggesting payment to nonmembers. Whether such reference requires equal treatment of members and nonmembers depends on specific wording and statutory interpretation. Sixteen statutes specifically permit different treatment of members and nonmembers or give permission to make no patronage refunds to nonmembers. Four statutes (Delaware, North Carolina [1], South Carolina [1], and Virginia [1]) say that nonmembers may receive one-half the refund amount received by members.

14.03.12 Distribution Form

The form in which patronage refunds are paid to patrons is specifically mentioned in 29 statutes, noted in table 14.03.12. Twenty statutes say refunds to nonmembers must or may be applied to the purchase of membership or membership stock.

Thirteen statutes list several different forms in which patronage refunds may be given to patrons. Provisions include cash, credits, capital stock, certificates of interest, revolving fund credits, letters of advice, and other securities or certificates issued by the association or another association. Iowa [3] limits refunds to 20 percent cash as long as there are unpaid deferred patronage dividends from prior years.

Missouri [2] and North Carolina [1] say refunds are distributed as described in the bylaws.

14.03.13 Unclaimed Distribution

Five statutes, noted in table 14.03.13 (Alaska, North Dakota, Oregon, South Dakota, and Wisconsin) provide that if patronage refunds are not claimed in 6 years the association may give 6 months' notice by publication and mail. If refunds remain unclaimed, they are forfeited and revert to the association.

Arizona says that if unclaimed after 10 years, refunds may be used for research or educational purposes. Kentucky [2] permits the association, after notice, to retain and distribute refunds not claimed for 5 years. Washington [1] allows 1 year from the end of the fiscal year in which refunds are declared, after which they revert to the association.

14.04 Marketing Contract

Fifty-three statutes contain a specific reference to the marketing contract between patron and association. The relevant statutes are identified in table 14.04. The following subsections summarize statutory provisions related to marketing agreements between patron and association.

14.04.01 Bylaws

Thirty-four statutes, noted in table 14.04.01, refer to a bylaw provision concerning the marketing contract. Most are similar to the Standard Act statement that the association, in its bylaws, may provide for the marketing contract between the association and its members or stockholders. Variations from Standard Act language are identified in the table.

14.04.02 Requirement

Forty-two statutes, identified in table 14.04.02, specifically say members or stockholders may be required to sign a marketing contract with the association.

14.04.03 Exclusive Rights

Forty-nine statutes, identified in table 14.04.03, say a marketing contract between an association and its members may require the member to sell all or any specified part of the member's agricultural products or specified commodities exclusively to or through the association or facilities created by the association. Modifications of typical terminology are found in Oklahoma [2], Oregon, and Wisconsin, which include purchase of supplies, and New York, which mentions articles and bylaws as sources of the requirement.

14.04.04 Sale or Resale

Thirty-eight statutes say the association may include in its marketing contract the right to sell or resell products delivered by its members. Sections of statutes are identified in table 14.04.04.

14.04.05 Title to Product

Most of the statutory references to marketing contracts state, as does the Standard Act, that the association may or may not take title to the member's product. References to this option are identified in table 14.04.05. Nebraska [2] grants power to buy or sell for the association or its members. New Mexico [2], Oklahoma [2], and Utah state the agency

relationship between the cooperative and its members will not prevent passage of title to the association. Forty-two statutes mention taking title by the association.

14.04.06 Title Passage

Where the marketing control requires passage of title to the association, statutes may describe the manner and time at which title passes. Most are similar to the Standard Act, which states that if the product is sold to the association "it shall be conclusively held that title to the products passes absolutely and unreservedly, except for recorded liens, to the association upon delivery; or at any other specified time if expressly and definitely agreed in the said contract." The 22 provisions on the subject are identified in table 14.04.06.

14.04.07 Presumptions

Twelve statutes establish a presumption in a landlord-tenant relationship. The Standard Act language exemplifies terminology found in the statutes identified in table 14.04.07. It states:

"In any action upon such marketing agreements, it shall be conclusively presumed that a landowner or lessor is able to control the delivery of products produced on his land by tenants or others, whose tenancy or possession or work on such land or the terms of whose tenancy or possession or labor thereon were created or changed after execution by the landowner or landlord or lessor, of such a marketing agreement; and in such actions, the foregoing remedies for nondelivery or breach shall lie and be enforceable against such landowner, landlord or lessor."

Kentucky [2] establishes a presumption that the landlord is not aware of a tenant's membership and marketing agreement with an association.

14.04.08 Payment

Thirty-seven statutes, identified in table 14.04.08, say the marketing contract may provide that the association pay over to its members the resale price after deducting all necessary selling, overhead, and other costs and expenses. Listed as expenses are interest on preferred and common stock, stock retirement reserves, and other proper reserves. The Standard Act contains a like provision.

14.04.09 Term

Forty-seven statutes, summarized in table 14.04.09, make specific reference to the period of time for which a marketing contract can bind the association and its members. Of those 47, Florida [1], Illinois [2], and Vermont say the contract can be for any period.

West Virginia provides a 20-year maximum and California [1] gives a 15-year term maximum.

The most common contract term is a 10-year maximum represented by 27 statutes and the Standard Act. Of those 27, Arizona permits a 30-year contract if the member may withdraw during some period each year. Hawaii and Washington [2] require a yearly withdrawal option after 10 years.

Five statutes give 5 years as the maximum contract term. Minnesota [2] and Wisconsin permit a self-renewing contract if opportunity is given for withdrawal each year. Nebraska [2] provides a 5-year maximum and Nebraska [3] provides a 5-year maximum with the qualification that beyond 2 years an annual withdrawal opportunity must be given.

New Mexico [2], Oklahoma [2], and Utah make 3 years the maximum except that longer terms must give annual withdrawal rights. New Mexico [2] and Oklahoma [2] apply the rule to contracts with natural persons.

Six statutes require a yearly opportunity to withdraw from a contract. Among the six, Iowa [3] contains a minimum contract term of 1 year.

14.04.10 Filing

Ten statutes, noted in table 14.04.10, indicate the marketing contract may be filed with a state office. All refer to filing a copy of the contract, a copy of a uniform contract or an example contract. The members who sign the contract are to be listed according to nine of the ten statutes. Termination of the contract is also subject to filing by terms of six statutes.

14.04.11 Effect of Filing

Eight statutes, shown in table 14.04.11, state that filing contracts gives constructive notice of the described terms and gives notice of the association's rights in the members' product under contract. Perfection of described interests is not specifically noted in Montana [3] and New Mexico [2].

14.04.12 Liquidated Damages

A contractual agreement may describe damages paid to compensate for breach of the contract. That sum is an estimation of damages suffered, commonly called liquidated damages. Forty-nine cooperative incorporation statutes specifically permit the marketing agreement (New York includes articles of incorporation and bylaws) to contain an enforceable liquidated damages provision.

Thirty-four statutes have a provision similar to the Standard Act liquidated damages term, which states:

“the by-laws or the marketing contract may fix, as liquidated damages, specific sums to be paid by the member or stockholder to the associa-

tion upon the breach by him of any provision of the marketing contract regarding the sale or delivery or withholding of products; and any such provisions shall be valid and enforceable in the courts of this state; and such clauses providing for liquidated damages shall be enforceable as such and shall not be regarded as penalties.”

Alaska, Nebraska [1], Oregon, and Wisconsin state that liquidated damages, established in the contract, may be based on a specific amount per unit of product, a percentage of product, or may be a specific sum.

New Jersey permits the bylaws or contract to fix liquidated damages fairly related to damages suffered because of the breach. Rhode Island says the amount must be reasonable.

Eight statutes give power to fix liquidated damages without further description or qualification. Pennsylvania [2] permits the bylaws or contract to provide for application of patronage refunds or allocations to liquidated damages specified in the contract.

14.04.13 Costs of Breach

Thirty-nine statutes, identified in table 14.04.13, permit the bylaws or marketing contract (New York includes articles of incorporation) to assess a patron who breaks a marketing contract the costs of that breach. As described in the Standard Act, the patron may be required to pay costs, premiums for bonds, expenses and fees when legal action is taken on the contract by the association.

14.04.14 Injunction

Forty-seven statutes, identified in table 14.04.14, allow the association to obtain an injunction against breach of its marketing contract.

14.04.15 Specific Performance

Forty-five statutes give associations the right to a decree of specific performance. References to those statutes are shown in table 14.04.15.

14.04.16 Supplemental Remedies

Forty-one statutes, summarized in table 14.04.16, give the association a remedy against breach of marketing contracts pending final adjudication of the parties' rights. Temporary restraining orders and preliminary injunctions are both available according to the Standard Act. Table 14.04.16 shows the variation among statutes.

14.04.17 Interference with Contract

Thirty-two cooperative incorporation statutes prohibit interference with the marketing agreement between members and their associations. Most of the 32 statutes (26) use terminology similar to that found in the Standard Act. It states:

“any person or persons or any corporation whose officers or employees knowingly induce or attempt to induce any member or stockholder of an association organized hereunder to breach his marketing contract with the association...shall be guilty of a misdemeanor and be subject to a fine of not less than one hundred dollars (\$100.00) and not more than one thousand dollars (\$1,000.00) for each such offense; and shall be liable to the association aggrieved in a civil suit in the penal sum of five hundred dollars (\$500.00) for each such offense.”

Six statutes are similar to the Standard Act except for the misdemeanor provision.

Seven statutes establish different measures of damages. Of those seven, Indiana and New York state a \$100 figure while Louisiana [2] and Mississippi [2] both use a \$1,000 value. Oklahoma [2], Pennsylvania [2], and West Virginia give no dollar figure for damages. Texas [3] permits recovery of three times actual damages.

Seven statutes specifically authorize an injunction against interference with the marketing contract. Other statutes, noted in table 14.04.17, describe prohibitions against contract interference in different terms.

14.04.18 False Information

A specific prohibition against giving out false information about a cooperative is contained in 32 statutes, usually associated with the previously noted rules on contract interference. Typical of most of the statutes, identified in table 14.04.18, is the Standard Act language, which says:

“any person or persons or any corporation whose officers or employees maliciously and knowingly spread false reports about the finances or management [of an association organized hereunder] shall be guilty of a misdemeanor and be subject to a fine of not less than one hundred dollars (\$100.00) for each such offense; and shall be liable to the association aggrieved in a civil suit in the penal sum of five hundred dollars (\$500.00) for each such offense.”

Fines vary as in the case of interference with contracts and the various limits are noted in the table. Texas [2] permits trebling of the actual damages suffered by the cooperative.

14.04.19 Special Rules

A number of statutes contain unique provisions that pertain to special rules applied to the marketing contract.

Arizona states any agreement or promise, express or implied, written or oral, that interferes with the choice to join, remain a member, or leave the association or another association as part of a contractual obligation is void as against public policy.

Delaware and New Jersey give power to collect proceeds from sales and authorize deductions made by the buyer for the association. Delaware also describes suits permitted and joinder of parties in those actions.

Indiana states that described remedies are available to all associations permitted to do business in the State.

Iowa [3] contains an arbitration provision saying parties may agree to arbitrate, and fix the number of arbitrators and methods of choosing arbitrators. Arbitration may be made binding and irrevocable, and parties may ask for court assistance.

North Carolina [2] gives a procedure for payment to an estate when an association owes money to a decedent.

Pennsylvania [2] gives associations the right to redeem voting stock or terminate membership for breach of contract by the member.

Washington [2] provides for contract approval by the director of agriculture when contracts deal with annual crops. The director may require a settlement date in the contract.

The noted special rules are found in the sections identified in table 14.04.19.

14.05 Pooling

Despite the widespread use of pooling in cooperative marketing, only nine statutes specifically mention pooling in contract references. Statutes are identified in table 14.05.

14.06 Product Exemption Rules

Nine statutes state that any "exemption" that applies to a product in a farmer's hands also applies to the product when delivered to the association. Statutes are identified in table 14.06.

CHAPTER 15. ASSOCIATION FINANCE

The financial structure and financing methods of a cooperative association have many characteristics in common with noncooperative corporations. However, additional financial obligations are placed upon members by the cooperative principle that a cooperative association is to be owned by those who use it. Techniques are used to finance cooperatives associated with the patronage relationship—techniques not found in noncooperative organizations. Many, though not all, special structural characteristics and financing techniques are addressed by cooperative incorporation statutes.

In this chapter, associations organized without capital stock are discussed first, followed by discussions of statutory provisions on membership stock and preferred stock. Par value references are then noted. Equity based on the patronage relationship is described as the third general financial source for cooperatives.

The chapter continues with a summary of provisions on limits on dividends, increases in capital, reserves, and revolving funds. Other aspects of an association's financial structure are described briefly.

The chapter ends with a discussion of State cooperative incorporation statute provisions relating to redemption of member and patron stock.

15.01 Nonstock Associations

Most statutes, 54, permit incorporation of nonstock association under their authority to form both stock and nonstock associations. Ten are limited in application to nonstock associations only. The statutes are identified in table 15.01.

15.02 Membership Fee

Membership fees are mentioned as a requirement in the articles of incorporation in Alaska, Iowa [1], Iowa [2], Nevada [2], and Oregon as shown in table 15.02. Thirty-two statutes identify as a possible bylaw topic "the amount of entrance, organization, and membership fees, if any; the manner and method of collection of the same; and the purposes for which they may be used." Eight statutes use different terminology to permit bylaw specification of membership or entrance fees.

New Jersey makes such a bylaw provision mandatory. Five additional statutes (Colorado [1], Colorado [3], Massachusetts [3], Mississippi [1] and Nevada [1]) mention only the amount of entrance or membership fees. New Mexico [1] and Rhode Island refer to methods and terms of admission and any matter or thing relative to members, respectively.

15.03 Stock Associations

Cooperative incorporation statutes address a number of topics related to stock associations. This section summarizes those concerning authoriza-

tion of stock issued, the amount issued, and the number of shares into which capital stock may be divided.

15.03.01 Authorization

Sixty-eight statutes authorize formation of associations with capital stock. Table 15.03.01 shows that most statutes refer to both stock and nonstock associations.

15.03.02 Amount of Stock

Three statutes place limits on capital stock authorization. Connecticut [1] limits capital stock to \$500,000 maximum. Massachusetts [2] states that the capital stock shall not be less than \$100 nor more than \$5 million, while South Carolina [1] says that no association shall be formed with less than \$100 of capital stock.

Most statutes, noted in table 15.03.02, leave the amount authorized to the cooperative but require the amount issued or authorized be stated in the articles of incorporation. Sixty-one statutes specifically require a statement on total amount of capital stock authorized or issued.

15.04 Membership Stock

The term membership stock is used in this report to mean the portion of capital stock with incidence of ownership and control of the association. Such stock normally combines ownership in the association, represented by the ownership of a share of common stock, with the right to control the organization through voting privileges, also represented by the share of common stock.

The distinction between membership stock and other equity interests is not always clear. This section summarizes the incorporation statutes' provisions that pertain primarily or exclusively to membership stock. The following section deals with preferred stock. The subsequent section on stock shares discusses topics that usually apply to both membership and preferred stock.

Statutory provisions on membership stock may be divided into those that describe its issue (subscription, payment for shares of stock, actual issue and liens that may attach), and limits (limits on ownership and limits on transfer). These topics are summarized in order in the following subsections.

15.04.01 Subscription

Five statutes, identified in table 15.04.01, make a subscription agreement irrevocable for 6 months unless the subscription agreement provides otherwise, or unless all subscribers consent to the revocation. The right to vote before the stock is fully paid is discussed in section 11.08.03 in the association control chapter.

15.04.02 Payment from Refunds

Fifteen statutes, listed in table 15.04.02, provide that patronage refunds may be applied to purchase membership in the association. California [2] requires at least 50 percent of the refund be so applied. Five statutes say if the applied refund is not sufficient to purchase membership after 2 years the funds may be used for certain other purposes. Maine is similar but gives a 6-year period.

15.04.03 Form of Payment

The most common statutory provision on form of payment is a statement that the association may accept a member's promissory note in full or partial payment of the membership stock. Thirty-one statutes, identified in table 15.04.03, contain such a provision.

Seven statutes list other forms of payment such as property or labor. Mississippi [1] includes services. South Carolina [1] provides that if the membership is not delivered after payment by labor or property the value must be returned in money. Montana [1] and Pennsylvania [1] permit payment in installments.

Minnesota [1] mentions payment in cash or its equivalent, and Connecticut [1] mentions only cash as a means of payment.

15.04.04 Issuance

Fifty-five statutes, identified in table 15.04.04, require membership be fully paid before it may be issued to the member.

15.04.05 Lien on Stock

When a promissory note is given for membership stock the association may hold the stock as security for payment according to the 27 statutes identified in table 15.04.05.

15.04.06 Limits on Ownership

Subsections in the chapters on articles of incorporation and bylaws identify those statutory provisions that permit articles and bylaws to establish or modify limits on the amount of capital stock any one member may own. This section notes statutory limits on amount owned. Provisions are summarized in table 15.04.06.

Fourteen statutes limit the amount of capital owned by one member to one-twentieth or 5 percent of the total capital, the proportion used in the Standard Act. Eight statutes establish a limit of 20 percent or one-fifth and five use 10 percent. Florida uses one-third and Kentucky [2] states a 49-percent maximum. South Carolina [2] is included in the one-twentieth list, though there seems to be some discrepancy in the language of the law used in this analysis.

Massachusetts [1], Pennsylvania [1], and Virginia [1] use a dollar figure of \$1,000 as the maximum. Montana [1] and Utah limit ownership to one share per member. Illinois [1] places limits of both five shares and \$500 on the amount one member may own.

15.04.07 Limits on Transfer

Limitations on transfer of stock is primarily membership related. Details of such limitations are discussed in the chapter on members and the related sections in articles of incorporation and bylaws chapters. Table 15.04.07 notes 53 statutes where limitations of some nature exist that must be considered when financial aspects of stock are analyzed.

15.05 Preferred Stock

Preferred stock is capital stock that has some preference over common stock, usually in payment of dividends. Common stock is normally the stock representing membership while preferred stock is usually a financing instrument not representing membership, though as noted subsequently the distinction is not necessarily clear.

15.05.01 Specific Reference

Forty-two statutes, identified in table 15.05.01, specifically note preferred shares of stock or classification of stock into different classes.

15.05.02 Preferences

The incorporation statutes do not describe preferences that may be given to a preferred class of stock. Specification is left to the association through its articles. The 50 statutes summarized in table 15.05.02 refer to a provision in the articles of incorporation on relative rights of preferred stock.

15.05.03 Modifying Rights

Fifteen statutes, noted in Table 15.05.03, describe circumstances under which stockholders not ordinarily entitled to vote may do so on a proposed amendment to the articles of incorporation. Ten statutes say if the proposed amendment alters the preferences of preferred stock, two-thirds of the holders of that stock must give their written consent to the change. Utah requires only majority approval. District of Columbia and New Mexico [1] state two-thirds of the holders of preferred stock must vote for approval of an amendment either altering preference of existing preferred stock or permitting issuance of a new stock class with superior preference.

Alaska, Oregon, and Wisconsin contain more detailed provisions. In those statutes, the right to vote is extended to all shareholders whose interest is affected by proposed change in articles of incorporation, and

the kinds of changes that affect shareholders are listed. An amendment is said to affect a stockholders' interests if it would:

(1) decrease dividends or change vote setting methods; (2) restrict transfer rights; (3) give preference to other classes; (4) change par value; (5) increase the number of authorized shares of a higher preference class; or (6) require or permit exchange of shares among classes. The requirements for a joint meeting of shareholders, and voting members are also described by statute. Each shareholder may cast one vote regardless of the number of shares owned, but the statutes permit the articles to give shareholders one vote for each share of stock held.

For Alaska and Oregon, the proposed amendment is adopted if it receives a majority of votes by members and shareholders entitled to vote where the vote is at a joint meeting of members and voting shareholders. Wisconsin requires a two-thirds vote of members voting on the amendment and, at the same time, a vote of two-thirds of affected stockholders voting on the amendment.

15.05.04 Limits on Transfer

No statutes explicitly limit transferability of preferred stock. A number of statutes, noted previously, allow the association to issue preferred stock to both members and nonmembers.

Five statutes state that preferred stock is transferable unless transfer is restricted by the association. In Alaska and Oregon, the restriction may be in the bylaws. In North Dakota, South Dakota, and Wisconsin, the restriction may be in the articles of incorporation. Table 15.05.04 gives sections in which preferred stock transferability is noted in 13 statutes.

15.06 Shares of Stock

Capital stock of an association is divided into shares, each of which represents a portion of the total capital stock. Incorporation statutes note several aspects of stock shares. Number of shares, value per share, par and nonpar stock, and the certificate of stock are discussed in this section.

15.06.01 Number of Shares

The number of shares into which capital stock is divided must be stated in the articles of incorporation according to the 60 statutes identified in table 15.06.01. Virginia [2] requires a description of stock without specific reference to number of shares. No statute mentions any particular number of shares into which stock must be divided.

15.06.02 Value Per Share

Five statutes place limits on the per share value of capital stock. Illinois [1] states not less than \$5 nor more than \$100, and Illinois [2] establishes a par value range not less than \$1 nor more than \$1,000 per

share. Montana [1] sets a minimum value at \$10 and a maximum of \$5,000, and Pennsylvania [1] states not less than \$5 nor more than \$25 per share. South Carolina [1] sets a minimum par value of \$5 per share.

Sections giving per share value information are shown in table 15.06.02.

15.06.03 Par Value

The par value, if any, of capital stock shares must be stated in the articles of incorporation according to 58 statutes, identified in table 15.06.03. Six statutes prohibit no-par value stock explicitly. If the requirement that a par value be stated in the articles means that no-par stock is prohibited, 47 statutes do not allow no-par stock.

15.06.04 Common Stock Certificate

A stock certificate is evidence of the ownership of a share of stock. The contents of any certificate contain some necessary information, but cooperative incorporation statutes may add to the amount of information printed on the certificate. Table 15.06.04 notes statutory requirements for common stock certificates.

The most common requirement is a restriction on transfer, required by 37 statutes, identified in table 15.06.04. Among these, Michigan requires a summary statement of articles of incorporation or bylaw provisions restricting transfer, and New Jersey allows the restriction to be firmly attached to the certificate. Alaska, North Dakota, Oregon, South Dakota, and Wisconsin list several items that must be noted on a certificate of common stock including the relative rights evidenced by common stock. District of Columbia, Iowa [3], and Pennsylvania [2] also require other information. District of Columbia, Michigan, and New Mexico [1] require that information on voting and proxy be printed on the certificate. Other required information is noted in the table.

15.06.05 Preferred Stock Certificates

Twenty-eight statutes are similar to the Standard Act in a requirement that terms and conditions of preferred share redemption be printed on the certificate. Ten statutes list other requirements for preferred share certificates. Statutes are summarized in table 15.06.05.

15.06.06 Use as Payment

Thirty-three statutes have a provision describing how an association may use preferred stock to pay for interests purchased by the association. Most are similar (some with modifications) to the Standard Act, which reads:

“Whenever an association, organized hereunder with preferred capital stock, shall purchase the stock or any property, or any interest in any property of any person, firm or corporation or association, it may dis-

charge the obligations so incurred, wholly or in part, by exchanging for the acquired interest, shares of its preferred capital stock to an amount which at par value would equal the fair market value of the stock or interest so purchased, as determined by the board of directors. In that case the transfer to the association of the stock or interest purchased shall be equivalent to payment in cash for the shares of stock issued.”

The statutes are identified in table 15.06.06.

15.07 Patronage-Based Contributions

In addition to equity capital based on membership fees and capital stock, whether preferred or common, contributions to capital may be related to the patronage relationship. The most common examples of patronage-based equity contribution are retained patronage refunds and per-unit capital retains. Contributions may also include regular direct payments to the association or payments to cover costs of services provided. Periodic contributions and patronage-based capital contributions are discussed in this section.

15.07.01 Periodic Contributions

Forty statutes contain specific reference to periodic contributions by members to the association, and charges for services. Most references are in the form of permission to include such requirements in the by-laws. Most statutes, identified in table 15.07.01, contain language similar to the Standard Act, which permits bylaws to provide the “amount which each member or stockholder shall be required to pay annually or from time to time, if at all, to carry on the business of the association [and] the charge, if any, to be paid by each member or stockholder for services rendered by the association to him and the time of payment and the manner of collection.”

15.07.02 Noncash Refunds

The descriptions of patronage refund payment in 16 statutes contain references to payment in the form of equity instruments rather than in cash. Application of patronage refunds toward purchase of membership was previously noted. Statutes that refer to nonmembership contributions based on patronage refunds are shown in table 15.07.02.

15.08 Limits on Dividends

A majority of statutes limit the amount of dividends or interest paid on capital stock. Limits may apply to common stock, preferred stock, or patronage-based equity.

15.08.01 Common Stock

Fifty-seven statutes place a definite maximum limit on the amount of interest or dividends (some statutes refer to “interest” and some to “div-

idends”) that may be paid on common or membership stock each. The statutes are identified in table 15.08.01. Included are statutes that refer specifically to membership or common stock and those that limit interest or dividends on all stock.

Forty-three statutes limit interest or dividends to 8 percent of its value. Eight statutes establish a 6-percent maximum. Massachusetts [2] has a 7-percent limit. California [2] has a 5-percent limit, New York and Delaware have a 12-percent limit, and Missouri [2] establishes a 10-percent maximum.

District of Columbia and New Mexico [1] further limit payment of interest to 50 percent of the net savings.

Six statutes say dividends may be cumulative and Delaware requires that they be. In contrast, six statutes say dividends may not be cumulative.

15.08.02 Preferred Stock

Fifty-five statutes place a definite maximum limit on the amount of interest or dividends (some statutes refer to “interest” and some to “dividends”) that may be paid on preferred stock. The statutes shown in table 15.08.02 include those that refer specifically to preferred stock and those that limit interest or dividends on all stock.

Forty-two statutes limit interest or dividends to 8 percent of its value. Seven statutes establish a 6-percent maximum. Massachusetts [2] has a 7-percent limit. California [2] and Missouri [2] establish limits of 5 percent and 10 percent, respectively. Delaware and New York have a 12-percent limit.

Eight statutes permit cumulative dividends and Delaware requires cumulation. District of Columbia, New Mexico [2], North Dakota, and South Dakota prohibit cumulative dividends.

15.09 Changes in Capital Stock

Changes in capital stock structure may include changes in the amount of capital stock and changes in preferences of classes of stock. Such changes are normally brought about through an amendment of the appropriate sections in the articles of incorporation. Previous sections have discussed the special member and stockholder approval requirements in articles of incorporation amendment.

15.10 Reserves

According to a majority of cooperative incorporation statutes, the cooperative may set aside a portion of net margins or net savings for reserve funds. This section summarizes statutory provisions that permit or require reserve funds, describe sources and amounts, and note uses to which such reserves may be applied.

15.10.01 Authorization

Reserves may be authorized explicitly by statute or may be mentioned in provisions in such a manner as to imply permission. Statutes granting power to establish reserves or give specific permission to establish reserves are noted in table 15.10.01. Sixty statutes contain reserve references.

15.10.02 Required Reserves

Incorporation statutes may require reserves in general terms and may also require reserves for specific purposes. Reserves for specific purposes are noted in the section on allocation of net margins or net savings and the subsection on specific uses of reserve funds. Twenty-nine statutes identified in table 15.10.02 require additions to a reserve.

15.10.03 Sources of Funds

Many statutes that mention reserves also mention the source of funding for reserves. Specific references to funding sources are noted in table 15.10.03. All statutes indicate that reserves are taken from net margins or net savings of the association before payment of patronage refunds, though differing terminology is used. One group of statutes contains a description of reserve funding in the marketing contract provision, stating the association markets members' product and returns it to members after expenses and costs, including reserves as a permitted use of the excess.

15.10.04 Amounts

Statutes address reserve amounts two ways. The proportion of net margins or net savings that may or must be placed in a reserve fund may be specified, and the total permitted or required amount of the reserve may be given. Table 15.10.04 identifies statutes with references to reserve amounts.

Because of variations in accounting practices and terminology and the variability of usage in the statutes, comparison of statutory provisions must be interpreted with extreme caution. The table and following summary must be used with that in mind.

Most statutes that require a reserve specify both the amount to be added periodically and the total amount that should be in the reserve fund. Eighteen statutes say that at least 10 percent of the net margins must be set aside for addition to the reserve. Minnesota [1] and Montana [1] require 5 percent.

Nine statutes require reserves of at least 30 percent of paid-up capital stock. After that amount is reached the portion of net margins set aside for reserves may be reduced. Connecticut [1] sets 20 percent as the mini-

imum total reserve. New Mexico [2] and Oklahoma [2] require 100 percent, and District of Columbia, Iowa [1], Missouri [2], and New Mexico [1] set 50 percent.

Iowa [3] requires 30 percent of paid-up capital plus all unpaid patronage refunds and certificates of indebtedness payable on liquidation, or \$1,000 whichever is greater. A maximum of 50 percent of the total or \$1,000, whichever is greater, is placed on the reserves.

New York gives three options by which to measure reserve required: (1) Two percent of gross receipts over a 5-year period, (2) 100 percent of paid-up capital stock or membership capital or (3) an amount necessary to make paid in capital at least 60 percent of net worth.

15.10.05 Investment

Investment of reserve funds is specifically noted in 34 statutes. As shown in table 15.10.05, most say the funds may be invested in bonds or other property as may be provided in the bylaws. Massachusetts [2] contains a restrictive provision and Oklahoma [2] limits investment in real property to real property required to conduct the primary business of the association.

15.10.06 Special Funds

Several special funds are mentioned in statutes. The most common is an educational fund to teach cooperation. Thirteen statutes, identified in table 15.10.06, note such a fund. Pennsylvania [1] notes a "propaganda and social" fund. Twenty-four statutes permit a fund to be used to retire stock, if any. Eight statutes note funds for contingency, bad debts, losses and similar purposes. New Mexico [2] and Oklahoma [2] state that the association may have a permanent fund as an addition to its capital.

15.11 Revolving Funds

The prevalence of the revolving fund method of financing a cooperative association is not reflected in the number of specific references to such a financing system in the incorporation statutes. Only six statutes, identified in table 15.11, specifically address revolving funds.

15.12 Borrowed Funds

Associations commonly borrow funds and mortgage property. Statutory power to borrow and mortgage is noted in this section.

15.12.01 Power to Borrow

The specific power to borrow money is granted in 59 statutes identified in table 15.12.01. The detail with which instruments are described varies among statutes. Thirteen statutes are similar to the Standard Act in their permission to borrow without limitation as to amount of corporate indebtedness or liability.

15.12.02 Power to Mortgage

Closely associated with the right to borrow is power to give security in the form of mortgage or other pledge of property. Power to mortgage or pledge property is specifically granted in 36 statutes identified in table 15.12.02. Alabama [2] and Colorado [1] require approval of a majority of the board of directors.

15.13 Advances to Members

Advances to members are authorized by 46 statutes identified in table 15.13. Iowa [3] specifically mentions advances to patrons in addition to members.

15.14 Stock Acquisition

Association acquisition of ownership interests in other associations or corporations is specifically permitted by a majority of incorporation statutes. This section is divided into a summary of references to ownership in cooperative associations and references to ownership interests in corporations generally. The distinction between cooperative and noncooperative corporation ownership is not clear in most statutes. Thus, the distinction between the following two subsections is not resolved.

15.14.01 Cooperative Associations

The Standard Act gives associations power to “purchase or otherwise acquire; and to hold, own, and exercise all rights of ownership in; and to sell, transfer or pledge, or guarantee the payment of dividends or interest on, or the retirement or redemption of, shares of the capital stock or bonds of any corporation or association engaged in any related activity or in the warehousing or handling or marketing of any of the products handled by the association.”

Thirty-six statutes, noted in table 15.14.01, contain a similar provision. Twenty-two additional statutes refer to the power to invest in other associations, using different terminology.

Arkansas [1] limits the investment to 5 percent of the other association's stock, Michigan places a 20-percent limit, and Illinois [1], Iowa [1], and Virginia [2] place a 25-percent limit on ownership. South Carolina [1] and Virginia [1] limit an association's investment to 25 percent of its own reserve fund capital.

Forty-one statutes refer to ownership in associations engaged in related activities.

15.14.02 Other Corporations

In addition to references to ownership of other corporations similar to the Standard Act provision shown in the previous subsection, 43 statutes give permission to invest in corporations not explicitly identified as co-

operative associations. Provisions are summarized in table 15.14.02. Thirty statutes use terminology similar to that found in the Standard Act, which says:

“An association may organize, form, operate, own, control, have an interest in, own stock of, or be a member of any other corporation or corporations, with or without capital stock, and engaged in preserving, drying, processing, canning, packing, storing, handling, shipping, utilizing, manufacturing, marketing or selling of the agricultural products handled by the association, or the byproducts thereof.”

15.14.03 Banks for Cooperatives

Three statutes, noted in table 15.14.03, specifically refer to investment in banks for cooperatives.

15.15 Stock Redemption

An association's right to repurchase stock is noted by a number of statutes. The right is sometimes coupled with restrictions on repurchase, and differs between common and preferred stock.

15.15.01 Common Stock Repurchase

Thirty-nine statutes, summarized in table 15.15.01, explicitly give associations power to repurchase common stock. Various statutes give general power to repurchase, state conditions leading to repurchase, note value at which common stock may be repurchased, and indicate time in which repurchase must be made.

Eight statutes grant general power to repurchase without other explicit restrictions on reasons, value, or time.

The remaining statutes qualify redemption. Eighteen statutes are similar to the Standard Act, which reads: “The association may, at any time, as specified in the bylaws, except when the debts of the association exceed 50 percent of the assets thereof, buy in or purchase its common stock at the book value thereof, as conclusively determined by the board of directors, and pay for it in cash within 1 year thereafter.”

Five additional statutes note the value at which common stock may be redeemed. Six statutes give circumstances under which redemption takes place, the most common being purchase from an inactive member.

15.15.02 Common Stock Repurchase Limitations

Thirty-four statutes, noted in table 15.15.02, place limitations on common stock repurchase. The most common provision prohibits repurchase if association debts exceed 50 percent of its assets. Other limitations are noted in the table.

15.15.03 Preferred Stock Repurchase

Forty-five statutes, summarized in table 15.15.03, make reference to an association's repurchase of preferred stock. Most of the 45 statutes permit repurchase under terms and conditions described in the articles of incorporation and printed on the stock certificate. Other statutes, noted in the table, place an assortment of conditions on preferred stock repurchase.

15.15.04 Preemptive Rights

Six statutes, identified in table 15.15.04, state that existing shareholders have no preemptive right to purchase additional shares of stock.

CHAPTER 16: MERGER, CONSOLIDATION, SUBSIDIARIES

Formal combination of an association with another business organization is the subject of this chapter. Not included are membership of one association in another association (federations are discussed in section 10.07) and interassociation contracts (summarized in section 18.06). Distinction between merger and consolidation is generally ignored to avoid excessive duplication. The common custom of using the term "merger" to include both merger and consolidation is adopted where possible.

16.01 Specific Reference

Thirty statutes, noted in table 16.01, contain a reference to merger among associations or with noncooperative business organizations. Considerable variation exists among statutes in the detail with which the merger process is described.

16.02 Procedures

Cooperative incorporation statute descriptions of procedures to be followed for merger or consolidation are generally of two types. One type of description states that the procedure used by cooperative associations is to follow, as closely as possible, procedures established for other corporations. Seven statutes, identified in table 16.02, apply general corporation laws to association merger.

Twenty-one statutes describe merger procedures in varying detail. A typical procedure described in most of the 21 statutes includes approval by boards of directors of all merging associations, adoption of a resolution and a written plan of merger, submission to association membership for approval, and formal filing with a State office.

16.03 Contents of Plan

Eighteen statutes, summarized in table 16.03, specify contents of the merger or consolidation plan.

The most common set of requirements include: Old and new names, terms and conditions of the proposed merger or consolidation, proposed effects on all members and stockholders of each association, the articles of the new association, and other provisions necessary or desirable. A few statutes apply articles of incorporation requirements to merger plan contents.

16.04 Approval

Cooperative incorporation statutes describing member approval either directly specify voting proportions required or apply statutory rules for adoption of amendments to articles of incorporation. Table 16.04 shows member approval requirements for merger and consolidation.

Thirteen statutes require approval of two-thirds of the members voting at a meeting. Hawaii, Nevada [1], and Nevada [2] require approval based on two-thirds voting power.

Four statutes make a majority of votes cast at a meeting the necessary proportion, and four other statutes require approval by a majority of association members.

16.05 Abandonment of Plan

Seven statutes say the plan to merge or consolidate may be abandoned any time prior to filing articles of merger. The statutes are identified in table 16.05.

16.06 Articles of Merger

Contents of articles of merger (documents filed with a State office) are described in 19 statutes, noted in table 16.06. All statutes require a description of the merger, most commonly by including the approved plan of merger. Most statutes also require some certification that the plan was adopted by the required vote. Minnesota [1] requires approval of the attorney general.

16.07 Filing

Statutory requirements that articles of merger be filed are identified in table 16.07.

16.08 Result of Merger or Consolidation

Twenty-one statutes describe results of a completed merger or consolidation. As shown in table 16.08, most statutes note termination of former associations and survival of one as described in the merger or consolidation plan, the transfer of existing rights, duties and liabilities to the new association, and protection of creditors' interests.

16.09 Rights of Dissenting Member

Six statutes allow members who dissent from the merger or consolidation decision to leave the association and be paid for their interests. The characteristics of the six statutes are summarized in table 16.09. Arkansas [3] and Idaho say dissenting members are not entitled to receive payment for interest. Maryland, Pennsylvania [2], and Washington [2] give the dissenting member the same rights as a dissenting shareholder in a general business corporation.

16.10 Subsidiary Formation

Many statutes give associations power to purchase shares of stock in other organizations (see section 15.14). Purchase of stock in this manner may be one means of subsidiary formation.

In addition to stock purchase powers, 23 statutes refer specifically to formation and ownership of an organization to carry out some functions of the cooperative association. The statutes identified in table 16.10 are similar to the Standard Act: "An association may organize, form, operate, own, control, have an interest in, own stock of, or be a member of any other corporation or corporations, with or without capital stock, and engaged in preserving, drying, processing, canning, packing, storing, handling, shipping, utilizing, manufacturing, marketing or selling of the agricultural products handled by the association, or the byproducts thereof."

CHAPTER 17: DISSOLUTION

A cooperative association may cease to function in several ways. It may merge into another organization, it may sell its assets and become dormant, or it may formally dissolve, distribute assets, and cease to exist as a corporate entity.

Chapter 16 discussed statutory provisions on merger and consolidation. This chapter summarizes provisions that describe disposition of all or substantially all of an association's assets, and the process of formal dissolution.

Procedures and requirements for disposition of assets and dissolution are quite peculiar to each jurisdiction, and comparisons cannot be easily made. Therefore, discussion of most topics addressed in the statutes is brief. Generalizations are made without detailed breakdowns of statutory provision contents.

17.01 Disposition of All Assets

Disposition of all assets does not necessarily mean business operations cease. However, it is such an unusual event that special procedures, including member approval, may be required. Disposition of assets in the usual and regular course of business normally does not require extraordinary procedures.

17.01.01 Authorization

Nineteen statutes, identified in table 17.01.01, make specific reference to disposition of all or substantially all assets by an association. The statutes vary in the kinds of transactions covered by authorization requirements. Mortgage of all assets, lease or exchange of all assets, and fixed assets are treated specially and differently among the statutes.

17.01.02 Approval

Member approval is the most common special requirement for asset distribution. Sixteen statutes, summarized in table 17.01.02, require special member approval of asset disposition.

Of the 16 statutes with approval requirements, half require approval of two-thirds of the members or stockholders casting votes at a meeting. Alaska, Delaware, and Oregon require approval of a majority of votes cast. Florida [1] and Kansas [2] specify two-thirds consent of all members (Kansas [2] as an option to a two-thirds vote at a meeting). Kansas [1], North Dakota, and South Dakota require a three-fourths approval by voting members or stockholders. Indiana refers to approval by a majority of members eligible to vote, whether voting power is equal or not equal.

17.01.03 Consideration

Five statutes, identified in table 17.01.03, provide that consideration received for assets sold may consist of money, real or personal property, or shares of another association or corporation.

17.01.04 Abandonment

Four statutes, identified in table 17.01.04, permit the board of directors to abandon a plan to dispose of all assets after the plan has been approved by members.

17.02 Corporate Dissolution

Formal termination of a corporate entity is called dissolution. Dissolution may be a voluntary decision by the association or, in some circumstances, it may be involuntary. In either case, there are formal requirements for documents, procedures are specified, and final distribution of assets is described as existence of the corporate entity ceases. Detail with which procedures are described varies widely among statutes.

This section identifies statutory references to cooperative association voluntary and involuntary dissolution, and summarizes initiation and approval requirements.

17.02.01 Voluntary

Thirty-five statutes, identified in table 17.02.01, note the power or right of an association to wind up its business and dissolve.

17.02.02 Involuntary

Seventeen statutes, shown in table 17.02.02, make reference to involuntary dissolution. Most statutes give one or more reasons for involuntary dissolution.

17.02.03 Initiation

Voluntary dissolution may be initiated either by the board of directors or by members as a body. Statutory descriptions of the first step toward dissolution are summarized in table 17.02.03. Six statutes say the board of directors initiates dissolution procedures, while the remaining statutes refer to action of the membership.

17.02.04 Approval

The 30 statutes describing member approval are noted in table 17.02.04. The table includes member approval required after a board resolution and approval of the membership by membership initiation.

Fourteen statutes require approval of two-thirds of the association's members or voting power for dissolution. Ten require two-thirds approval of votes cast. Three-fourths of votes cast is required according to five statutes. New Jersey specifies majority approval.

17.02.05 Procedures

Dissolution procedures after member approval are described in varying detail in 29 statutes, summarized in table 17.02.05. A typical procedure is appointment by members of trustees, usually three, to carry out the dissolution process. Trustees then wind up the association's business and liquidate assets. The final step is distribution of money.

17.03 Distribution of Assets

Property must be distributed according to priorities, and to members and stockholders in proportions determined by an established rule.

17.03.01 Priority of Distribution

Property remaining after assets are liquidated must first be applied against debts and obligations owed by the association, according to 25 statutes noted in table 17.03.01.

17.03.02 Apportionment

The surplus remaining after satisfaction of obligations is finally apportioned among members. The 26 statutes summarized in table 17.03.02 show three varying ways in which apportionment rules are described.

Fifteen statutes refer to existing law, articles of incorporation, bylaws, or agreement as the source of apportionment rules. Six statutes say distribution is to be made according to members' or stockholders' property interests. Five statutes relate distribution to stock ownership, and five relate distribution to past patronage. Of those basing distribution on patronage, District of Columbia, New Mexico [1], New York, and Texas [1] use the last 6 years as a base, and Kentucky [2] uses 5 years. Several statutes give apportionment methods in the alternative.

Nevada [2] and Nevada [3] say distribution is made to members "share and share alike."

CHAPTER 18: REGULATION AND SPECIAL PROVISIONS

Cooperative associations in all States operate within State regulations and other special provisions, many of which are applicable to all corporations. State cooperative incorporation statutes analyzed often contain provisions regulating or protecting associations. Regulations and special provisions not analyzed elsewhere are identified and summarized in this chapter.

Supervisory requirements and requirements for annual financial reports filed with a State agency are discussed in the first two sections. This is followed by a section on special legal actions by or against the association. Operation across State boundaries is surveyed in section 18.05. Special applications of antitrust law to cooperative associations are identified in section 18.06. Finally, statutes that apply special rules to farm products in the hands of cooperative associations are identified.

18.01 Supervision

Though all cooperative associations incorporated under a statute are subject to State supervision as an inherent part of the incorporation powers of the State, few statutes give supervisory powers in general, explicit terms. The four statutes that specifically grant general supervisory powers of the State are summarized in table 18.01.

18.02 Annual Reports

Fifty-two statutes require associations incorporated under the statute to make periodic reports to a State agency concerning the association's business affairs. (Reports to members are discussed in section 11.12.) Many statutes prescribe consequences of failure to file required annual reports.

18.02.01 Requirement

The fifty-two statutory requirements for annual reports are identified in table 18.02.01. Many state only an annual requirement, while other give specific dates or periods from the end of the association's fiscal year. All statutes listed except Texas [1] require reports of all associations regardless of size, business, or other characteristics. Texas [1] bases requirements on size and business done.

18.02.02 Contents

Statutes vary considerably in the list of contents required in the annual report. Each statute must be analyzed for requirements. A typical list of contents (the list given by the Standard Act) requires the name of the association, its principal place of business "and a general statement of its business operations during the fiscal year, showing the amount of capital stock paid up and the number of stockholders of a stock association or the number of members and the amount of membership fees

received, if a nonstock association; the total expenses of operations; the amount of its indebtedness or liabilities, and its balance sheets.”

18.02.03 Failure to File

An association that fails to file required annual reports may be subject to penalties. Table 18.02.03 shows consequences ranging from loss of good standing to involuntary dissolution of the association. These statutes permit a writ of mandamus, an enforceable requirement directing the association to comply with reporting requirements.

18.03 Proceedings Against Association

A few statutes contain provisions related to special legal actions in which an association may become involved. These include quo warranto, ultra vires problems, and derivative suits.

18.03.01 Legal Existence

Nine statutes, noted in table 18.03.01, describe inquiry into the association's existence. Seven statutes mention a quo warranto proceeding to look into the legitimacy of association operation. The seven statutes are generally similar to a statement that “the right of an association claiming to be organized and incorporated and carrying on its business under this chapter to do and continue its business may be inquired into by quo warranto at the suit of the attorney general, but not otherwise.”

18.03.02 Exceeding Powers

Several consequences may follow if an association engages in an activity beyond its legal purposes, called ultra vires. Five statutes, summarized in table 18.03.02, have provisions related to exceeding powers. All except California [2] say that no act or property transfer is invalid because it is in excess of the associations' power, except certain actions by members, directors, the cooperative or the attorney general are authorized.

18.03.03 Derivative Suits

A derivative suit is a suit brought on behalf of an association by a member or stockholder. A derivative suit can be brought only when certain conditions are met. Five statutes, identified in table 18.03.03, permit a derivative suit by members or stockholders, and specify conditions.

18.04 Interstate Business

A cooperative association, as any other corporation, may be required to register or receive permission to do business in more than one State. Statutory provisions referring to interstate business are summarized in this section.

18.04.01 Power Granted

Fourteen statutes, identified in table 18.04.01, make specific reference to a domestic association's power to conduct business in other States. Not included in the list is a typical general provision found in the powers section that an association may carry out its purpose anywhere.

18.04.02 Foreign Associations

Business of foreign associations (associations incorporated in another State) is mentioned in two ways. Some statutes describe requirements that must be met by an out-of-State association before it can conduct business in-state. Other statutes mention foreign associations by granting them permission to use the word "cooperative" in their title if certain conditions are met, typically that they operate substantially like a domestic cooperative association.

Table 18.04.02 summarizes the 35 statutes that set requirements for business of a foreign cooperative association.

18.04.03 Registered Agent

Thirteen statutes, identified in table 18.04.03, contain a requirement that the association maintain a registered agent in the State.

18.05 State Assistance

Fourteen statutes, identified in table 18.05, provide for State assistance to farmers contemplating cooperative association incorporation. Most are similar to the Standard Act (except for the office to provide assistance), which reads: "Every group of persons contemplating the organization of an association under this act is urged to communicate with the dean of the college of agriculture of the University of Kentucky, who will inform them whatever a survey of the marketing conditions affecting the commodities proposed to be handled may indicate regarding probable success." The purposes of an association are listed, and the statute states further, "for the purpose, the farmers should secure special guidance and instructive data from the dean of the college of agriculture of the University of Kentucky."

Statutes listed in the table contain one or both provisions.

18.06 Antitrust

Special treatment under States' antitrust laws are often made for cooperative associations in the cooperative incorporation statute. The statement of general rules on interassociation coordination are summarized in this section.

18.06.01 Statement of Rules

The 48 statutes shown in table 18.06.01 state that formation of a cooperative marketing association is not in itself illegal under the State anti-trust laws. The most typical provision is similar to the Standard Act provision stating: "Any association organized hereunder shall be deemed not to be a conspiracy nor a combination in restraint of trade nor an illegal monopoly; nor an attempt to lessen competition or to fix prices arbitrarily or to create a combination or pool in violation of any law of this State; and the marketing contracts and agreements between the association and its members and any agreements authorized in this act shall be considered not to be illegal nor in restraint of trade nor contrary to the provisions of any statute enacted against pooling or combinations."

A provision similar to the Standard Act is found in 42 statutes, while a provision to the same purpose is found in the remaining six statutes. Kansas [2] qualifies antitrust treatment for associations with a statement that prices may not be arbitrary, discriminatory, or detrimental to the public interest.

Eight statutes among the 48 say an association may acquire, exchange, interpret, and disseminate past, present, and prospective crop, market, statistical, economic and other information. In addition, an association may advise its members about adjustment of current and prospective production, consumption, selling prices and surplus. The purpose of these activities is that markets may be served from the most convenient production areas and that a program of orderly marketing will assure supplies without undue enhancement of prices or accumulation of undue surpluses.

18.06.02 Interassociation Agreements

A common provision of the statutes does not refer specifically to anti-trust law rules, but permits activities among associations that might otherwise have antitrust implications. Forty-three statutes, identified in table 18.06.02, are similar to the Standard Act. The Standard Act provision for interassociation agreement says, "Any association may, upon resolution adopted by its board of directors, enter into all necessary and proper contracts and agreements and make all necessary and proper stipulations, agreements and contracts and arrangements with any other cooperative corporation, association or associations, formed in this or in any other State, for the cooperative and more economical carrying on of its business or any part or parts thereof. Any two or more associations may, by agreement between them, unite in employing and using or may separately employ and use the same personnel, methods, means and agencies for carrying on and conducting their respective businesses."

18.07 Product Exemption

Statutes identified in table 18.07 trace rules applying to farm products through the cooperative association. A typical statement says, "Any

exemption under any existing law which applies to any agricultural product in the possession, or under the control, of the individual producer, shall apply similarly and completely to such product which is delivered by its farmer members that are in the possession, or under the control, of the association." Thirteen statutes contain a similar provision.

Table 1.04.01—Statutes analyzed, corporate law references, using the report—references to corporation law—general corporation law

Statute	Section or article	Description
STANDARD	883f-30	Apply except where conflicting or inconsistent (see text)
Alabama [2]	2-10-72	Similar to Standard Act
Arizona	10-702	Similar to Standard Act
Arkansas [2]	77-926	Similar to Standard Act
Arkansas [3]	77-1018	Similar to Standard Act
California [1]	54 040	Similar to Standard Act, members deemed shareholders
California [2]	12205	Nonprofit mutual benefit corporation law applies
Colorado [1]	7-55-116	Similar to Standard Act
Colorado [2]	7-56-130	Similar to Standard Act
Connecticut [1]	33-183	Enjoy all powers and privileges, subject to all duties
Florida [1]	618.24	Similar to Standard Act
Georgia	65-222	Similar to Standard Act
Hawaii	421-25	Applicable except where otherwise provided
Idaho	22-2626	Similar to Standard Act, as they apply to nonprofit corporations
Illinois [2]	470	Similar to Standard Act
Indiana	15-7-1-28	Similar to Standard Act
Kansas [2]	17-1628	Similar to Standard Act
Kentucky [2]	272.341	Similar to Standard Act
Louisiana [1]	86	Similar to Standard Act
Louisiana [2]	149	Similar to Standard Act
Maryland	5-531	Similar to Standard Act
Massachusetts [2]	3	Subject to provisions of corporation statutes if consistent
Massachusetts [3]	10	Subject to provisions of corporation statutes as applicable
Minnesota [1]	308.05(1)	Similar to Standard Act
Missouri [1]	274.290	Similar to Standard Act
Montana [1]	35-15-103	Subject to duties, restrictions, liabilities in general laws
Montana [2]	35-16-101	Corporation law except as provided otherwise
Nebraska [2]	21-1414	Similar to Standard Act
New Jersey	4:13-12	Similar to Standard Act
New Mexico [1]	76-12-21	Similar to Standard Act
New York	5	Business corporation laws apply, detailed description
North Carolina [1]	54-117	Mutual associations maintained as in general corporation law
North Carolina [2]	54-142, 142.1	Similar to Standard Act, nonprofit act for nonstock
Ohio	1729.27	Similar to Standard Act
Oklahoma [1]	354	Similar to Standard Act
Oklahoma [2]	361w	Similar to Standard Act
Rhode Island	7-7-20	Similar to Standard Act
South Carolina [2]	33-47-40	Similar to Standard Act
Tennessee	43-16-144	Similar to Standard Act

Table 1.04.01—Statutes analyzed, corporate law references, using the report—references to corporation law—general corporation law
(continued)

Statute	Section or article	Description
Texas [1]	1396-59.01(3)	Subject to nonprofit corporations act unless conflicting
Texas [2]	2516	General corporation law applies unless in conflict
Texas [3]	5763	Similar to Standard Act
Virginia [1]	13.1-301	Apply if not in conflict
Virginia [2]	13.1-343	Similar to Standard Act
Washington [2]	24.32.310	Similar to Standard Act, exceptions stated
West Virginia	22-4-29	Similar to Standard Act
Wyoming	17-187	Similar to Standard Act

Table 1.04.02—Statutes analyzed, corporate law references, using the report—references to corporation law—conflicting laws

Statute	Section or article	Description
STANDARD	883f-21	Conflicting provisions not construed to apply to association
Alabama [2]	2-10-68	Similar to Standard Act
Alabama [3]	2-10-108	Does not conflict with Alabama [2]
Arizona	10-702	Similar to Standard Act
Arkansas [1]	64-1517, 1524	Does not conflict with Arkansas [2], prior laws repealed
Arkansas [2]	77-920	Similar to Standard Act
Arkansas [3]	77-1025	Similar to Standard Act, not to affect Arkansas [2]
California [1]	54034	Similar to Standard Act
Colorado [1]	7-55-113	Existing assn. or assn. organized under Colorado [3] presumed to adopt
Colorado [2]	7-56-123(1)	Similar to Standard Act
District of Columbia	29-843	Conflicting or inappropriate provision not to apply
Florida [1]	618.28	Not to affect Florida [2]
Georgia	65-223	Similar to Standard Act
Idaho	22-2620	Similar to Standard Act
Illinois [2]	461	Similar to Standard Act
Indiana	15-7-1-19	Similar to Standard Act
Iowa [3]	499.56	Similar to Standard Act, Iowa [1] and Iowa [2] limited
Kansas [2]	17-1619, 1626	Similar to Standard Act
Louisiana [1]	87	Not to affect Louisiana [2]
Louisiana [2]	139	Similar to Standard Act
Minnesota [1]	308.18	Repeal of prior law limited; effect of subsequent laws limited
Minnesota [2]	308.72	Repeal of prior law limited; effect of subsequent laws limited
Mississippi [1]	79-17-25	Similar to Standard Act with restrictions (see text)
Mississippi [2]	79-19-37	Similar to Standard Act
Missouri [1]	274.300(1)	Similar to Standard Act
Nebraska [2]	21-1414	Similar to Standard Act
Nevada [3]	81.540	Not to affect Nevada [1] or Nevada [2]
New Hampshire	301:51	Similar to Standard Act
New Mexico [1]	53-4-43, 44	Similar to Standard Act

Table 1.04.03—Statutes analyzed, corporate law references, using the report—references to corporation law—cooperative conversion
(continued)

Statute	Section or article	Description
Louisiana [2]	143	Similar to Standard Act
Maine	1775	Two-thirds members voting, change in articles or bylaws
Maryland	5-507	By new articles
Massachusetts [2]	7	Majority vote at meeting, cooperative association may adopt
Minnesota [1]	308.14(1)	By amendment of articles
Minnesota [2]	308.77	Similar to Standard Act
Mississippi [1]	79-19-45	Similar to Standard Act
Missouri [1]	274.190	Similar to Standard Act
Missouri [2]	357.170	Majority member vote
Montana [1]	35-15-305	Majority vote
Montana [3]	35-17-204	Similar to Standard Act
New Hampshire	301:45	Similar to Standard Act
New Jersey	4:13-13	Adoption of approved resolution
New Mexico [1]	76-12-17	Similar to Standard Act
New Mexico [2]	53-4-40	Two-thirds member votes, change in articles or bylaws
North Carolina [1]	54-118	By majority vote of members
North Carolina [2]	54-140	Similar to Standard Act
North Dakota	10-15-44	By change in articles
Ohio	1769.26	Similar to Standard Act
Oklahoma [2]	361q	Similar to Standard Act
Oregon	62.635	Change in articles to meet requirements
Pennsylvania [1]	12022	For existing associations, majority vote at meeting
Pennsylvania [2]	12105	Majority vote, new restriction, statement filed
South Carolina [1]	33-45-200	Majority vote, new restrictions, statement filed
South Carolina [2]	33-47-90	Similar to Standard Act
South Dakota	47-15-14	By change in articles
Texas [1]	1396-50.01(42)	Two-thirds members voting, change in articles and bylaws
Texas [3]	5760	Similar to Standard Act
Vermont	1028	Majority director vote, two-thirds members, two-thirds stockholders by class
Virginia [1]	13.1-309	By reincorporation or change in articles
Virginia [2]	13.1-334, 344	By change in articles; for existing associations
Washington [1]	23.86.190	Majority vote, statement filed
Washington [2]	24.32.290	Two-thirds member vote at meeting, limiting membership, other restrictions
West Virginia	19-2-25	Similar to Standard Act
Wisconsin	185.64, 185.96(1)	By change in articles

Table 2.01—Declaration of policy—conditions in agriculture

Statute	Section or article
STANDARD	883f-5
California [1]	54032
Colorado [2]	7-56-106
Illinois [2]	444
Indiana	15-7-1-1(b)
Minnesota [2]	308.53
Tennessee	43-16-107

Table 2.02—Declaration of policy—general purpose of statute

Statute	Section or article	Description
STANDARD	883f-1	Promote orderly marketing, reduce waste, direct markets (see text)
Alabama [3]	2-10-91	Promote the general welfare of agriculture, simplified, inexpensive procedure
Arkansas [2]	77-901	Similar to Standard Act
California [1]	54031	Similar to Standard Act
Colorado [2]	7-56-102	Similar to Standard Act
Idaho	22-2601	Similar to Standard Act
Illinois [2]	440	Similar to Standard Act
Indiana	15-7-1(a)	Similar to Standard Act
Kansas [2]	17-1601	Similar to Standard Act with additions (see text)
Kentucky [2]	272.101	Similar to Standard Act
Louisiana [1]	71	To encourage better farm production and marketing (see text)
Louisiana [2]	121	Similar to Standard Act with addition (see text)
Maine	1772	Improve economic position of agriculture, encourage cooperation
Minnesota [2]	308.53	Similar to Standard Act
Mississippi [1]	79-17-7	Promote welfare of agriculture, encourage cooperation
Mississippi [2]	79-19-1	Similar to Standard Act
Montana [3]	35-17-102	Similar to Standard Act with addition (see text)
New Mexico [2]	76-12-2	Promote intelligent marketing and cooperation
New York	2	Improve economic welfare of producers, encourage cooperation
North Carolina [2]	54-129	Similar to Standard Act
Oklahoma [2]	361a	Promote intelligent marketing and cooperation
Oregon	62.845	Encourage efficient production and distribution
Pennsylvania [2]	12102	Improve economic position of agriculture, encourage cooperation
South Carolina [2]	33-47-30	Similar to Standard Act
Tennessee	43-16-102	Similar to Standard Act
Texas [3]	5737	Similar to Standard Act with addition (see text)
Utah	3-1-1	Improve economic position of agriculture, encourage cooperation
Virginia [2]	13.1-312	Improve economic position of agriculture, encourage cooperation
Wyoming	17-10-101	Similar to Standard Act

Table 2.03—Declaration of policy—specific purpose of statute

Statute	Section or article	Description
Alabama [3]	2-10-91	Enable farmers to form cooperative associations
Arkansas [1]	64-1501	Provide for formation, carrying on, rights, powers, liabilities, duties of associations
Arkansas [3]	77-1001	Provide for formation, operation, rights, powers, liabilities (see text)
Colorado [2]	7-56-102	Enable farmers to form cooperative associations
Illinois [2]	440	Provide for incorporation of cooperative associations
Indiana [1]	15-7-1-1(a)	Provide for incorporation of cooperative associations
Louisiana [1]	71	Provide for formation, operation, rights, powers, liabilities (see text)
Mississippi [1]	79-17-7	Enable farmers to form cooperative associations
New York	110	Provide for means by which farmers may cooperate
Oklahoma [2]	361a	Promote, foster, and encourage incorporation of cooperative marketing associations
Tennessee	43-16-102	Enable farmers to form cooperative associations

Table 2.04—Declarations of policy—statutory construction

Statute	Section or article	Description
Maine	1773	Construed to effect purposes and make laws uniform
Nevada [2]	81.170(2)	Liberaly construed to effect purposes
New Mexico [2]	76-12-2	Liberaly construed
Oklahoma [2]	361a	Liberaly construed
Pennsylvania [2]	12102	Liberaly construed to effect purposes
Utah	3-1-1	Liberaly construed
	3-1-27	Construed to effect purposes and make laws uniform
Virginia [2]	13.1-312	Liberaly construed to effect purposes

Table 3.01—General nature of cooperative associations—organizing statute

Statute	Section or article	Description
STANDARD	883f-2(c)	Any corporation organized under this act
Alabama [2]	2-10-50(3)	Similar to Standard Act
Alaska	10.15.595(4)	Similar to Standard Act
Arizona	10-701(3)	Similar to Standard Act
Arkansas [2]	77-902(c)	Similar to Standard Act
Arkansas [3]	77-1002(c)	Similar to Standard Act
California [1]	54002	Similar to Standard Act or if function subject to act
Colorado [1]	7-55-101(1)	Any association under this act or the following two acts
Colorado [2]	7-56-103	Similar to Standard Act
Colorado [3]	7-55-101(1)	Any association under this act by virtue of Colorado [1]
Delaware	8501(2)	Similar to Standard Act
District of Columbia	29-801(1)	“Group enterprise” organized under this law
Georgia	65-201(c)	Similar to Standard Act
Hawaii	421-1(3)	Domestic associations organized under Hawaii State laws
Idaho	22-2602(c)	Similar to Standard Act
Illinois [2]	441(c)	Any corporation organized under this act
Indiana	15-7-1-2(c)	Organized or brought under this act
Iowa [3]	499.2	Similar to Standard Act
Kansas [2]	17-1602(c)	Similar to Standard Act
Kentucky [1]	272.010(2)(d)	Similar to Standard Act
Kentucky [2]	272.011(2)	Similar to Standard Act or organized under special or general act
Louisiana [1]	72(3)	Similar to Standard Act
Louisiana [2]	122(3)	Similar to Standard Act
Maine	1774(3)	Similar to Standard Act or a similar domestic or foreign corporation
Minnesota [2]	308.52(4)	Similar to Standard Act
Mississippi [2]	79-17-3(c)	Similar to Standard Act
Missouri [1]	274.020(2)	Similar to Standard Act
Montana [3]	35-17-103	Similar to Standard Act
Nebraska [2]	21-1401	Similar to Standard Act
New Hampshire	301:1	Similar to Standard Act
New Jersey	4:13-1	Similar to Standard Act and foreign corporation authorized
New Mexico [1]	53-4-1(1)	“Group enterprise” legally incorporated hereunder
New Mexico [2]	76-12-3(c)	Similar to Standard Act
New York	3(c)	Similar to Standard Act or special or general law
North Carolina [2]	54-130(2)	Similar to Standard Act, foreign corporation meeting requirements
North Dakota	10-15-01(1)	Similar to Standard Act
Ohio	1729.01(B)	Similar to Standard Act
Oklahoma [1]	331	Similar to Standard Act
Oklahoma [2]	361(b)	Similar to Standard Act

Table 3.01—General nature of cooperative associations—organizing statute (continued)

Statute	Section or article	Description
Oregon	62.015(1)(c)	Similar to Standard Act
Pennsylvania [2]	12104	Similar to Standard Act, domestic or foreign
Rhode Island	7-7-1	Similar to Standard Act
South Carolina	33-47-20(2)	Similar to Standard Act
South Dakota	47-15-1(1)	Similar to Standard Act
Tennessee	43-16-103	Similar to Standard Act
Texas [1]	1396-50.01(2)	Similar to Standard Act
Texas [3]	5738	Similar to Standard Act
Utah	3-1-2(b)	Similar to Standard Act, or a like domestic or foreign corporation
Vermont	991(2)	Similar to Standard Act
Virginia [2]	13.1-313(c)	Similar to Standard Act, or a like domestic or foreign corporation
Washington [2]	24.32.010(3)	Similar to Standard Act
West Virginia	19-4-1(c)	Similar to Standard Act
Wisconsin	185.01(1)	Similar to Standard Act
Wyoming	17-10-102(3)	Similar to Standard Act

Table 3.02—General nature of cooperative associations—method of operation

Statute	Section or article	Description
Alabama [1]	2-10-20	Associations which engage in activities similar to co-op marketing associations
Arkansas [1]	64-1503	Distribute net profits after dividends, prorated on business
California [2]	12201	Proportional returns of earnings, mutual benefits
Colorado [1]	7-55-101	Net earnings distribution, limited dividends & nonmember bus., mutual benefit
District of Columbia	29-801(5)	Limited return on capital & voting, net earnings return, mutual benefit
Florida [1]	618.01(3)	Mutual benefit, limited dividends & nonmember business
Hawaii	421-1(2)	Mutual benefit, limited returns & nonmember business, restricted purposes
Illinois [2]	441(c)	Mutual benefit, limited returns & nonmember bus., producer-owned, controlled
Iowa [2]	498.3	Mutual benefit, one vote, limited nonmember business
Iowa [3]	499.2	Limited voting, dividends & nonmember business, net income distribution
Kansas [1]	17-1501	Distributes net profits, after dividends, prorated on business
Kentucky [1]	272.010(1)	Distributes net profits, after dividends, prorated on business
Kentucky [2]	272.011(2)	Foreign co-op-mutual benefit, limited activities, return & nonmember business
Maine	1774(3)	Mutual benefit, limited return & nonmember business, restricted purpose
Maryland	5-501	Mutual benefit, net savings distrib., limited voting, dividends & nonmember bus.
Massachusetts [3]	10	Mutual benefit
Michigan	21.99, 21.100	Proportional net earnings return, restrictions on investment, voting, law
Nevada [1]	81.020(1)	Mutual benefit, limited voting, dividends, nonmember business
New Mexico [1]	53-4-1	Mutual benefit, limited vote & return, net saving distribution
New Mexico [2]	76-12-3(c)	Mutual benefit, limited dividends & nonmember business

Table 3.02—General nature of cooperative associations—method of operation (continued)

Statute	Section or article	Description
New York	111(a)	Mutual benefit, limited voting, return on capital, & nonmember business
North Carolina [2]	54-130(2)	Foreign co-op-mutual benefit, limited return & nonmember business
North Dakota	10-15-01(2)	Foreign co-op-limited voting, dividends & nonmember bus., net savings distrib.
Oklahoma [1]	332	Mutual benefit, limited voting, dividends
Oklahoma [2]	361b	Foreign co-op-mutual benefit, limited dividends & nonmember business
Pennsylvania [1]	12104(4)	Foreign co-op-mutual benefit
Texas [1]	1396-50.01(2)	Net savings returned in proportion to patronage
Texas [3]	5738(c)	Foreign co-op—mutual benefit, limited voting, dividends & nonmember business
Utah	3-1-2(b)	Foreign co-op—mutual benefit, limited return & nonmember business
Vermont	981	Limited voting, dividends, stock ownership, other requirements
Virginia [2]	13.1-313(c)	Foreign co-op—mutual benefit, limited purposes, returns & nonmember business
Wisconsin	185.01	Foreign co-op—limited voting, return & nonmember business, net savings distr.

Table 3.03—General nature of cooperative associations—deemed to be nonprofit

Statute	Section or article	Description
STANDARD	883f-2	See text for provision
Alabama [2]	2-10-51	Similar to Standard Act
Arizona	10-703(B)	Similar to Standard Act with "shall not" provision
Arkansas [2]	77-902	Similar to Standard Act
Arkansas [3]	77-1001	Similar to Standard Act
California [1]	54033	Similar to Standard Act
Colorado [1]	7-55-101(d)	Shall not be profit, but for mutual benefit of members
Colorado [2]	7-56-103(4)	Similar to Standard Act
Connecticut [2]	33-195	Shall be conducted without profit to association itself
District of Columbia	29-801(1)	Shall be deemed to be a nonprofit corporation
Florida [1]	618.01(4)	Similar to Standard Act
Florida [2]	619.03	Business shall not be carried on for profit
Georgia	65-201	Similar to Standard Act
Hawaii	421-1(4)	Primary object to render service, not pay dividends (see text)
Idaho	22-2602	Similar to Standard Act
Illinois [2]	441(e)	Similar to Standard Act
Indiana	15-7-1-2(e)	Shall be termed and deemed nonprofit
Iowa [2]	498.1	Declared not to be for pecuniary profit
Kansas [2]	17-1602	Similar to Standard Act
Kentucky [1]	272.010(3)	Similar to Standard Act
Kentucky [2]	272.011(2)	Primary object to render service, not pay dividends (see text)
Louisiana [1]	71	Are nonbusiness associations because membership limited (see text)
Louisiana [2]	122	Similar to Standard Act
Maine	1774(3)	Purpose to render service, not pay dividends (see text)
Maryland	5-526	Associations may operate on a nonprofit basis
Michigan	21.99	Shall be considered nonprofit

Table 3.03—General nature of cooperative associations—deemed to be nonprofit (continued)

Statute	Section or article	Description
Minnesota [2]	308.52(7)	Similar to Standard Act
Mississippi [2]	79-19-3	Similar to Standard Act
Missouri [1]	274.020(2)	Similar to Standard Act
Montana [3]	35-17-101	Similar to Standard Act
Nebraska [2]	21-1401	Similar to Standard Act
Nevada [1]	81.020(1)	Shall be operated for mutual benefit of members
Nevada [3]	81.420	Shall not be carried on for profit
New Hampshire	301:1	Shall be deemed nonprofit
New Mexico [1]	53-4-1(1)	Shall be deemed a nonprofit corporation
New Mexico [2]	76-12-3(e)	Similar to Standard Act
New York	3(d)	Purpose to render service, not pay dividends (see text)
North Carolina [1]	54-111	May associate on mutual plan
North Carolina [2]	54-130	Similar to Standard Act
Ohio	1729.01	Similar to Standard Act
Oklahoma [1]	332	For mutual benefit of members, not conducted for profit
Oklahoma [2]	361b(e)	Similar to Standard Act
Rhode Island	7-7-5	Similar to Standard Act
South Carolina [2]	33-47-20	Similar to Standard Act
Tennessee	43-16-103	Similar to Standard Act
Texas [1]	1396-50.01(3)	Subject to nonprofit corporation statute
Texas [2]	2518	Shall be not for profit
Texas [3]	5738	Similar to Standard Act
Utah	33-1-2(f)	Purpose to render service, not pay dividends (see text)
Vermont	991	Associations means nonprofit associations
Virginia [2]	13.1-313(c)	Purpose to render service, not pay dividends (see text)
Washington [1]	23.86.020	For mutual welfare
Washington [2]	24.32.010	Similar to Standard Act
West Virginia	19-4-1(c)	Shall be deemed nonprofit
Wyoming	17-10-102	Similar to Standard Act

Table 4.01—Definitions—agricultural products

Statute	Section or article	Description
STANDARD	883f-2(a)	See text for list of products included
Alabama [2]	2-10-50(1)	Similar to Standard Act, addition of fish products
Alabama [3]	2-10-90	Products of field, pasture, meadows and garden, . . . others and fish products
Arizona	10-701(2)	Similar to Standard Act
Arkansas [2]	77-902(a)	Similar to Standard Act and ranch products
Arkansas [3]	77-1002(a)	Similar to Standard Act, addition of ranch, plantation and range
California [1]	54004	Similar to Standard Act
Colorado [2]	7-56-103(1)	Similar to Standard Act
Connecticut [2]	33-194	Definition of "Agriculture" similar to Standard Act definition of agric. products
Delaware	8501(1)	Similar to Standard Act with additions and deletions (see text)
Florida [1]	618.01(1)	Similar to Standard Act
Georgia	65-201(a)	Similar to Standard Act and marine or aquatic animals
Hawaii	421-1(1)	Similar to Standard Act and floricultural, nut, coffee, plantation products
Idaho	22-2602(a)	Similar to Standard Act
Illinois [2]	441(a)	Similar to Standard Act and fur-bearing animals
Indiana	15-7-1-2(a)	Similar to Standard Act
Iowa [3]	499.2	Similar to Standard Act
Kansas [2]	17-1602(a)	Similar to Standard Act and ranch products
Kentucky [2]	272.011(1)	Similar to Standard Act and floricultural
Louisiana [1]	72(1)	Similar to Standard Act and range and fur-bearing animals
Louisiana [2]	122(1)	Similar to Standard Act
Maine	1774(1)	Similar to Standard Act, nut and floricultural
Massachusetts [3]	10	Terms used are similar to Standard Act
Minnesota [2]	308.52(2)	Similar to Standard Act
Mississippi [1]	79-17-39	Products of field, pasture, meadow and garden, list of others
Mississippi [2]	79-19-3	Similar to Standard Act
Missouri [1]	274.020(1)	Similar to Standard Act
Montana [3]	35-17-103	Similar to Standard Act
Nebraska [2]	21-1401	Similar to Standard Act, nut and field crops and byproducts
New Hampshire	301:1	Similar to Standard Act
New Jersey	4:13-1	Similar to Standard Act, floricultural, fur-bearing animals, aquatic products
New Mexico [2]	76-12-3(a)	Similar to Standard Act, nuts, except forestry
New York	3(a), 111(b)	Similar to Standard Act, nuts, floricultural, and byproducts
North Carolina [2]	54-130(1)	Similar to Standard Act
Ohio	1729.01(A)	Similar to Standard Act
Oklahoma [2]	361b(a)	Similar to Standard Act, nuts, except forestry
Pennsylvania [2]	12104(1)	Similar to Standard Act, seeds, nuts, mushrooms
Rhode Island	7-7-1	Similar to Standard Act, field crops, nuts, floricultural, and byproducts
South Carolina [2]	33-47-20(1)	Similar to Standard Act
Tennessee	45-16-103	Similar to Standard Act
Texas [3]	5738(a)	Similar to Standard Act

Table 4.01—Definitions—agricultural products (continued)

Statute	Section or article	Description
Utah	3-1-2(a)	Similar to Standard Act and nut, seed, ground stock and floricultural
Vermont	991(1)	Similar to Standard Act
Virginia [2]	13.1-313(a)	Similar to Standard Act and nut, seed, ground stock and floricultural
West Virginia	19-4-1(a)	Similar to Standard Act, in natural form or processed
Wyoming	17-10-102(1)	Similar to Standard Act

Table 4.02—Definitions—miscellaneous

Statute	Section or article	Description
Alabama [2]	2-10-50(5)	Production of agricultural products
Alabama [3]	2-10-90(1)	Producers of agricultural products
Alaska	10.15.595(5)	Corporation, articles, board, commissioner, court, foreign co-op, shareholder
Arizona	10-701	Active member, marketing agreement
California [2]	12204	Shares, shareholder
Delaware	8501(3), (4)	Patron, person engaged in agriculture
District of Columbia	29-801	Net savings, savings return
Hawaii	421-1(7), (8)	Board, articles
Kentucky [1]	272.010(2)	Livestock, farmer, department, cooperative plan
Kentucky [2]	272.011	Corporation, board, foreign association
Louisiana [1]	72(5)	Muskrat farmer
Maine	1774	Articles, board, independent ag contractor, foreign assn., marketing, products
Minnesota [2]	308.52	Directors, nonprofit associations, commissioner
New Jersey	4:13-1	Secretary, producer, processor, agricultural commissioner
New Mexico [1]	53-4-1	Interest, dividends, net savings, savings
New York	3, III(c)	Food, feed, net margins, net retained proceeds, patron
North Carolina [2]	54-130(3)	Charter
North Dakota	10-15-01(4)	Corporation
Oregon	62.015(1)(d)	Corporation, security, anniversary
	62.015(2)	Articles, board, foreign co-op, shareholder
Pennsylvania [2]	12104(3), (9)	Engaging in agriculture, supplies, board, patron, producer
South Dakota	47-15-1(3), (1)	Corporation, articles, foreign co-op
Texas [1]	1396-50.01(2)	Net savings, savings return, cooperative basis, patronage dividends, investment
Utah	3-1-2	Board, articles, producer, domestic and foreign associations
Vermont	991	Consumers co-op, marketing co-op, railroad co-op, handcraft product
Virginia [2]	13.1-313	Supplies, board, patron, commission
Wisconsin	185.01(4), (7)	Corporation, security, foreign co-ops

Table 5.01.01—Association purposes—agricultural purposes—production

Statute	Section or article	Statute	Section or article
Alabama [3]	2-10-91	Maryland	5-502(1)
Arkansas [3]	77-1004	Montana [2]	35-16-201
California [1]	54061(a)		
Connecticut [2]	33-195	Nebraska [2]	21-1402
Florida [1]	618.06	New Jersey	4:13-3
		New York	13
Hawaii	421-2(1)	North Carolina [2]	54-132
Idaho	22-2604	Pennsylvania [2]	12109(1)
Illinois [2]	443		
Indiana	15-7-1-4	Rhode Island	7-7-2
Iowa [3]	499.6	South Carolina [2]	33-47-80(1)
		Texas [3]	5740
Kentucky [2]	272.111	Utah	3-1-4(a)
Louisiana [1]	74(1)	Virginia [2]	13.1-315(a)
Maine	1822(1)		

Table 5.01.02—Association purposes—agricultural purposes—processing

Statute	Section or article	Description
STANDARD	883f-4	Standard Act list (see text)
Alabama [2]	2-10-53	Standard Act, plus ginning, without grading
Alabama [3]	2-10-91	Processing, packing, distribution
Arkansas [2]	77-904	Standard Act, plus ginning, compressing, without grading
Arkansas [3]	77-1004	Standard Act, plus dairying, milling, ginning, compressing, without grading
California [1]	54061(b)	Standard Act
Colorado [2]	7-56-105	Standard Act
Connecticut [2]	33-195	Treating, dealing in, handling or manufacturing
Florida [1]	618.06	Standard Act, plus warehousing, growing
Georgia	65-214	Standard Act, plus ginning, without grading
Hawaii	421-2(1)	Standard Act, plus assembling, manufacturing, blending, ginning, warehousing
Idaho	22-2604	Standard Act, without grading
Illinois [2]	443	Standard Act, plus warehousing
Indiana	15-7-1-4	Standard Act
Iowa [3]	499.6	Grade, blend, preserve, process, store, warehouse, handle
Kansas [2]	17-1604	Standard Act, plus threshing, milling, without grading
Kentucky [2]	272.111	Standard Act
Louisiana [1]	74(1)	Standard Act, plus dairying, milling, ginning, compressing, without grading
Louisiana [2]	124	Standard Act, plus manufacturing

Table 5.01.02—Association purposes—agricultural purposes—processing (continued)

Statute	Section or article	Description
Maine	1822(1)	Standard Act, plus assembling, manufacturing, blending, ginning, warehousing
Maryland	5-502(1)	Process, prepare for market, handle, store
Minnesota [2]	308.55	Standard Act
Mississippi [2]	79-19-7	Standard Act, plus manufacturing, growing, breeding livestock and poultry
Missouri [1]	274.030	Standard Act
Montana [2]	35-16-201	Processing, storing, warehousing
Montana [3]	35-17-105	Standard Act, without grading
Nebraska [2]	21-1402	List somewhat similar to Standard Act
New Jersey	4:13-3	Standard Act, plus manufacturing, hauling, ginning, without grading
New Mexico [2]	76-12-5	Standard Act, plus blending, warehousing
New York	13	Standard Act, plus cultivating, cleansing, warehousing, manufacturing, blending
North Carolina [2]	54-132	Standard Act, without grading
Ohio	1729.02	Standard Act
Oklahoma [1]	332	Processing, preparing, picking, storing, shipping, handling
Oklahoma [2]	361d	Standard Act, plus blending, warehousing
Pennsylvania [2]	12109(1)	Standard Act, plus assembling, manuf., blending, ginning, transp., warehousing
Rhode Island	7-7-2	List somewhat similar to Standard Act
South Carolina [2]	33-47-80(2)	Standard Act, without grading
Tennessee	43-16-105	Standard Act, without grading

Texas [3]	5740	Standard Act, without grading, packing
Utah	3-1-4(a)	Standard Act, plus assembling, ginning, manufacturing, warehousing, blending
Virginia [2]	13.1-315(a)	Standard Act, plus assembling, ginning, blending, warehousing, manufacturing
Washington [2]	24.32.030	Standard Act, without grading
West Virginia	19-4-3	Standard Act
Wyoming	17-10-104	Standard Act, without grading

Table 5.01.03—Association purposes—agricultural purposes—byproducts

Statute	Section or article	Statute	Section or article
STANDARD	883f-4	Illinois [2]	443
Arizona	10-705(1)	Indiana	15-7-1-4
Arkansas [2]	77-904	Iowa [3]	499.6
Arkansas [3]	77-1004	Kansas [2]	17-1604
California [1]	54061(b)	Kentucky [2]	272.211(1)
Colorado [2]	7-56-105	Louisiana [1]	74(1)
Connecticut [2]	33-195	Louisiana [2]	124
Florida [1]	618.06	Maine	1822(1)
Georgia	65-213(a)	Minnesota [2]	308.55
Hawaii	421-2(1)	Mississippi [2]	79-19-7
Idaho	22-2606(a)		

Table 5.01.03—Association purposes—agricultural purposes—byproducts (continued)

Statute	Section or article	Statute	Section or article
Missouri [1]	274.030	South Carolina [2]	33-47-80(3)
Montana [3]	35-17-105	Tennessee	43-16-105
New Jersey	4:13-3(a)	Texas [3]	574
New Mexico [2]	76-12-5	Utah	3-1-4(a)
New York	13	Virginia [2]	13.1-315(a)
North Carolina [2]	54-132	Washington [2]	24.32.030
Ohio	1729.02	West Virginia	19-4-3
Oklahoma [1]	332	Wyoming	17-10-104, 109(7)
Oklahoma [2]	361d		
Pennsylvania [2]	12109(1)		

Table 5.01.04—Association purposes—agricultural purposes—marketing

Statute	Section or article	Description
STANDARD	883f-4	Any activity in connection with marketing (see text)
Alabama [2]	2-10-53	Similar to Standard Act
Alabama [3]	2-10-91	Marketing
Arkansas [2]	77-904	Similar to Standard Act
Arkansas [3]	77-1004	Similar to Standard Act
California [1]	54061(a)	Similar to Standard Act
Colorado [2]	7-56-105	Similar to Standard Act
Connecticut [2]	33-195	For marketing, buying, selling members' product
Florida [1]	618.06	Similar to Standard Act
Georgia	65-214	Similar to Standard Act
Hawaii	421-2(1)	Similar to Standard Act
Idaho	22-2604	Similar to Standard Act
Illinois [2]	443	Similar to Standard Act
Indiana	15-7-1-4	Similar to Standard Act
Iowa [3]	499.6	Similar to Standard Act
Kansas [2]	17-1604	Similar to Standard Act
Kentucky [2]	272.111	Similar to Standard Act
Louisiana [1]	74(1)	Similar to Standard Act
Louisiana [2]	124	Similar to Standard Act
Maine	1822(1)	Similar to Standard Act
Maryland	5-502(1)	Marketing
Minnesota [2]	308.55	Similar to Standard Act
Mississippi [1]	79-17-25	Marketing
Mississippi [2]	79-19-7	Similar to Standard Act
Missouri [1]	274.030	Similar to Standard Act
Montana [2]	35-16-201	Marketing
Montana [3]	35-17-105	Similar to Standard Act
Nebraska [2]	21-1402	Marketing

Table 5.01.04—Association purposes—agricultural purposes—marketing (continued)

Statute	Section or article	Description
New Jersey	4:13-3	Marketing, selling, bargaining and contracting for
New Mexico [2]	76-12-5	Similar to Standard Act
New York	13	Marketing, warehousing, selling
North Carolina [2]	54-132	Similar to Standard Act
Ohio	1729.02	Similar to Standard Act
Oklahoma [1]	332	Marketing
Oklahoma [2]	361d	Similar to Standard Act
Pennsylvania [2]	12109(1)	Marketing, buying, selling, bargaining or contracting for
Rhode Island	7-7-2	Marketing
South Carolina [2]	33-47-80(1)	Similar to Standard Act
Tennessee	43-16-105	Similar to Standard Act
Texas [3]	5740	Similar to Standard Act
Utah	3-1-4(a)	Marketing, buying or selling
Virginia [2]	13.1-315(a)	Marketing, buying or selling
Washington [2]	24.32.030	Similar to Standard Act
West Virginia	19-4-3	Similar to Standard Act
Wyoming	17-10-104	Similar to Standard Act

Table 5.01.05—Association purpose—agricultural purposes—supply

Statute	Section or article	Description
STANDARD	883f-4	Any activity in connection with supply (see text)
Alabama [2]	2-10-53	Similar to Standard Act
Alabama [3]	2-10-91	Similar to Standard Act
Arkansas [2]	77-904	Similar to Standard Act
Arkansas [3]	77-1004	Purchase, hiring or use of machinery, supplies, equipment
California [1]	54061	Similar to Standard Act
Colorado [2]	7-56-105	Similar to Standard Act
Connecticut [2]	33-195	Standard Act except manufacturing, government surplus reference
Florida [1]	618.06	Similar to Standard Act
Georgia	65-214	Similar to Standard Act
Hawaii	421-2(2)	List of supply functions (see text)
Idaho	22-2604	Similar to Standard Act
Illinois [2]	443	Similar to Standard Act
Indiana	15-7-1-4	Similar to Standard Act
Iowa [3]	499.6	Similar to Standard Act, except manufacturing, includes petroleum, fertilizer
Kansas [2]	17-1604	Similar to Standard Act

Table 5.01.05—Association purposes—agricultural purposes—supply (continued)

Statute	Section or article	Description
Kentucky [2]	272.111	Similar to Standard Act
Louisiana [1]	74(1)	Purchase, hiring or use, machinery or equipment
Louisiana [2]	124	Similar to Standard Act
Maine	1822(2)	List of several items (see text)
Maryland	5-502(3)	Purchase or otherwise acquire goods or services for members
Minnesota [2]	308.55	Similar to Standard Act
Mississippi [2]	79-19-7	Similar to Standard Act
Missouri [1]	274.030	Similar to Standard Act
Montana [3]	35-17-105	Similar to Standard Act
Nebraska [2]	21-1402	Supplies, equipment, machinery or commodities
New Jersey	4:13-3	Hiring labor, machinery, services, supplies (see text)
New Mexico [2]	76-12-5	Standard Act, plus feed, fertilizer, gasoline, seeds, oil
New York	13	Acquisition of labor, supplies, livestock, others (see text)
North Carolina [2]	54-132	Similar to Standard Act
Ohio	1729.02	Similar to Standard Act
Oklahoma [1]	332	Members may hire or buy farm supplies, machinery
Oklahoma [2]	361d	Similar to Standard Act, plus feed, fertilizer, seeds, oil, gasoline
Pennsylvania [2]	12109(2), (3)	Broad terms (see text)
Rhode Island	7-7-2	Supplies, equipment, machinery or commodities
South Carolina [2]	33-47-80(4)	Similar to Standard Act

Tennessee	43-16-105	Similar to Standard Act
Texas [3]	5740	Similar to Standard Act
Utah	3-1-4(b), (c), (3)	Detailed provisions (see text)
Virginia [2]	13.1-315(b)	Manufacturing, processing, storing, transporting, buying (see text)
Washington [2]	24.32.030	Similar to Standard Act
West Virginia	19-4-3	Similar to Standard Act
Wyoming	17-10-104	Similar to Standard Act

Table 5.01.06—Association purposes—agricultural purposes—financing

Statute	Section or article	Statute	Section or article
STANDARD	883f-4	Illinois [2]	443
		Indiana	15-7-1-4
Alabama [2]	2-10-53	Iowa [3]	499.6
Alabama [3]	2-10-91	Kansas [2]	17-1604
Arkansas [2]	77-904	Kentucky [2]	272.111
California [1]	54061(d)		
Colorado [2]	7-56-105	Louisiana [2]	124
		Maine	1822(4)
Connecticut [2]	33-195	Minnesota [2]	308.55
Florida [1]	618.06	Mississippi [2]	79-19-7
Georgia	65-214	Missouri [1]	274.030
Hawaii	421-2(4)		
Idaho	22-2604		

Table 5.01.06—Association purposes—agricultural purposes—financing (continued)

Statute	Section or article	Statute	Section or article
Montana [3]	35-17-105	South Carolina [2]	33-47-80(5)
New Jersey	4:13-3	Tennessee	43-16-105
New Mexico [2]	76-12-5	Texas [3]	5740
New York	13	Utah	3-1-4(f)
North Carolina [2]	54-132	Virginia [2]	13.1-315(d)
Ohio	1729.02	Washington [2]	24.32.030
Oklahoma [1]	332	West Virginia	19-4-3
Oklahoma [2]	361d	Wyoming	17-10-104
Pennsylvania [2]	12109(4)		
Rhode Island	7-7-2		

Table 5.01.07—Association purposes—agricultural purposes—multiple activities

Statute	Section or article	Statute	Section or article
STANDARD	883f-4	Missouri [1]	274.030
Alabama [2]	2-10-53	Montana [3]	35-17-105
Arkansas [2]	77-904	New Jersey	4:13-3(f)
California [1]	54171	New Mexico [2]	76-12-5
Colorado [2]	7-56-105	North Carolina [2]	54-132
Florida [1]	618.06	Ohio	1729.02
		Oklahoma [2]	361d

Georgia	65-214	Pennsylvania [2]	12109(3)
Idaho	22-2604	Rhode Island	7-7-2
Illinois [2]	443	South Carolina [2]	33-47-80(6)
Indiana	15-7-1-4	Tennessee	43-16-105
Iowa [3]	499.6	Texas	5740
Kansas [2]	17-1604	Washington [2]	24.32.030
Kentucky [2]	272.111	West Virginia	19-4-3
Louisiana [2]	124	Wyoming	17-10-104
Minnesota [2]	308.55		
Mississippi [2]	79-19-7		

Table 5.01.08—Association purposes—agricultural purposes—business and educational services

Statute	Section or article	Statute	Section or article
Florida [1]	618.06	New Mexico [2]	76-12-5
Hawaii	421-2(3)	Oklahoma [2]	361d
Illinois [2]	443	Pennsylvania [2]	12109(3)
Indiana	15-7-1-4	Utah	3-1-4(e)
Iowa [3]	499.6	Virginia [2]	13.1-315(c)
Kentucky [2]	272.111	West Virginia	19-4-3
Maine	1822(3)		

Table 5.02—Association purposes—general purposes

Statute	Section or article	Description
Alaska	10.15.005	Any lawful purpose except banking, insurance, electric, telephone
Arkansas [1]	64-1503	Agricultural, mercantile, banking, manufacturing (see text)
Arkansas [3]	71-1004	Detailed list (see text)
California [2]	12201	Any lawful business
Connecticut [1]	33-183	Mercantile, trade, mechanical, manufacturing or agricultural business
Connecticut [2]	33-195	Procuring insurance for members
District of Columbia	29-803	Detailed list (see text)
Georgia	65-214	Terracing land, prevention of soil erosion
Illinois [1]	305	Detailed list (see text)
Iowa [1]	497.1	Agricultural, dairy, mercantile, mining, manufacturing, mechanical
Iowa [2]	498.2	Similar to Iowa [1] with livestock, horticultural, telephone
Iowa [3]	499.6	Mercantile, manufacturing, mechanical, mining, electric, telephone
Kansas [1]	17-1501	Any business or industrial pursuit
Kansas [2]	17-1604	Detailed list (see text)
Kentucky [1]	272.020(1)	Agricultural, mercantile, mining, manufacturing, mechanical business
Louisiana [1]	74(1)	In connection with construction or maintenance of houses, sheds, barns
Massachusetts [1]	1	Carrying on any business and cooperative trade
Massachusetts [2]	3, 3A, 3B	Agricultural, dairy or mercantile, housing, consumption
Michigan	21.100	Any business purpose
Minnesota [1]	308.05	Detailed list (see text)
Mississippi [1]	79-17-25	Detailed list (see text)
Missouri [2]	357.010(1)	Agricultural or mercantile business
Montana [1]	35-15-201	Broad purposes (see text)
Nebraska [1]	21-1301	Any business purpose
Nevada [2]	81.180(1)	Any business purpose
New Mexico [1]	53-4-3	Any business purpose, with another list
New York	13	Educational services, farms, housing, medical
North Carolina [1]	54-111	Detailed list (see text)
North Dakota	10-15-02	Any purpose except banking, insurance, railroads
Oregon	62.115	Any lawful purpose except banking or insurance
Pennsylvania [1]	12001	Detailed list (see text)
South Carolina [1]	33-45-30	Agricultural, mercantile, mining, mechanical, manufacturing business
South Dakota	47-15-2	Any lawful purpose except banking, insurance, railroads
Texas [1]	1396-50.01(5)	Detailed list (see text)
Utah	3-1-4(d)	Furnishing telephone, electrical service
Virginia [1]	13.1-301	Agricultural, fishing, mercantile, brokerage, manufacturing, mechanical bus.
Washington [1]	23.86.010, .020	Any business purpose, also adds list
West Virginia	19-4-3	Credit associations and market information
Wisconsin	185.02	Any purposes except banking, insurance, railroads

Table 6.01.01—Association powers—functional powers—market and sell

Statute	Section or article	Description
STANDARD	883f-6(a)	Any activity in connection with marketing and selling (see text)
Alabama [2]	2-10-54(1)	Similar to Standard Act
Alabama [3]	2-10-99(5)	Market members' products cooperatively
Arizona	10-705(1)	Similar to Standard Act
Arkansas [2]	77-906(a)	Similar to Standard Act
Arkansas [3]	77-1006(a)	Similar to Standard Act, includes producing
California [1]	54171	Similar to Standard Act
Colorado [2]	7-56-107(a)	Similar to Standard Act
Delaware	8507	Buy and sell agricultural products, services in connection with production
Florida [1]	618.07(1)	Similar to Standard Act, includes producing
Georgia	65-213(a)	Similar to Standard Act, includes land terracing
Idaho	22-2606(a)	Similar to Standard Act, includes producing
Illinois [2]	445(a)	Similar to Standard Act, includes producing
Indiana	15-7-1-5(a)	Similar to Standard Act, includes producing
Iowa [3]	499.6(2)	Market and sell
Kansas [1]	17-1503	Similar to Standard Act
Kansas [2]	17-1605(a)	Similar to Standard Act
Kentucky [2]	272.211(1)	Similar to Standard Act, includes producing
Louisiana [1]	74(1)	Similar to Standard Act, includes producing
Louisiana [2]	125(1)	Similar to Standard Act
Maryland	5-504(1)	Produce, market, sell
Minnesota [1]	308.05	Buy, sell or deal in products, negotiate price, contract
Minnesota [2]	308.56(1)	Similar to Standard Act
Mississippi [1]	79-17-25	Market, pool, purchase products
Mississippi [2]	79-19-9(a)	Similar to Standard Act
Missouri [1]	274.060(1)	Similar to Standard Act
Montana [3]	35-17-106	Similar to Standard Act
New Hampshire	301:3(1)	Similar to Standard Act
New Jersey	4:13-16, 3(g)	Market, sell, bargain, contract
New Mexico [2]	76-12-5,6(a)	Similar to Standard Act
North Carolina [2]	54-151(1)	Similar to Standard Act, includes producing
Ohio	1729.03(A)	Similar to Standard Act
Oklahoma [1]	336(e)	Market or sell
South Carolina [2]	33-47-230(1)(a)	Similar to Standard Act, includes producing
Tennessee	43-16-108	Similar to Standard Act
Texas [2]	2520	Act as cooperative selling agent for members
Texas [3]	5742(a)	Similar to Standard Act, special reference to citrus
Vermont	994(1)	Similar to Standard Act
Washington [2]	24.32.050(1)	Similar to Standard Act
West Virginia	19-4-4(a)	Similar to Standard Act
Wyoming	17-10-109(7)	Similar to Standard Act, includes producing

Table 6.01.02—Association powers—functional powers—process

Statute	Section or article	Statute	Section or article
STANDARD	883f-6(a)	Louisiana [2]	125(1)
		Maryland	5-504(1)(i)
Alabama [2]	2-10-54(1)	Minnesota [2]	308.56(1)
Alabama [3]	2-10-99(9)	Mississippi [1]	79-17-25
Arizona	10-705(1)	Mississippi [2]	79-19-9(a)
Arkansas [2]	77-906(a)	Missouri [1]	274.060(1)
Arkansas [3]	77-1006(a)	Montana [3]	35-17-106
California [1]	54171	New Hampshire	301:3(I)
Colorado [2]	7-56-107(a)	New Jersey	4:13-3,16(g)
Delaware	8507	New Mexico [2]	76-12-5, 6(a)
Florida [1]	618.07(1)	North Carolina [2]	54-151(1)
Georgia	65-213(a)	Ohio	1729.03(A)
Idaho	22-2606(a)	Oklahoma [2]	336(e)
Illinois [2]	445(a)	South Carolina [2]	33-47-230(1)(a)
Indiana	15-7-1-5(a)	Tennessee	43-16-108
Iowa [3]	499.6, 7(a)	Texas [3]	5742(a)
Kansas [1]	17-1503	Vermont	994(1)
Kansas [2]	17-1605(a)	Washington [2]	24.32.050(1)
Kentucky [2]	272.211(1)	West Virginia	19-4-4(a)
Louisiana [1]	74(1)	Wyoming	17-10-109(7)

Table 6.01.03—Association powers—functional powers—handle byproducts

Statute	Section or article	Statute	Section or article
STANDARD	883f-6(a)	Louisiana [1]	74(1)
		Louisiana [2]	125(1)
Alabama [2]	2-10-54(2)	Maryland	5-504(1)(ii)
Arizona	10-705(1)	Minnesota [2]	308.56
Arkansas [2]	77-906(a)	Mississippi [2]	79-19-9(a)
Arkansas [3]	77-1006(a)	Missouri [1]	274.060(1)
California [1]	54171	Montana [3]	35-17-106
Colorado [2]	7-56-107(a)	New Hampshire	301:3(I)
Florida [1]	618.07(1)	New Jersey	4:13-3, 16(g)
Georgia	65-213(a)	New Mexico [2]	76-12-5, 6(a)
Idaho	22-2606(a)	North Carolina [2]	54-151(1)
Illinois [2]	445(a)	Ohio	1729.03(A)
Indiana	15-7-1-5(a)	South Carolina [2]	33-47-230(1) (a)
Iowa [3]	499.6, 7(a)	Tennessee	43-16-108
Kansas [1]	17-1503	Texas [3]	5742(a)
Kansas [2]	17-1605(a)		
Kentucky [2]	272.211(1)		

Table 6.01.03—Association powers—functional powers—handle byproducts (continued)

Statute	Section or article	Statute	Section or article
Vermont	994(1)	West Virginia	19-4-4(a)
Washington [2]	24.32.050(1)	Wyoming	17-10-109(7)

Table 6.01.04—Association powers—functional powers—purchase for members

Statute	Section or article	Statute	Section or article
STANDARD	883f-6	Maryland	5-504(1)(i i i)
Alabama [2]	2-10-54(3)	Minnesota [2]	308.56(1)
Alabama [3]	2-10-99(10)	Mississippi [1]	79-17-25
Arizona	10-705(1)	Mississippi [2]	79-19-9(a)
Arkansas [2]	77-906(a)	Missouri [1]	274.060(1)
Arkansas [3]	77-1006(a)	Montana [3]	35-17-106
California [1]	54171	New Hampshire	301:3(I)
Colorado [2]	77-56-107(a)	New Jersey	4:13-3,16(g)
Connecticut [2]	33-195	New Mexico [2]	76-12-5,6(a)
Delaware	8507	North Carolina [2]	54-151(1)
Florida [1]	618.07(1)	Ohio	1729.03(A)
Georgia	65-213(a)	South Carolina [2]	33-47-230(1) (c)
Idaho	22-2606(a)	Tennessee	43-16-108
Illinois [2]	445(a)	Texas [2]	2520
		Texas [3]	5742(a)

Indiana	15-7-1-5(a)
Iowa [3]	499.6,7(1)
Kansas [1]	17-1503
Kansas [2]	17-1605(a)
Kentucky [2]	272.211(1)
Louisiana [1]	74(1)
Louisiana [2]	125(1)

Vermont	994(1)
Washington [2]	24.32.050(1)
West Virginia	19-4-4(a)
Wyoming	17-10-109(7)

Table 6.01.05—Association powers—functional powers—manufacture for members

Statute	Section or article	Statute	Section or article
California [1]	54171	Missouri [1]	274.060(1)
Colorado [2]	7-56-107(a)	Montana [3]	35-17-106
Florida [1]	618.07(1)	New Hampshire	301:3(I)
Idaho	22-2606(a)	New Jersey	4:13-3, 16(g)
Illinois [2]	445(a)	New Mexico [2]	76-12-5, 6(a)
Indiana	15-7-1-5(a)	Ohio	1729.03(A)
Kansas [2]	17-1605(a)	Oklahoma [1]	336(e)
Louisiana [2]	125(1)	South Carolina [2]	33-47-230(1)(b)
Minnesota [2]	308.56(1)	Tennessee	43-16-108
Mississippi [2]	79-19-9(a)	Vermont	994(1)
		West Virginia	19-4-4(a)

Table 6.01.06—Association powers—functional powers—financing operations

Statute	Section or article	Statute	Section or article
STANDARD	883f-6	Mississippi [2]	79-19-9(a)
Alabama [2]	2-10-54(4)	Missouri [1]	274.060(1)
Arizona	10-705(1)	Montana [3]	35-17-106
Arkansas [2]	77-906(a)	Nevada [2]	21-1405(5)
California [1]	54171	New Hampshire	301:3(I)
Colorado [2]	7-56-107(a)	New Jersey	4:13.316(g)
Florida [1]	618.07(1)	New Mexico [2]	76-12-5,6(a)
Georgia	65-213(a)	North Carolina [2]	54-151(1)
Idaho	22-2606(a)	Ohio	1729.03(A)
Illinois [2]	445(a)	Rhode Island	7-7-6(h)
Indiana	15-7-1-5(a)	South Carolina [2]	33-47-230(1)(d)
Iowa [3]	499.6(2), 7(1)	Tennessee	43-16-108
Kansas [1]	17-1503	Texas [3]	5742(a)
Kansas [2]	17-1605(a)	Vermont	994(1)
Louisiana [2]	125(1)	Washington [2]	24.32.050(1)
Minnesota [2]	308.56(1)	West Virginia	19-4-4(a)
		Wyoming	17-10-109(7)

Table 6.02.01—Association powers—specific operating powers—property ownership

Statute	Section or article	Description
STANDARD	883f-6	Real and personal, necessary or convenient to operate (see text)
Alabama [1]	2-10-27	Board has power to execute mortgages on real property
Alabama [2]	2-10-54(7)	Similar to Standard Act
Alabama [3]	2-10-99(4)	Buy, contract for, own, sell, convey, pledge, mortgage
Alaska	10.15.010(4), (5)	Buy, receive, lease, sell, exchange, use real or personal property
Arkansas [2]	77-906(f)	Similar to Standard Act
Arkansas [3]	77-1006(f)	Similar to Standard Act
California [1]	54176	Similar to Standard Act
Colorado [1]	7-55-107(d)	Hold real and personal property as necessary for purposes
Colorado [2]	7-56-107(f)	Similar to Standard Act
Colorado [3]	7-57-101(d)	Same as Colorado [1]
Connecticut [2]	33-199	Mortgage or pledge real or personal property, other corporations
Delaware	8508(4)	Hold, purchase, transfer real or personal property as required
District of Columbia	29-804(5)	Acquire, own, hold, sell, lease, pledge, mortgage
Florida [1]	618.07(7)	Similar to Standard Act
Florida [2]	619.07(2)	Similar to Standard Act
Georgia	65-213(f)	Similar to Standard Act
Hawaii	421-9(b)(6)	Any property which purposes may require
Idaho	22-2606(f)	Similar to Standard Act

Table 6.02.01—Association powers—specific operating powers—property ownership (continued)

Statute	Section or article	Description
Illinois [1]	310	Own, possess, enjoy property, as much property as necessary
Illinois [2]	445(g)	Similar to Standard Act
Indiana	15-7-1-5(g)	Similar to Standard Act
Iowa [3]	499.7(6)	Such property deemed convenient for its business
Kansas [1]	17-1503	Similar to Standard Act
Kansas [2]	17-1605(g)	Similar to Standard Act
Kentucky [2]	272.211(7)	Similar to Standard Act
Louisiana [1]	74(7)	Similar to Standard Act, “movable and immovable” property
Louisiana [2]	125(6)	Similar to Standard Act
Maine	1828(2)(F)	Any property which its purposes may require
Maryland	5-504(9)	Buy, hold, own property, necessary or convenient to business
Massachusetts [3]	11	Power to mortgage or pledge real or personal property
Minnesota [1]	308.05	Buy, sell, mortgage, exchange as business may require
Minnesota [2]	308.56(6)	Similar to Standard Act
Mississippi [1]	79-17-25	Contract for, own, sell, convey, pledge, mortgage
Mississippi [2]	79-19-9(f)	Similar to Standard Act
Missouri [1]	274.060(4)	Similar to Standard Act
Montana [1]	35-15-103	Property necessary for transaction of business
Montana [3]	35-17-106	Similar to Standard Act
Nebraska [2]	21-1405(2)	Similar to Standard Act
Nevada [1]	81.110(2)(e)	Purchase, sell, lease, mortgage any and all kinds
Nevada [2]	81.220(3)	Receive, hold and convey real and personal property
Nevada [3]	81.500(2)(e)	Purchase, lease, hold, own, enjoy, sell, lease any property
New Hampshire	301:3(VIII)	Similar to Standard Act
New Jersey	4:13-16(d)	Similar to Standard Act
New Mexico [1]	53-4-4(5)	Buy, sell, lease, mortgage any property incident to purpose
New Mexico [2]	76-12-6(g)	Similar to Standard Act
New York	14(g)	Power to acquire real property
North Carolina [2]	54-151(6)	Similar to Standard Act
North Dakota	10-15-03(4)	Acquire, dispose of, mortgage, pledge, lease any property
Ohio	1729.03(F)	Similar to Standard Act
Oklahoma [1]	336(e)	Property as necessary in conduct of business
Oklahoma [2]	361e(g)	Similar to Standard Act
Oregon	62.125(4), (5)	Buy, receive, lease, sell, exchange, use real or personal property
Pennsylvania [1]	12010	Take, convey, lease personal and mixed estate, as necessary
Pennsylvania [2]	12112(4)	Hold, lease, purchase, transfer property as necessary
Rhode Island	7-7-6(f)	Similar to Standard Act
South Carolina [2]	33-47-230(6)	Similar to Standard Act
South Dakota	47-15-30(3), (k)	Acquire, dispose of, use property
Tennessee	43-16-108	Similar to Standard Act

Table 6.02.01—Association powers—specific operating powers—property ownership (continued)

Statute	Section or article	Description
Texas [3]	5742(f)	Similar to Standard Act
Utah	3-1-9(11)(f)	Any property which its purposes may require
Vermont	994(8)	Similar to Standard Act
Virginia [2]	13.1-320(b)(7)	Any property which its purposes may require
Washington [2]	24.32.050(6)	Similar to Standard Act
West Virginia	19-4-4(f)	Similar to Standard Act
Wisconsin	185.03(4)	Acquire, dispose of, mortgage, pledge, lease, otherwise use
Wyoming	17-10-109(4)	Property as the purpose of the corporation may require

Table 6.02.02—Association powers—specific operating powers—patents, trademarks, copyrights

Statute	Section or article	Statute	Section or article
Alabama [2]	2-10-54(10)	New Hampshire	301:3(IX)
Colorado [2]	7-56-107 (g)	New Mexico [2]	76-12-6
Florida [1]	618.07(9)		
Georgia	65-213(g)	New York	14(g)
Illinois [2]	445(h)	Ohio	1729.03(g)
		Oklahoma [1]	336(1)
Indiana	15-7-1-5(h)	Oklahoma [2]	361e(i)
Iowa [3]	499.7(6)	Tennessee	43-16-108
Missouri [1]	274.060(5)	Vermont	994(9)
		West Virginia	19-4-4(g)

Table 6.02.03—Association powers—specific operating powers—contract generally

Statute	Section or article	Statute	Section or article
Alabama [3]	2-10-99(1)	Kansas [1]	17-1503
Alaska	10.15.010(7)	Kansas [2]	17-1605(h)
Arkansas [2]	77-906(g)	Kentucky [2]	272.211(8)
Arkansas [3]	77-1006(i)	Louisiana [1]	74(11),(12)
California [1]	54178	Louisiana [2]	125(8)
Colorado [2]	7-56-107(h)	Maine	1828(2)(B)
Delaware	8508(8)	Minnesota [1]	308.05(1)
District of Columbia	29-804(7)	Minnesota [2]	308.56(7)
Florida [1]	618.07(10)	Mississippi [1]	79-17-25
Georgia	65-213(h)	Mississippi [2]	79-19-9(g), (h)
Hawaii	421-9(b)(2)	Missouri [1]	274.060(6)
Idaho	22-2606(g)	Montana [3]	35-17-106
Illinois [2]	445(i)	Nevada [2]	81.220(6)
Indiana	15-7-1-5(i)	New Hampshire	301:3(X1)
Iowa [3]	499.7(5)	New Jersey	4:13-16(h)

Table 6.02.03—Association powers—specific operating powers—contract generally (continued)

Statute	Section or article	Statute	Section or article
New Mexico [1]	53-4-4(7)	South Dakota	47-15-30(1)
New Mexico [2]	76-12-6	Tennessee	43-16-108
North Carolina [2]	54-151(7)	Texas [3]	5742(g)
North Dakota	10-15-03(4)	Utah	3-1-9(11)(b)
Ohio	1729.03(H)	Vermont	994(10)
Oklahoma [1]	336(d)	Virginia [2]	13.1-320(b)(2)
Oklahoma [2]	361e(k)	Washington [2]	24.32.050(7)
Oregon	62.125(7)	West Virginia	19-4-4(h)
Pennsylvania [2]	12112(8)	Wisconsin	185.03(4)
South Carolina [2]	33-47-230(7)	Wyoming	17-10-109(12)

Table 6.02.04—Association powers—specific operating powers—adopt corporate seal

Statute	Section or article	Statute	Section or article
Alabama [2]	2-10-54(13)	Oregon	62.125(3)
Alaska	10.15.010(3)	Pennsylvania [1]	12010
Colorado [1]	7-55-107(c)	Pennsylvania [2]	12112(3)
Colorado [3]	7-57-101	Rhode Island	7-7-6(c)
Delaware	8508(3)	South Dakota	47-15-29
District of Columbia	29-804(2)	Utah	3-1-9(11)(j)
Hawaii	421-9(b)(9)	Virginia [2]	13.1-320(b)(10)

Illinois [1]	310	Wisconsin	185.03(3)
Maine	1828(2)(1)	Wyoming	17-10-109(3)
Montana [1]	35-15-205		
Nevada [2]	81.220(2)		
New Jersey	4:13-16(o)		
New Mexico [1]	53-4-4(2)		
North Dakota	10-15-03(3)		
Oklahoma [1]	336(a)		

Table 6.02.05—Association powers—specific operating powers—sue and be sued

Statute	Section or article	Statute	Section or article
Alabama [2]	2-10-54(15)	Kentucky [2]	272.211(9)
Alaska	10.15.010(2)	Louisiana [1]	74(12)
Arkansas [1]	64-1525	Louisiana [2]	125(8)
Arkansas [3]	77-1006(i)	Maine	1828(2)(k)
Colorado [1]	7-55-107(b)	Maryland	5-504(10)
Colorado [3]	7-57-101	Mississippi [1]	79-17-29
Delaware	8508(2)	Mississippi [2]	79-19-9(h)
District of Columbia	29-804(3)	Montana [1]	14-205
Hawaii	421-9(b)(11)	Nevada [2]	81.220(1)
Illinois [1]	310	New Jersey	4:13-16(b)

Table 6.02.05—Association powers—specific operating powers—sue and be sued (continued)

Statute	Section or article	Statute	Section or article
New Mexico [1]	53-4-4(3)	Pennsylvania [2]	12112(2)
North Dakota	10-15-03(2)	Rhode Island	7-7-6(b)
Oklahoma [1]	336(g)	South Dakota	47-15-28
Oregon	62.125(2)	Utah	3-1-9(II)(1)
Pennsylvania [1]	12010	Virginia [2]	13.1-320(b)(12)
		Wisconsin	185.03(2)
		Wyoming	17-10-109(2)

Table 6.02.06—Association powers—specific operating powers—lend money

Statute	Section or article	Description
Alabama [3]	2-10-99(2)	Borrow and lend money
Alaska	10.15.010(8)	For corporate purposes
Florida [1]	618.07(4)	Make loans to members
Hawaii	421-9(b)(3)	Make loans to members and subsidiaries
Illinois [2]	445(d)	Make loans to members
Maine	1828(2)(c)	Make loans, acquire evidences of debt
Mississippi [1]	79-17-25	Borrow and lend money
North Dakota	10-15-03(5)	Lend for purposes of cooperative
Oregon	62.125(8)	For corporate purposes
Pennsylvania [2]	12112(10)	Make loans to members
South Dakota	47-15-32	For corporate purposes
Utah	3-1-9(c)	To members or patrons

Table 6.02.07—Association powers—specific operating powers—invest funds generally

Statute	Section or article	Description
Alaska	10.05.010(8)	Invest and reinvest funds
North Dakota	10-15-03(5)	Invest funds
Oregon	62.125(8)	Invest and reinvest funds
South Dakota	47-15-32	Invest funds
Wisconsin	185.03(5)	Invest funds

Table 6.02.08—Association powers—specific operating powers—warehouse receipts

Statute	Section or article	Statute	Section or article
STANDARD	883f-23	Georgia	65-217
		Idaho	22-2621
Arkansas [2]	77-921	Illinois [2]	462
California [1]	54180	Louisiana [2]	141
Colorado [2]	7-56-125(2)	Minnesota [2]	308.74
Connecticut [2]	33-199		
Florida [1]	618.20		

Table 6.02.08—Association powers—specific operating powers—warehouse receipts (continued)

Statute	Section or article	Statute	Section or article
Mississippi [2]	79-19-41	Virginia [2]	13.1-320(b)(6)
Missouri [1]	274.220(2)	Washington [2]	24.32.270
Nebraska [2]	21-1405(8)	West Virginia	19-4-22
New Hampshire	301:37		
North Carolina [2]	54-158		
Ohio	1729.22		
Oklahoma [1]	336(o)		
Rhode Island	7-7-6(k)		
Tennessee	43-16-140		
Vermont	1024		

Table 6.02.09—Association powers—specific operating powers—miscellaneous

Statute	Section or article	Statute	Section or article
Alabama [1]	2-10-27	Montana [1]	35-15-103
Alabama [3]	2-10-99	Nebraska [1]	21-1303
Alaska	10.15.010	Nebraska [2]	21-1405
Arkansas [2]	77-908	Nevada [1]	81.110
Arkansas [3]	77-1006	Nevada [2]	81.220
California [1]	54177	Nevada [3]	81.500
Colorado [1]	7-55-107	New Hampshire	301:3
Delaware	8508	New Jersey	4:13-16
District of Columbia	29-804	New Mexico [1]	53-4-4
Florida [1]	618.07	New Mexico [2]	76-12-6
Georgia	65-213	New York	14
Hawaii	421-9(b)	North Dakota	10-15-03
Illinois [2]	445	Oklahoma [1]	336
Indiana	15-7-1-5	Oklahoma [2]	361e
Iowa [1]	497.10	Oregon	62.125
Iowa [3]	499.7	Pennsylvania [1]	12010
Kansas [1]	17-1503	Pennsylvania [2]	12112
Kansas [2]	17-1605	Rhode Island	7-7-6
Kentucky [2]	272.211	South Dakota	47-15-31
Louisiana [1]	74	Vermont	994
Maine	1828(2)	Virginia [2]	13.1-320
Maryland	5-504	Washington [2]	24.32.050
Massachusetts [3]	11	West Virginia	19-4-4
Minnesota [1]	308.05	Wisconsin	185.03
Mississippi [1]	79-17-25	Wyoming	17-10-109

Table 6.03.01—Association powers—general operating powers—necessary and proper

Statute	Section or article	Statute	Section or article
STANDARD	883f-6	Montana [3]	35-17-106
		Nebraska [2]	21-1405(10), (11)
Alabama [2]	2-10-54(11), (12)	Nevada [1]	81.010, 110(2)(f)
Alaska	10.15.010(15)	Nevada [2]	81.220(10)
Arizona	10-705(6)	New Hampshire	301:3(XI)
Arkansas [2]	77-906(g)		
Arkansas [3]	77-1006(f)	New Jersey	4:13-16(n)
		New Mexico [1]	53-4-4(10)
California [1]	54178	New Mexico [2]	76-12-6(k)
Colorado [2]	7-56-107(h)	New York	14(g)
Connecticut [2]	33-199	North Carolina [2]	54-151(7)
Delaware	8508(12)		
District of Columbia	29-804(10)	North Dakota	10-15-03(12)
		Ohio	1729.03(H)
Florida [1]	618.07(10)	Oklahoma [1]	336(p)
Georgia	65-213(h)	Oklahoma [2]	361e(k)
Hawaii	421-9(a), (b)(2)	Oregon	62.125(15)
Idaho	22-2606(g)		
Illinois [2]	445(i)	Pennsylvania [2]	12112(8), (21)
		Rhode Island	7-7-6(n)
Indiana	15-7-1-5(i)	South Carolina [2]	33-47-230(7)
Iowa [3]	499.7(7)	South Dakota	47-15-39
Kansas [1]	17-1503	Tennessee	43-16-108

Kansas [2]	17-1605(h)	Texas [1]	1396-50.01(6)(3)
Kentucky	272.211(8)	Texas [3]	5742(g)
		Utah	3-1-9(1)
Louisiana [1]	74(11)	Vermont	994(10)
Louisiana [2]	125(7)	Virginia [2]	13.1-320(a), (b)(2)
Maine	1828(1), (2)(B)		
Maryland	5-504(15)	Washington [2]	24.32.050(7)
Massachusetts [3]	11	West Virginia	19-4-4(h)
		Wisconsin	185.03(12)
Minnesota [1]	308.05(1)	Wyoming	17-10-109(12)
Minnesota [2]	308.56(7)		
Mississippi [2]	79-19-9(g)		
Missouri [1]	274.060(6)		
Montana [1]	35-15-103		

Table 6.03.02—Association powers—general operating powers—corporate powers

Statute	Section or article	Statute	Section or article
STANDARD	883f-6	Colorado [3]	7-57-101
		Connecticut [1]	33-183
Alabama [2]	2-10-54(12)	Connecticut [2]	33-199
Arizona	10-705(7)	District of Columbia	29-804(9)
Arkansas [2]	77-906(g)	Florida [1]	618.07(10)
California [1]	54178		
Colorado [2]	7-56-107(h)		

Table 6.03.02—Association powers—general operating powers—corporate powers (continued)

Statute	Section or article	Statute	Section or article
Florida [2]	619.07	New Mexico [1]	53-4-4(9)
Georgia	65-213(h)	New Mexico [2]	76-12-6(k)
Idaho	22-2606(g)	New York	14
Illinois [2]	445(i)	North Carolina [2]	54-151(7)
Indiana	15-7-1-5(i)	Ohio	1729.03(H)
Iowa [3]	499.7(7)	Oklahoma [1]	336(p)
Kansas [1]	17-1503	Oklahoma [2]	361e(k)
Kansas [2]	17-1605(h)	South Carolina [2]	33-47-230(7)
Kentucky [2]	272.211(8)	Tennessee	43-16-108
Maryland	5-504(16)	Texas [1]	1396-50.01(3)
Minnesota [1]	308.05(1)	Texas [3]	5742(g)
Minnesota [2]	308.56(7)	Utah	3-1-9(I)
Missouri [1]	274.060(6)	Vermont	994(10)
Missouri [2]	357.010(1)	Washington [2]	24.32.050(7)
Montana [3]	35-17-106	West Virginia	19-4-4(h)
Nebraska [1]	21-1301	Wyoming	17-10-109
Nebraska [2]	21-1405(11)		
Nevada [1]	81.010, 110(1)		
Nevada [3]	81.410		
New Hampshire	301:3(XI)		

Table 7.01.01—Association formation—incorporators—general nature of incorporators

Statute	Section or article	Description
STANDARD	883f-3	Persons, majority of whom are residents of State
Alabama [2]	2-10-52	Persons
Alabama [3]	2-10-92	May be residents
Alaska	10.15.335	Natural persons, at least 19 years of age
Arizona	10-703(A)	Persons
Arkansas [1]	64-1503	Persons, citizens of Arkansas
Arkansas [2]	77-903	Persons
Arkansas [3]	77-1003	Persons
California [1]	54061	Natural persons, majority of whom are residents
California [2]	12400	Persons
Colorado [1]	7-55-102	Persons, majority residents of Colorado
Colorado [2]	7-56-104	Persons, majority residents of Colorado
Colorado [3]	7-57-101	Persons, majority of whom are residents
Connecticut [1]	33-183	Persons, inhabitants of State, of lawful age
Connecticut [2]	33-195	Persons
Delaware	8502(a)	Persons
District of Columbia	29-802	Natural persons or associations
Florida [1]	618.02	Persons, associations

Table 7.01.01—Association formation—incorporators—general nature of incorporators (continued)

Statute	Section or article	Description
Florida [2]	619.01	Persons
Georgia	65-202	Persons
Hawaii	421-3	Adult persons or associations
Idaho	22-2603	Persons
Illinois [1]	305	Subscribers to shares of capital stock
Illinois [2]	442	Persons, majority residents of Illinois
Indiana	15-7-1-3	Persons, associations
Iowa [1]	497.1	Persons
Iowa [2]	498.2	Persons
Iowa [3]	499.5	Individuals, associations
Kansas [1]	17-1501	Persons, citizens of Kansas
Kansas [2]	17-1603(a)	Persons
Kentucky [1]	272.020(1)	Persons, residents of Kentucky
Kentucky [2]	272.121	Persons, associations
Louisiana [1]	73	Persons, citizens of Louisiana
Louisiana [2]	123	Persons, majority residents of Louisiana
Maine	1821	Adult persons, associations
Maryland	5-503	Adult individuals, associations
Massachusetts [2]	3	Persons, residents of the Commonwealth
Minnesota [2]	308.54	Persons
Mississippi [1]	79-17-13	Producer of agricultural products in State of Mississippi
Mississippi [2]	79-19-5	Persons, majority residents of Mississippi
Missouri [1]	274.030	Persons, majority residents of Missouri
Missouri [2]	357.010(1)	Persons
Montana [1]	35-15-201	Persons
Montana [3]	35-17-104	Persons
Nebraska [1]	21-1301	Persons, or one or more associations
Nebraska [2]	21-1402	Persons, associations
Nevada [1]	81.010	Persons, majority residents of Nevada
Nevada [2]	81.180(1)	Persons
Nevada [3]	81.410	Persons
New Hampshire	301:2	Persons, majority residents of New Hampshire
New Jersey	4:13-2	Persons, association or combination
New Mexico [1]	53-4-2	Natural persons, associations
New Mexico [2]	76-12-4	Natural persons, full age, associations
New York	11	Persons
North Carolina [1]	54-111	Persons
North Carolina [2]	54-131	Persons
North Dakota	10-15-04	Adults, one must be resident of North Dakota
Ohio	1729.05	Persons, majority residents of Ohio

Table 7.01.01—Association formation—incorporators—general nature of incorporators (continued)

Statute	Section or article	Description
Oklahoma [1]	332	Persons
Oklahoma [2]	361c	Persons or associations
Oregon	62.505	Natural persons, 21 years old
Pennsylvania [1]	12001	Persons
Pennsylvania [2]	12108	Individuals, associations (see text)
Rhode Island	7-7-2	Persons, of lawful age, associations
South Carolina [1]	33-45-30	Persons, residents of South Carolina
South Carolina [2]	33-47-70	Persons
South Dakota	47-15-3	Natural persons, of legal age, one must be resident
Tennessee	43-16-104	Persons, majority residents of Tennessee
Texas [1]	1396-50.01(4)	Natural persons, associations
Texas [3]	5739	Persons, associations
Utah	3-1-3	Adult persons, associations
Vermont	993	Persons, majority State residents
Virginia [1]	13.1-301	Persons
Virginia [2]	13.1-314	Individuals, associations
Washington [1]	23.86.010	Persons
Washington [2]	24.32.020	Persons
West Virginia	19-4-2	Persons, and cooperative associations
Wisconsin	185.04	Adults, one must be resident of Wisconsin
Wyoming	17-10-103	Persons, qualified electors of Wyoming

Table 7.01.02—Association formation—incorporators—agricultural producers

Statute	Section or article	Description
STANDARD	883f-3	Engaged in the production of agricultural products
Alabama [2]	2-10-52	Same as Standard Act
Alabama [3]	2-10-92	Producers of agricultural products
Arizona	10-703(A)	Same as Standard Act
Arkansas [2]	77-903	Same as Standard Act
Arkansas [3]	77-1003	Same as Standard Act
California [1]	54061	Engaged in production of any product
Colorado [2]	7-56-104	Same as Standard Act
Colorado [3]	7-57-101	Similar to Standard Act, horticultural, aparian, viticultural, dairy
Connecticut [2]	33-195	Same as Standard Act
Delaware	8502(a)	Same as Standard Act
Florida [1]	618.02	Same as Standard Act
Florida [2]	619.01	Similar to Standard Act, viticultural, horticultural
Georgia	65-202	Same as Standard Act
Hawaii	421-3	Engaged in agriculture as bona fide producers
Idaho	22-2603	Same as Standard Act

Table 7.01.02—Association formation—incorporators—agricultural producers (continued)

Statute	Section or article	Description
Illinois [2]	442	Same as Standard Act
Indiana	15-7-1-3	Same as Standard Act
Iowa [3]	499.5	Same as Standard Act, landlords and tenants included
Kansas [2]	17-1603(a)	Same as Standard Act
Kentucky [2]	272.121	Same as Standard Act
Louisiana [1]	73	Same as Standard Act
Louisiana [2]	123	Same as Standard Act
Maine	1821	Bona fide producers of agricultural products
Maryland	5-503	Producers of agricultural and aquatic products
Minnesota [2]	308.54	Same as Standard Act
Mississippi [1]	79-17-13	Same as Standard Act
Mississippi [2]	79-19-5	Same as Standard Act
Missouri [1]	274.030	Same as Standard Act
Montana [2]	35-16-201	Holder of title to agricultural, horticultural or farm lands
Montana [3]	35-17-104	Same as Standard Act
Nebraska [2]	21-1402	Same as Standard Act
New Hampshire	301:2	Same as Standard Act
New Mexico [2]	76-12-4	Same as Standard Act, landlords and tenants
New York	112	Same as Standard Act
North Carolina [2]	54-131	Same as Standard Act
Ohio	1729.05	Majority engaged in production of agricultural products
Oklahoma [1]	332	Engaged in production of agricultural or horticultural products
Oklahoma [2]	361c	Same as Standard Act, landlords and tenants
Pennsylvania [2]	12108	Same as Standard Act
Rhode Island	7-7-2	Same as Standard Act
South Carolina [2]	33-47-70	Same as Standard Act
Tennessee	43-16-104	Same as Standard Act
Texas [2]	2514	Only those engaged in agricultural pursuits
Texas [3]	5739	Same as Standard Act
Utah	3-1-3	Same as Standard Act
Virginia [2]	13.1-314	Bona fide producers of agricultural products
Washington [2]	24.32.020	Same as Standard Act
West Virginia	19-4-2	Same as Standard Act
Wyoming	17-10-103	Same as Standard Act

Table 7.01.03—Association formation—incorporators—number of incorporators

Statute	Section or article	Description
STANDARD	883f-3	20 or more persons
Alabama [2]	2-10-52	5 or more persons
Alabama [3]	2-10-92	5 or more persons
Alaska	10.15.335	3 or more persons

Table 7.01.03—Association formation—incorporators—number of incorporators (continued)

Statute	Section or article	Description
Arizona	10-703(A)	5 or more persons
Arkansas [1]	64-1503	Not less than 20 persons
Arkansas [2]	77-903	5 or more persons
Arkansas [3]	77-1003	Not less than 5 persons
California [1]	54061	3 or more persons
California [2]	12400	5 or more persons
Colorado [1]	7-55-102	5 or more persons
Colorado [2]	7-56-104	11 or more persons
Colorado [3]	7-57-101	3 or more persons
Connecticut [1]	33-183	7 or more persons
Connecticut [2]	33-195	3 or more persons
Delaware	8502(a)	Not less than 5 persons
District of Columbia	29-802	5 or more natural persons, 2 or more associations
Florida [1]	618.02	3 or more persons, 3 or more associations
Florida [2]	619.01	3 or more persons
Georgia	65-202	5 or more persons
Hawaii	421-3	3 or more persons, 2 or more associations
Idaho	22-2603	5 or more persons
Illinois [1]	305	5 or more persons
Illinois [2]	442	11 or more persons
Indiana	15-7-1-3	5 or more persons, 2 or more associations
Iowa [1]	497.1	Not less than 5 persons
Iowa [2]	498.2	Not less than 5 persons
Iowa [3]	499.5	5 or more individuals, 2 or more associations
Kansas [1]	17-1501	Not less than 20 persons
Kansas [2]	17-1603(a)	10 or more persons
Kentucky [1]	272.020(1)	3 or more persons
Kentucky [2]	272.121	5 or more persons, 1 or more associations
Louisiana [1]	73	10 or more persons
Louisiana [2]	123	10 or more persons
Maine	1821	5 or more persons, 2 or more associations
Maryland	5-503	5 or more persons, 2 or more associations
Massachusetts [2]	3	7 or more persons
Minnesota [1]	308.06(1)	5 or more persons
Minnesota [2]	308.54	5 or more persons
Mississippi [1]	79-17-13	10 or more persons
Mississippi [2]	79-19-5	20 or more, 5 or more for special (see text)
Missouri [1]	274.030	11 or more persons
Missouri [2]	357.010(1)	Not less than 12
Montana [1]	35-15-201	Not less than 3 nor more than 7

Table 7.01.03—Association formation—incorporators—number of incorporators (continued)

Statute	Section or article	Description
Montana [2]	35-16-201	10 or more persons
Montana [3]	35-17-104	5 or more persons
Nebraska [1]	21-1301	Not less than 10 persons , 1 or more associations
Nebraska [2]	21-1402	Not less than 5 persons, 2 or more associations
Nevada [1]	81.010	3 or more persons
Nevada [2]	81.180	5 or more persons
Nevada [3]	81.410	3 or more persons
New Hampshire	301:2	5 or more persons
New Jersey	4:13-2	3 or more persons, 2 or more associations
New Mexico [1]	53-4-2	5 or more natural persons, 2 or more associations
New Mexico [2]	76-12-4	5 or more natural persons, 2 or more associations
New York	11, 112	5 or more persons
North Carolina [1]	54-111	5 or more persons
North Carolina [2]	54-131	3 or more persons
North Dakota	10-15-04	5 or more persons
Ohio	1729.05	5 or more persons
Oklahoma [1]	332	Not less than 5 persons
Oklahoma [2]	361c	5 or more natural persons, 2 or more associations
Oregon	62.505(1)	1 or more persons
Pennsylvania [1]	12001	5 or more persons
Pennsylvania [2]	12108	5 or more individuals, 2 or more associations
Rhode Island	7-7-2	5 or more persons, 2 or more associations
South Carolina [1]	33-45-30	5 or more persons
South Carolina [2]	33-47-70	5 or more persons
South Dakota	47-15-3	3 or more persons
Tennessee	43-16-104	11 or more persons
Texas [1]	1396-50.01(4)	5 or more natural persons, 2 or more associations
Texas [3]	5739	5 or more persons, 3 or more associations
Utah	3-1-3	5 or more persons, 2 or more associations
Vermont	993	5 or more persons
Virginia [1]	13.1-301	Not less than 5 persons
Virginia [2]	13.1-314	5 or more individuals, 2 or more associations
Washington [1]	23.86.010	Not less than 5 persons
Washington [2]	24.32.020	5 or more persons
West Virginia	19-4-2, 6(e)	5 or more persons
Wisconsin	185.04	5 or more persons
Wyoming	17-10-103	5 or more persons

Table 7.02—Association formation—promotion expenses

Statute	Section or article	Description
California [2]	12800	Limit of 10 percent paid-up capital
District of Columbia	29-838	Limit of 5 percent paid-up capital
Illinois [1]	306	No commission from association funds
Iowa [1]	497.1	No association funds for any commission, expenses, salary
Iowa [2]	498.33	No association funds except in special circumstances
Iowa [3]	499.58	No association funds for any commission, expenses, salary
Minnesota [2]	308.65	Limit of \$5 per member for promotion costs
Missouri [2]	357.150	No association funds for promotion commission, expenses
New Mexico [1]	53-4-38	Limit of 5 percent of paid-up capital
North Dakota	10-15-14	Limit of 10 percent of paid-up capital
South Dakota	47-15-40	Limit of 10 percent of paid-up capital
Texas [1]	1396-50.01(40)	Limit of 5 percent of amount paid for shares, legal fees excepted
Wisconsin	185.09	Limit of 5 percent of paid-up capital

Table 7.03—Association formation-association name

Statute	Section or article	Description
STANDARD	883f-22	No other organization may use "cooperative" (see text)
Alabama [1]	2-10-1	Similar to Standard Act
Alaska	10.15.575	Similar to Standard Act, includes electric, telephone
Arkansas [1]	64-1503	Must begin with "the," end with "company," "assn.," "corp.," "exch."
California [1]	54036	Similar to Standard Act
California [2]	12406	Must include "cooperative"
Colorado [1]	7-55-111	Unless incorporated under these or similar laws of other States
Colorado [2]	7-56-124	Similar to Standard Act
Connecticut [2]	33-196	May use "association" instead of "company" or "corporation"
Delaware	8503(a)(1)	Must include "cooperative"
District of Columbia	29-805(2)	Must include "cooperative"
	29-837	Not unless incorporated under D.C. or similar law of other States
Florida [1]	618.27	Similar to Standard Act
Georgia	65-224	Similar to Standard Act
Hawaii	421-5	No Hawaiian corporation not organized under Act
Illinois [1]	326	Similar to Standard Act
Illinois [2]	447(a)	May or may not include "cooperative" or abbreviation
Indiana	15-7-1-20	Similar to Standard Act
Iowa [1]	497.30	Similar to Standard Act
Iowa [2]	498.32	Similar to Standard Act
Iowa [3]	499.4, 40(1)	Similar to Standard Act, must include "cooperative"
Kansas [1]	17-1515, 1501	Similar to Standard Act, must include "company," "association," etc.
Kansas [2]	17-1627	Similar to Standard Act
Kentucky [1]	272.050	Similar to Standard Act
Louisiana [2]	140	Similar to Standard Act

Table 7.03—Association formation—association name (continued)

Statute	Section or article	Description
Maine	1776	Similar to Standard Act
Maryland	5-510	Similar to Standard Act, must include "cooperative"
Massachusetts [2]	3	Must use "cooperative" or variation
	8	Prohibited unless net earnings returned according to statute
Michigan	21.100	Unless organized under cooperative plan and covered by Act
Minnesota [1]	308.05(3)	Similar to Standard Act
Minnesota [2]	308.73	Unless it is in fact a cooperative association
Mississippi [1]	79-17-9	Name must end with (AAL)
Mississippi [2]	79-19-39	Similar to Standard Act
Missouri [1]	274.250	Similar to Standard Act but nonprofit corporation
Missouri [2]	357.190	Similar to Standard Act
Nebraska [1]	21-1301(1)	Must include "cooperative"
	21-1306	Unless incorporated as a cooperative corporation
Nebraska [2]	21-1403(1)	Must contain words "nonstock cooperative"
	21-1412	Unless in fact operating on a cooperative basis
New Hampshire	301:43	Similar to Standard Act
New Jersey	4:13-5	Unless organized under chapter or authorized to do business
New Mexico [1]	53-4-5(2)	Must include "cooperative"
	53-4-37	Unless organized under statute, similar law of other States
New York	3(j)	Unless by corporation defined by statute or insurance law
	11(1)	Must include "cooperative"
North Carolina [1]	54-112	Similar to Standard Act
North Carolina [2]	54-139	Similar to Standard Act
North Dakota	10-15-58	Unless organized under statute or other States, similar law
Ohio	1729.04	Similar to Standard Act
Oklahoma [1]	351	Similar to Standard Act
Oklahoma [2]	361f(a)	May or may not include "cooperative"
Oregon	62.850(1)	Similar to Standard Act
Pennsylvania [1]	12001	Last two words must be "cooperative association"
Pennsylvania [2]	12110(1)	May or may not call itself cooperative
	12131	Similar to Standard Act
Rhode Island	7-7-3(1)	Must include "cooperative"
	7-7-19	No association dealing in agricultural products unless organized under Act
South Carolina [1]	33-45-20	Similar to Standard Act
South Dakota	47-15-41	Similar to Standard Act
Texas [1]	1396-50.01(39)	Unless organized under this law, or qualifying foreign association
Texas [2]	2514	Must include "Farmers' Co-operative Society" in name
Utah	3-1-23	Similar to Standard Act
Vermont	981, 992	Unless list of requirements met
Virginia [1]	13.1-301	Must include "cooperative"
	13.1-308	Similar to Standard Act

Table 7.03—Association formation—association name (continued)

Statute	Section or article	Description
Virginia [2]	13.1-336	Similar to Standard Act
Washington [1]	23.86.030	Unless it has complied with provisions of Act
West Virginia	19-4-21	Similar to Standard Act
Wisconsin	185.44(4)	Must include "cooperative" or abbreviation
	185.94(2)	Similar to Standard Act
Wyoming	17-10-120	Similar to Standard Act

Table 7.04—Association formation—prerequisites

Statute	Section or article	Description
Alabama [1]	2-10-21	Association must obtain permit before engaging in business
Arkansas [1]	64-1507	At least 20 percent of stock paid for in actual cash
Illinois [1]	305(h)	Articles may require number of shares, not less than \$1,000
Kansas [1]	17-1509	At least 20 percent of stock paid for in actual cash
Minnesota [1]	308.07(2)	Must have 10 percent of capital stock subscribed and paid in
Mississippi [1]	79-17-23	10 or more members paid for 1 or more shares each
South Carolina [1]	33-45-100	1st meeting of subscribers only after 50 pct. of proposed stock cap. subscribed
	33-45-140	Charter issued when 20 pct. of subscribed capital is paid
Washington [1]	23.86.040	One-fourth capital stock must be subscribed and paid in

Table 7.05—Association formation—term of existence

Statute	Section or article	Description
STANDARD	883f-8(d)	Not to exceed 50 years
Alaska	10.15.010, 350(2)	May have perpetual existence
Arizona	10-704(A)(4)	Not to exceed 25 years
Arkansas [1]	64-1504	Not to exceed 50 years
Arkansas [2]	77-906(d)	Not to exceed 50 years
Arkansas [3]	77-1008(d)	May be perpetual
Colorado [1]	7-55-102	May be perpetual
Colorado [2]	7-56-109(d)	May be perpetual
Delaware	8508(1)	May be perpetual
District of Columbia	29-805(3)	May be perpetual
Florida [1]	618.04(4)	May be perpetual
Florida [2]	619.04(4)	Not to exceed 50 years
Georgia	65-203(d)	Not to exceed 50 years
Hawaii	421-9(b)(10)	May be perpetual
Idaho	22-2608(d)	May be perpetual
Illinois [1]	305(c)	May be perpetual

Table 7.05—Association formation—term of existence (continued)

Statute	Section or article	Description
Illinois [2]	447(d)	May be perpetual
Indiana	15-7-1-7(a)(3)	May be unlimited
Iowa [2]	498.34	Period of 25 years, may be renewed
Iowa [3]	499.40(3)	May be perpetual
Kansas [1]	17-1506	Not to exceed 50 years
Kansas [2]	17-1607(d)	Not to exceed 50 years
Kentucky [2]	272.131(4)	May be perpetual
Louisiana [1]	76(3)	Not to exceed 99 years
Louisiana [2]	127(3)	Not to exceed 99 years
Maine	1828(2)(J)	May be perpetual
Minnesota [1]	308.06(2)(2)	May be perpetual
Minnesota [2]	308.58(4), 853	May be perpetual
Mississippi [1]	79-17-13	Not to exceed 99 years
Mississippi [2]	79-19-13(d)	Not to exceed 99 years
Missouri [1]	274.070	May be perpetual
Montana [1]	35-15-103(1)	Not to exceed 40 years
Montana [2]	35-16-202(g)	Not to exceed 40 years
Montana [3]	35-17-202(d)	May be perpetual
Nevada [1]	81.040(4)	Not to exceed 50 years
Nevada [2]	81.200(1)(d)	Not to exceed 50 years
Nevada [3]	81.440(4)	Not to exceed 50 years
New Hampshire	301:3(II)	May have perpetual succession
New Jersey	4:13-16(a)	May have perpetual succession
New Mexico [1]	53-4-5	May be perpetual
North Carolina [2]	54-134(4)	May be perpetual
North Dakota	10-15-03(1)	May be perpetual
Oregon	62.125(1)	May have perpetual existence
Pennsylvania [1]	12003(X)	Not to exceed 30 years
Pennsylvania [2]	12110(7)	May be perpetual
Rhode Island	7-7-6(a)	May be perpetual
South Carolina [2]	33-47-210(4)	Not to exceed 50 years
South Dakota	47-15-27	May have perpetual existence
Tennessee	43-16-110(4)	Not to exceed 50 years
Texas [1]	1396-50.01(8)(a)(3)	May be perpetual
Texas [3]	5744(d)	Not to exceed 50 years

Table 7.05—Association formation—term of existence (continued)

Statute	Section or article	Description
Utah	3-1-9(II)(k)	May have perpetual existence
Vermont	994(2)	May be perpetual
Virginia [2]	13.1-320(b)(11)	May be perpetual
Washington [1]	23.86.050(4)	May be perpetual
Washington [2]	24.32.050(8)	May be perpetual
Wisconsin	185.03(1)	May have perpetual existence
Wyoming	17-10-105(a)(iv)	Not to exceed 50 years

Table 8.01—Articles of incorporation—purposes and requirements

Statute	Section or article	Description
STANDARD	883f-8	Each association formed under this act must prepare and file art. of incorp.
Alabama [2]	2-10-56	Articles required
Alabama [3]	2-10-92	May enter into articles of association
Alaska	10.15.335	Articles required
Arizona	10-704(A)	Articles required
Arkansas [1]	64-1504	Articles required
Arkansas [2]	77-908	Articles required
Arkansas [3]	77-1008	Articles of association required
California [1]	54081	Articles required
California [2]	12400	Articles required
Colorado [1]	7-55-102	Articles required
Colorado [2]	7-56-109	Articles required
Colorado [3]	7-57-102	Articles required
Connecticut [1]	33-183	Articles of agreement
Delaware	8502(b)	Notice of intent to file must be published, articles required
District of Columbia	29-805	Articles required
Florida [1]	618.04	Articles required
Florida [2]	619.04	Articles required

Table 8.01—Articles of incorporation—purposes and requirements (continued)

Statute	Section or article	Description
Georgia	65-203	“Petition for charter” required
Hawaii	421-4	Articles of association required
Idaho	22-2608	Articles required
Illinois [1]	305	Articles required
Illinois [2]	447	Articles required
Indiana	15-7-1-7(a)	Articles required
Iowa [1]	497.2	Articles required
Iowa [2]	498.4	Articles required
Iowa [3]	499.40	Articles required
Kansas [1]	17-1506	Articles required
Kansas [2]	17-1607	“Application for charter” required
Kentucky [2]	272.131	Articles of association required
Louisiana [1]	76	Articles of association required
Louisiana [2]	127	Articles of association required
Maine	1823	Articles required
Maryland	5-505(a)	Articles required
Minnesota [1]	308.06(2)	Articles required
Minnesota [2]	308.58(1)	Articles required
Mississippi [1]	79-17-13	Articles of association and incorporation required
Mississippi [2]	79-19-13	Articles of association required
Missouri [1]	274.070	Articles required
Missouri [2]	357.020	Articles required
Montana [1]	35-15-204	Certificate of incorporation required
Montana [2]	35-16-202	“Petition” required
Montana [3]	35-17-202	Articles required
Nebraska [1]	21-1301	Articles required
Nebraska [2]	21-1403	Articles required
Nevada [1]	81.040	Articles required
Nevada [2]	81.200(1)	Articles of association required
Nevada [3]	81.440	Articles required
New Hampshire	301:4	“Certificate of organization” required
New Jersey	4:13-4	Certificate of incorporation required
New Mexico [1]	53-4-5	Articles required
New Mexico [2]	76-12-7	Articles required
New York	11	Certificate of incorporation required
North Carolina [1]	54-113	Articles of agreement required
North Carolina [2]	54-134	Articles required
North Dakota	10-15-04	Articles of association required
Ohio	1729.06	Articles required
Oklahoma [1]	334	Articles of association required

Table 8.01—Articles of incorporation—purposes and requirements (continued)

Statute	Section or article	Description
Oklahoma [2]	361f	Articles required
Oregon	62.505	Articles required
Pennsylvania [1]	12002	Articles of association required
Pennsylvania [2]	12110	Articles of association required
Rhode Island	7-7-3	Articles of association required
South Carolina [1]	33-45-40	“Petition” required
South Carolina [2]	33-47-210	Articles required
South Dakota	47-15-3	Articles required
Tennessee	43-16-110	Articles required
Texas [1]	1396-50.01(8)(a)	Articles required
Texas [2]	2516	Charter required
Texas [3]	5744	Articles required
Utah	3-1-5	Articles required
Vermont	995	Articles required
Virginia [2]	13.1-316	Articles required
Washington [1]	23.86.050	Articles of association required
Washington [2]	24.32.070	Articles required
West Virginia	19-4-6	Articles required
Wisconsin	185.04	Articles required
Wyoming	17-10-105	Certificate of incorporation required

Table 8.02.01—Articles of incorporation—preparation and filing—signatures and acknowledgment

Statute	Section or article	Description
STANDARD	883f-8	See text for provision
Alabama [2]	2-10-56	Similar to Standard Act
Alabama [3]	2-10-92	Similar to Standard Act
Alaska	10.15.355	Sign, verify
Arizona	10-701(B)	Similar to Standard Act
Arkansas [1]	64-1504	Similar to Standard Act
Arkansas [2]	77-908	Similar to Standard Act
Arkansas [3]	77-1008	Similar to Standard Act
California [1]	54082	Similar to Standard Act
Colorado [2]	7-56-109(2)	Similar to Standard Act
Delaware	8503(b)	Similar to Standard Act
District of Columbia	29-805	Similar to Standard Act
Florida [1]	618.04(8)	Similar to Standard Act
Florida [2]	619.04(7)	Similar to Standard Act

Table 8.02.01—Articles of incorporation—preparation and filing—signatures and acknowledgment (continued)

Statute	Section or article	Description
Georgia	65-203	Similar to Standard Act
Hawaii	421-4	Similar to Standard Act
Idaho	22-2608	Similar to Standard Act
Illinois [1]	305	Similar to Standard Act
Illinois [2]	447	Similar to Standard Act
Indiana	15-7-1-7(a)	Similar to Standard Act
Iowa [1]	497.2	Signed and acknowledged
Iowa [2]	498.4	Signed and acknowledged
Iowa [3]	499.40	Signed and acknowledged
Kansas [1]	17-1506	Executed, acknowledged
Kansas [2]	17-1607	Similar to Standard Act
Kentucky [2]	272.131(9)	Similar to Standard Act
Louisiana [1]	76	Similar to Standard Act
Louisiana [2]	127	Similar to Standard Act
Maine	1824	Similar to Standard Act
Maryland	5-505(a)	Similar to Standard Act
Minnesota [1]	308.06(2)	Similar to Standard Act
Minnesota [2]	308.58(2)	Similar to Standard Act
Mississippi [1]	79-17-13	Similar to Standard Act
Mississippi [2]	79-19-13	Similar to Standard Act
Missouri [1]	274.070(2)	Similar to Standard Act
Missouri [2]	357.020	All shall sign, at least 5 signatures must be notarized
Montana [2]	35-16-201	Similar to Standard Act
Montana [3]	35-17-202	Similar to Standard Act
Nebraska [1]	21-1301	Same as other corporations
Nebraska [2]	21-1403	Similar to Standard Act
Nevada [1]	81.060(1)(a), (b)	3 or more original members, majority must be State residents, acknowledged by each
Nevada [2]	81.200(2)	Similar to Standard Act
Nevada [3]	81.450(1)(a), (b)	Similar to Standard Act
New Hampshire	301:4(IX)	By president and majority of directors and sworn to by them
New Jersey	4:13-4	Signed by all the incorporators, acknowledgment not specified
New Mexico [1]	53-4-5	By 3 if natural persons, by president and secretary if association
New Mexico [2]	76-12-7	Similar to Standard Act
New York	11	Acknowledgment by incorporators
North Carolina [1]	54-113	Similar to Standard Act
North Carolina [2]	54-134	Similar to Standard Act
North Dakota	10-15-04	Similar to Standard Act
Ohio	1729.06(F)	Similar to Standard Act
Oklahoma [1]	334(g)	Similar to Standard Act

Table 8.02.01—Articles of incorporation—preparation and filing—signatures and acknowledgment (continued)

Statute	Section or article	Description
Oklahoma [2]	361f	Similar to Standard Act
Oregon	62.505(1)	Similar to Standard Act
Pennsylvania [1]	12003	Signed by incorporators, acknowledged by at least 5
Pennsylvania [2]	12110	Signed by incorporators, acknowledgment not specified
Rhode Island	7-7-3	Similar to Standard Act
South Carolina [1]	33-45-40	Signed by incorporators
South Carolina [2]	33-47-220	Similar to Standard Act
South Dakota	47-15-3	Similar to Standard Act
Tennessee	43-16-112	Similar to Standard Act
Texas [1]	1396-50.01(8)(a)	Similar to Standard Act
Texas [3]	5744	Similar to Standard Act
Utah	3-1-5	Signed by all, acknowledged by at least 3
Vermont	995(11)	Similar to Standard Act
Virginia [2]	13.1-316	Similar to Standard Act
Washington [1]	23.86.060	Verified by 2 signer's affidavits
Washington [2]	24.32.070(8)	Signed by 3 or more incorporators
West Virginia	19-4-6(g)	Similar to Standard Act
Wisconsin	185.04	Similar to Standard Act
Wyoming	17-10-105	Similar to Standard Act

Table 8.02.02—Articles of incorporation—preparation and filing—filing

Statute	Section or article	Statute	Section or article
STANDARD	883f-8	Illinois [1]	308
Alabama [2]	2-10-56	Illinois [2]	447
Alabama [3]	2-10-92	Indiana	15-7-1-7(a)
Alaska	10.15.340	Iowa [1]	497.3
Arizona	10-704(b)	Iowa [2]	498.5
Arkansas [1]	64-1505	Iowa [3]	499.44
Arkansas [2]	77-908	Kansas [1]	17-1507
Arkansas [3]	77-1008	Kansas [2]	17-1607
California [1]	54082	Kentucky [2]	272.131(9)
California [2]	12400	Louisiana [1]	76, 85
Colorado [1]	7-55-102	Louisiana [2]	127
Colorado [2]	7-56-109(2)	Maine	1824
Colorado [3]	7-57-102	Maryland	5-505(a)
Connecticut [1]	33-183	Minnesota [1]	308.06(4)
Delaware	8504(a)	Minnesota [2]	308.58(2)
District of Columbia	29-806	Mississippi [1]	79-17-13
Florida [1]	618.04(8)(b)	Mississippi [2]	79-19-13
Florida [2]	619.04(7)	Missouri [1]	274.070(2)
Georgia	65-203	Missouri [2]	357.020
Hawaii	421-6	Montana [1]	35-15-205
Idaho	22-2608		

Table 8.02.02—Articles of incorporation—preparation and filing—filing (continued)

Statute	Section or article	Statute	Section or article
Montana [2]	35-16-202	Rhode Island	7-7-3
Montana [3]	35-17-202	South Carolina [1]	33-45-40
Nebraska [2]	21-1404	South Carolina [2]	33-47-220
Nevada [1]	81.060(1)(c)	South Dakota	47-15-3, 6
Nevada [2]	81.200(3)	Tennessee	43-16-112
Nevada [3]	81.450(1)(c)	Texas [1]	1396-50.01(9)(a)
New Hampshire	301:4(IX)	Texas [2]	2516, 2517
New Jersey	4:13-6(a)	Texas[3]	5744
New Mexico [1]	53-4-6	Utah	3-1-6
New Mexico [2]	76-12-7, 8	Vermont	995(11)
New York	15	Virginia [2]	13.1-317
North Carolina [1]	54-114	Washington [1]	23.86.060
North Carolina [2]	54-134	Washington [2]	24.32.070(8)
North Dakota	10-15-04	West Virginia	19-4-6(g)
Ohio	1729.06	Wisconsin	185.05(3)
Oklahoma [1]	334(g)	Wyoming	17-10-106
Oklahoma [2]	361f		
Oregon	62.505(1)		
Pennsylvania [1]	12002		
Pennsylvania [2]	12111		

Table 8.02.03—Articles of incorporation—preparation and filing—effect of filing

Statute	Section or article	Description
STANDARD	883f-8	Evidence of due incorporation (see text)
Alabama [2]	2-10-56	Similar to Standard Act
Alabama [3]	2-10-92	Similar to Standard Act
Alaska	10.15.345	Corporate existence begins, evidence that requirements met
Arkansas [2]	77-908	Similar to Standard Act
Colorado [2]	7-56-109(2)	Similar to Standard Act
Connecticut [1]	33-183	Shall become corporation and enjoy powers, privileges, duties
Connecticut [2]	33-199	When approved and recorded, has corporate powers
Delaware	8504(b)	Similar to Standard Act
District of Columbia	29-806	Similar to Standard Act
Florida [1]	618.04(8)(b)	Similar to Standard Act
Florida [2]	619.04(7)	Similar to Standard Act
Hawaii	421-6(c)	Becomes body corporate with powers, liabilities. Subject to laws
Idaho	22-2608	Similar to Standard Act
Illinois [1]	308	Corporate existence shall begin, evidence that conditions met
Illinois [2]	447	Similar to Standard Act

Table 8.02.03—Articles of incorporation—preparation and filing—effect of filing (continued)

Statute	Section or article	Description
Indiana	15-7-1-7(c)	Existence begins, evidence of incorporation, right to do business
Iowa [2]	499.44	Corporate existence shall begin
Kentucky [2]	272.131(9)	Similar to Standard Act
Louisiana [1]	85	Corporate existence shall begin
Minnesota [2]	308.58(2)	Similar to Standard Act
Mississippi [1]	79-17-13	Shall become complete and valid corporation
Missouri [1]	274.070(2)	Similar to Standard Act
Montana [1]	35-15-205	Deemed fully organized and may proceed to do business
Montana [2]	35-16-204	Declared quasi-public corporation for promotion of public welfare
Montana [3]	35-17-202	Similar to Standard Act
Nebraska [2]	21-1404	Similar to Standard Act
Nevada [1]	81.060(5)	Similar to Standard Act
Nevada [2]	81.200(3)	Association complete and shall have powers to act
Nevada [3]	81.450(4)	Similar to Standard Act, body politic and corporate
New Hampshire	301:4(X)	Similar to Standard Act
New Jersey	4:13-9	Similar to Standard Act
	4:13-7	Becomes body corporate with all rights, privileges
New Mexico [2]	76-12-7	Similar to Standard Act
North Carolina [2]	54-134	Similar to Standard Act
North Dakota	10-15-07	Existence begins with filing
	10-15-08	Conclusive evidence of existence
Ohio	1729.06	Similar to Standard Act
Oklahoma [2]	361f	Similar to Standard Act
Oregon	62.505(4)	Corporate existence begins, evidence that requirements met
Pennsylvania [1]	12002	Shall be deemed body corporate and politic
Pennsylvania [2]	12111	Conclusive evidence that association has been organized
Rhode Island	7-7-4	Similar to Standard Act
South Carolina [2]	33-47-220	Similar to Standard Act
South Dakota	47-15-6	Legal existence begins
	47-15-7	Conclusive evidence that condition precedent met
Tennessee	43-16-112	Similar to Standard Act
Texas [1]	1396-50.01(9)(b)	Corporate existence begins
Texas [3]	5744	Similar to Standard Act
Utah	3-1-6(a)	Corporate existence shall begin
Vermont	995(12)	Similar to Standard Act
Virginia [2]	13.1-317	Becomes effective in accordance with its terms
Washington [1]	23.86.060	Deemed to be legally organized
Washington [2]	24.32.070(8)	Similar to Standard Act

Table 8.02.03—Articles of incorporation—preparation and filing—effect of filing (continued)

Statute	Section or article	Description
West Virginia	19-4-6(g)	Similar to Standard Act
Wisconsin	185.05(3)	Existence begins with filing
	185.05(4)	Conclusive evidence of existence
Wyoming	17-10-105	Corporate existence begins

Table 8.03.01—Articles of incorporation—contents—association name

Statute	Section or article	Statute	Section or article
STANDARD	883f-8(a)	Maine	1823(1)
		Maryland	5-505(a)(1)
Alabama [2]	2-10-56	Minnesota [1]	308.06(2)(1)
Alabama [3]	2-10-92	Minnesota [2]	308.58(1)
Alaska	10.15.350(1)	Mississippi [1]	79-17-13
Arizona	10-704(A)(1)		
Arkansas [1]	64-1504	Mississippi [2]	79-19-13(a)
		Missouri [1]	274.070(1)(1)
Arkansas [2]	77-908(a)	Missouri [2]	357.020
Arkansas [3]	77-1008(a)	Montana [2]	35-16-202
California [1]	54081(a)	Montana [3]	35-17-202
California [2]	12401(a)		
Colorado [1]	7-55-102(a)	Nebraska [1]	21-1302(1)
		Nebraska [2]	21-1403(1)
		Nevada [1]	81.040(1)

Colorado [2]	7-56-109(1)	Nevada [2]	81.200(1)(a)
Colorado [3]	7-57-102	Nevada [3]	81.440(1)
Delaware	8503(a)(1)		
District of Columbia	29-805(2)	New Hampshire	301:4(1)
Florida [1]	618.04(1)	New Jersey	3:13-4(a)
		New Mexico [1]	53-4-5(2)
Florida [2]	619.04(1)	New Mexico [2]	76-12-7(a)
Georgia	65-203(a)	New York	11(1)
Hawaii	421-4(1)		
Idaho	22-2608(a)	North Carolina [1]	54-113
Illinois [1]	305(a)	North Carolina [2]	54-134(1)
		North Dakota	10-15-05(1)
Illinois [2]	447(a)	Ohio	1729.06(A)
Indiana	15-7-1-7(a)(1)	Oklahoma [1]	334(a)
Iowa [1]	497.2		
Iowa [2]	498.4	Oklahoma [2]	361f(a)
Iowa [3]	499.40(1)	Oregon	62.510(1)(a)
		Pennsylvania [1]	12003(1)
Kansas [1]	17-1506	Pennsylvania [2]	12110(1)
Kansas [2]	17-1607(a)	Rhode Island	7-7-3(1)
Kentucky [2]	272.131(1)		
Louisiana [1]	76(1)	South Carolina [1]	33-45-40(2)
Louisiana [2]	127(1)	South Carolina [2]	33-47-210(1)
		South Dakota	47-15-4(1)
		Tennessee	43-16-110
		Texas [1]	1396-50.01(8)(b)(2)

Table 8.03.03—Articles of incorporation—contents—place of business (continued)

Statute	Section or article	Statute	Section or article
Oklahoma [2]	361f(d)	Utah	3-1-5(d)
Pennsylvania [1]	12003(II)	Vermont	995(3)
Pennsylvania [2]	12110(2)	Virginia [2]	13.1-316(b)
Rhode Island	7-7-3(3)	Washington [1]	23.86.050(3)
South Carolina [1]	33-45-40(3)	Washington [2]	24.32.070(3)
South Carolina [2]	33-47-210(3)	West Virginia	19-4-6(c)
South Dakota	47-15-4(11)	Wisconsin	185.05(1)(k)
Tennessee	43-16-110	Wyoming	17-10-105(6)
Texas [1]	1396-50.01(8)(b)(4)		
Texas [3]	5744(c)		

Table 8.03.04—Articles of incorporation—contents—term of existence

Statute	Section or article	Statute	Section or article
STANDARD	883f-8(d)	Maine	1823(3)
Alabama [2]	2-10-56	Minnesota [1]	308.06(2)(2)
Alabama [3]	2-10-92	Minnesota [2]	308.58(1)(4)
Alaska	10.15.350(2)	Mississippi [1]	79-17-13
Arizona	10-704(A)(4)	Mississippi [2]	79-19-13(d)
Arkansas [1]	64-1504		
Arkansas [2]	77-908(d)	Missouri [1]	274.070(1)(4)
Arkansas [3]	77-1008(d)	Montana [2]	35-16-202
Colorado [1]	7-55-102(d)	Montana [3]	35-17-202
Colorado [2]	7-56-109(1)(d)	Nebraska [2]	21-1403(4)
Colorado [3]	7-57-102	Nevada [1]	81.040(4)
Delaware	8503(a)(4)	Nevada [2]	81.200(1)(d)
District of Columbia	29-805(3)	Nevada [3]	81.440(4)
Florida [1]	618.04(4)	New Jersey	4:13-4(d)
Florida [2]	619.04(4)	New Mexico [1]	53-4-5(3)
Georgia	65-203(d)	New Mexico [2]	76-12-7(c)
Hawaii	421-1(4)	New York	11(3)
Idaho	22-2608(d)	North Carolina [2]	54-134(4)
Illinois [1]	305(c)	North Dakota	10-15-05(2)
Illinois [2]	447(d)	Oklahoma [1]	334(d)
Indiana	15-7-1-7(a)(3)	Oklahoma [2]	361f(c)
Iowa [3]	499.40(3)	Oregon	62.510(1)(b)
Kansas [1]	17-1506	Pennsylvania [1]	12003(X)
Kansas [2]	17-1607(d)	Pennsylvania [2]	12110(7)
Kentucky [2]	272.131(4)	Rhode Island	7-7-3(4)
Louisiana [1]	76(3)	South Carolina [2]	33-47-210(4)
Louisiana [2]	127(3)		

Table 8.03.04—Articles of incorporation—contents—term of existence (continued)

Statute	Section or article	Statute	Section or article
South Dakota	47-15-4(2)	Virginia [2]	13.1-316(h)
Tennessee	43-16-110	Washington [1]	23.86.050(4)
Texas [1]	1396-50.01(8)(b)(3)	Washington [2]	24.32.070(4)
Texas [3]	5744(d)	West Virginia	19-4-6(d)
Utah	3-1-5(c)	Wisconsin	185.05(1)(b)
		Wyoming	17-10-105(4)

Table 8.03.05—Articles of incorporation—contents—incorporators, subscribers

Statute	Section or article	Description
STANDARD	883f-8	Names and addresses of incorporating directors
Alabama [2]	2-10-56	Names and addresses of incorporating directors
Alaska	10.15.350(11)	Name and address of each incorporator
Arkansas [1]	64-1504	Name and residences of persons forming cooperative
California [2]	12401(f)	Names and addresses of subscribers and amount of subscription
Colorado [1]	7-55-102(h)	Names and addresses of those filing articles
Colorado [3]	7-57-102	Names and addresses of incorporators
Delaware	8503(a)(5)	Subscribers post office address, number of shares, amount paid
District of Columbia	29-805(5)	Names and addresses of incorporators
Hawaii	421-4(6)	Names and addresses of incorporators, and stock subscription
Illinois [1]	305(d)	Name and address of each incorporator
Indiana	15-7-1-7(a)(9)	Names and addresses of incorporators
Iowa [1]	497.2	Names and residences of incorporators
Iowa [2]	498.4	Names and residences of incorporators
Iowa [3]	499.40(4)	Name, occupation, and address of each incorporator
Kansas [1]	17-1506	Names and residences of those forming association
Maine	1823(5)	Names and addresses, number of shares subscribed by each
Maryland	5-505(a)(2)	Names, addresses, State of residence of incorporators
Minnesota [1]	79-17-15	Names or organizing members
Missouri [2]	357.020	Names and residences of persons forming association
Montana [2]	35-16-202	Names and addresses of incorporators
Nebraska [1]	21-1302(7)	Name and street address of each incorporator
Nebraska [2]	21-1403(8)	Name and address of each incorporator
New Jersey	4:13-4(e)	Names and addresses of subscribers
New Mexico [1]	53-4-5(5), (7)	No. of shares or membership subscribed for; names & addresses of incorporators
New Mexico [2]	76-12-7(e)	Names and addresses of incorporators
New York	11(9)	Requirements for subscribers
	11(5)	Names and addresses of incorporators
North Carolina [1]	54-113	Number of shares subscribed for
	54-113	Names and residences of persons forming association

Table 8.03.05—Articles of incorporation—contents—incorporators, subscribers (continued)

Statute	Section or article	Description
North Dakota	10-15-05(12)	Name and address of each incorporator
Oklahoma [2]	361 f(e)	Name and address of each incorporator
Oregon	62.510(1)(k)	Name and address of each incorporator
Pennsylvania [1]	12003(XI)	Names, addresses, shares owned by original associates
Rhode Island	7-7-3	Names and addresses of incorporators
South Carolina [1]	33-45-40(1)	Names and residences of petitioners
South Dakota	47-15-4(13)	Names and addresses of incorporators
Texas [1]	1396-50.01(8)(b)(5)	Names and addresses of incorporators
	1396-50.01(8)(b)(7)	Number of shares or memberships subscribed for
Utah	3-1-5(e)	Names and addresses of incorporators, amount of stock subscription
West Virginia	19-4-6(f)	Number of incorporators
Wisconsin	185.05(1)(e)	Names and addresses of incorporators

Table 8.03.06—Articles of incorporation—contents—initial directors

Statute	Section or article	Description
STANDARD	883f-8	Names and addresses of incorporating directors
Alabama [2]	2-10-56	Names and addresses of incorporating directors
Alaska	10.15.350(10)	Names and addresses of initial directors
Arkansas [1]	64-1504	Names of those selected for first term
California [1]	54081(d)	Names for unequal terms initially; names and addresses of initial directors
California [2]	12401(e)	Names and addresses of initial directors
Colorado [2]	7-56-109(1)(e)	Names and addresses of initial directors
Delaware	8503(a)(6)	Names and residences of first year directors and treasurer
District of Columbia	29-805(6)	Names and addresses of directors for first year
Florida [1]	618.04(5)	Names and addresses of initial directors
Florida [2]	619.04(5)	Names and addresses of first year directors
Georgia	65-203(e)	Names and addresses of directors for first term
Hawaii	421-4(5)	Names and addresses of initial directors
Illinois [1]	305(i)	Number of directors elected at first meeting
Illinois [2]	447(e)	Names and addresses of first term board
Indiana	15-7-1-7(a)(8)	Names and addresses of first board of directors
Kansas [1]	17-1506	Names of initial directors
Kentucky [2]	272.131(5)	Names and addresses of initial directors

Table 8.03.06—Articles of incorporation—contents—initial directors (continued)

Statute	Section or article	Description
Maine	1823(b), 1871(2)	Names and addresses of first directors
Minnesota [1]	308.06(2)(7)	Names, addresses, terms of first directors
Minnesota [2]	308.58(1)(5)	Names and addresses of first directors
Missouri [1]	274.070(1)(5)	Names and addresses of initial directors
Montana [2]	35-16-202	Names and residences of initial directors
Montana [3]	35-17-202	Names and addresses of those appointed for first 3 months
Nebraska [2]	21-1403(5)	Names and addresses of organizing directors
Nevada [1]	81.040(6)	Names and addresses of directors for first year
Nevada [2]	81.200(1)(e)	Names and addresses of directors for first year
Nevada [3]	81.440(5)	Names and residences of those selected for first year
New Hampshire	301:4(1V)	Names and addresses of directors
New Mexico [1]	53-4-5(6)	Names and addresses of initial directors
New Mexico [2]	76-12-7(f)	Names and addresses of initial directors
New York	11(7)	Names and addresses of initial directors
North Carolina [2]	54-134(5)	Names and addresses of initial directors
North Dakota	10-15-05(13)	Names and addresses of at least 5 incorporators as temporary board
Ohio	1729.06(D)	Names and addresses of initial directors
Oklahoma [1]	334(e)	Names and addresses of initial directors
Oklahoma [2]	361f(f)	Names and addresses of initial directors
Oregon	62.510(1)(j)	Names and addresses of initial directors
Pennsylvania [2]	12110(6)	Number, names, and addresses of initial directors
South Carolina [2]	33-47-210(5)	Names and addresses of initial directors
South Dakota	47-15-4(14)	Names, addresses of at least 3 incorporators as initial board
Tennessee	43-16-110	Names and addresses of initial directors
Texas [1]	1396-50.01(8)(b)(6)	Names and addresses of first year directors
Utah	3-1-5(f)	Names and addresses of first directors
Vermont	995(4)	Names and addresses of initial directors
Virginia [2]	13.1-316(g)	Names and addresses of initial directors
Wisconsin	185.05(1)(m)	Names, addresses of at least 5 incorporators as initial board
Wyoming	17-10-105(5)	Names of initial directors

Table 8.03.07—Articles of incorporation—contents—number of directors

Statute	Section or article	Description
STANDARD	883f-8(e)	Number of directors
Alabama [2]	2-10-56	Number of directors
Alaska	10.15.350(10)	Number of initial directors
Arizona	10-704(A)(5)	Number of directors
Arkansas [1]	64-1504	Number of directors
Arkansas [2]	77-908(e)	Number of directors

Table 8.03.07—Articles of Incorporation—contents—number of directors (continued)

Statute	Section or article	Description
Arkansas [3]	77-1008(e)	Number of directors
California [1]	54081(d)	Number of initial directors
California [2]	12401(d)	Number of directors
Colorado [1]	7-55-102(e)	Number of directors
Colorado [2]	7-56-109(1)(e)	Number of directors
Colorado [3]	7-57-102	Number of directors
Delaware	8503(a)(6)	Number of first year directors
Florida [1]	618.04(5)	Number of initial directors
Florida [2]	619.04(5)	Number of directors
Hawaii	421-13(c)	Number of directors
Illinois [1]	305(i)	Number of directors elected at first meeting
Illinois [2]	447(e)	Minimum number of directors
Indiana	15-7-1-7(a)(7)	Number of initial directors
Indiana	15-7-1-11(a)	Number of post incorporation directors
Iowa [3]	499.40(5)	Number of directors
Kansas [1]	17-1506	Number of directors
Kansas [2]	17-1607(e)	Number of directors
Louisiana [1]	76(4)	Number of directors
Louisiana [2]	127(4)	Number of directors
Maine	1871(3)	In articles or bylaws, permissive language
Michigan	21.102	Number of directors
Minnesota [2]	308.58(1)(5)	Number of directors
Mississippi [2]	79-19-13(e)	Number of directors
Missouri [1]	274.070(1)(5)	Number of directors
Montana [3]	14-17-202	Number of directors
Nebraska [2]	21-1403(5)	Number of directors
Nevada [2]	81.200(1)(e)	Number of directors
New York	11(6)	Number, or that bylaws may set within maximum and minimum
Ohio	1729.06(D)	Number of directors
Oregon	62.510(1)(j)	Number of initial directors
Pennsylvania [2]	12110(6)	Number of initial directors
South Dakota	47-15-4(12)	Number, or that number shall be stated in bylaws
Tennessee	43-16-110	Number of directors
Texas [3]	5744(e)	Number of directors
Virginia [2]	13.1-316(g)	Number constituting initial board
	13.1-316(f)	Maximum number
Washington [2]	24.32.070(5)	Number of directors
West Virginia	19-4-6(e)	Number, or that number shall be stated in bylaws
Wyoming	17-10-105(5)	Number of directors

Table 8.03.08—Articles of incorporations—contents—term of directors

Statute	Section or article	Statute	Section or article
STANDARD	883f-8	Michigan	21.102
Alabama [2]	2-10-56	Minnesota [2]	308.58(1)(5)
Arizona	10-704(A)(5)	Mississippi [2]	79-19-13(e)
Arkansas [2]	77-908(e)	Missouri [1]	274.070(1)(5)
Arkansas [3]	77-1008(e)	New Hampshire	301:4(IV)
California [1]	54081(d)	Ohio	1729.06(d)
Colorado [1]	7-55-102(e)	Tennessee	43-16-110
Colorado [2]	7-56-109(e)	Texas [3]	5744(e)
Colorado [3]	7-57-102	Utah	3-1-13(III)
Hawaii	421-13(c)	Washington [2]	24.32.070(5)
Illinois [2]	447(e)		
Iowa [3]	499.40(5)		
Kansas [2]	17-1607(e)		
Louisiana [1]	76(4)		
Louisiana [2]	127(4)		
Maine	1871(3)		

Table 8.03.9—Articles of incorporation—contents—member property rights

Statute	Section or article	Description
STANDARD	883f-8(f)	See text for Standard Act provision
Alabama	2-10-56	Similar to Standard Act
Alaska	10.15.350(8)	Basis of distribution of assets on dissolution or liquidation
Arkansas [2]	77-908(f)	Similar to Standard Act
Arkansas [3]	77-1008(f)	If without capital stock, classification of rights on dissolution
California [1]	54081(e)	Similar to Standard Act
Colorado [1]	7-55-102(g)	Method of determining rights of members without capital stock
Colorado [2]	7-56-109(1)(f)	Similar to Standard Act
Colorado [3]	7-57-102	Similar to Standard Act
District of Columbia	29-805(11)	Method by which surplus is distributed at dissolution
	29-805(9)	Similar to Standard Act
Florida [1]	618.04(6)	Similar to Standard Act
Florida [2]	619.04(6)	Similar to Standard Act
Georgia	65-203(P)	Similar to Standard Act
Hawaii	421-4(8)	Similar to Standard Act
Idaho	22-2608(e)	Similar to Standard Act
Illinois [2]	447(f)	Similar to Standard Act

Table 8.03.09—Articles of incorporation—contents—member property rights (continued)

Statute	Section or article	Description
Indiana	15-7-1-7(a)(5)	Similar to Standard Act
Iowa [3]	499.14	For nonstock associations, must specify rights of members, issuing price
	499.40(6)(b)	Similar to Standard Act
Kansas [2]	17-1607(f)	Similar to Standard Act
Kentucky [2]	272.131(6)	Similar to Standard Act
Louisiana [1]	76(5)	Similar to Standard Act
Louisiana [2]	127(5)	Similar to Standard Act
Maine	1823(8)	Similar to Standard Act
Maryland	5-505(c)	Similar to Standard Act
Minnesota [2]	308.58(1)(6)	Similar to Standard Act
Mississippi [2]	79-19-13(f)	Similar to Standard Act
Missouri [1]	274.070(1)(6)	Similar to Standard Act
Montana [3]	37-17-202	Similar to Standard Act
Nevada [1]	81.040(7)	Similar to Standard Act, without stock restriction
Nevada [2]	81.200(1)(g)	That interests and rights of each member are equal
	81.200(1)(f)	Amount which each number must pay on admission
Nevada [3]	81.440(6)	Similar to Standard Act
New Mexico [1]	53-4-5(11)	Method by which surplus distributed on dissolution
New Mexico [2]	76-12-7(g)	Similar to Standard Act
North Carolina [2]	54-134(6)	Similar to Standard Act
North Dakota	10-15-05(10)	Basis of distribution of assets on dissolution or liquidation
Ohio	1729.06(E)	Similar to Standard Act
Oklahoma [2]	361f(g)	Similar to Standard Act
Oregon	62.510(1)(h)	Basis of distribution of assets on dissolution or liquidation
Pennsylvania [2]	12110(5)	Similar to Standard Act
South Carolina [2]	33-47-210(6)	Similar to Standard Act
South Dakota	47-15-4(10)	Basis of distribution of assets on dissolution or liquidation
Tennessee	43-16-110	Similar to Standard Act
Texas [3]	5744(f)	Similar to Standard Act
Utah	3-1-5(h)	Similar to Standard Act
Vermont	995(6)	Similar to Standard Act
Virginia [2]	13.1-316(e)	Similar to Standard Act
Washington [2]	24.32.070(6)	Similar to Standard Act
West Virginia	19-4-6(f)	Similar to Standard Act
Wisconsin	185.05(1)(j)	Basis of distribution of assets on dissolution or liquidation
Wyoming	17-10-105(3)(a)	Similar to Standard Act

Table 8.03.10—Articles of incorporation—contents—amount of capital stock

Statute	Section or article	Statute	Section or article
STANDARD	883f-8(g)	Mississippi [2]	79-19-13(g)
Alabama [2]	2-10-56	Missouri [2]	357.020
Alaska	10.15.350(4), (5)	Nevada [1]	81.040(5)
Arkansas [1]	64-1504	New Hampshire	301:4(VII)
Arkansas [2]	77-908(g)	New Jersey	4:13-4(f)
Arkansas [3]	77-1008(g)	New Mexico [1]	53-4-5(7)
California [1]	54081(f)	New Mexico [2]	76-12-7(h)
California [2]	12402(a)	New York	11(8)
Colorado [1]	7-55-102(f)	North Carolina [1]	54-113
Colorado [2]	7-56-109(1)(g)	North Carolina [2]	54-134(7)
Colorado [3]	7-57-102	North Dakota	10-15-05(4)
Connecticut [1]	33-187	Ohio	1729.06(F)
Delaware	8503(a)(5)	Oklahoma [2]	361f(h)
District of Columbia	29-805(7), (8)	Oregon	62-510(1)(d)
Florida [1]	618.04(7)	Pennsylvania [1]	12003(IV)
Georgia	65-203(g)	Pennsylvania [2]	12110(4)
Hawaii	421-4(7)	Rhode Island	7-7-3(5)
Idaho	22-2608(f)	South Carolina [1]	33-45-40(5)
Illinois [2]	447(g)	South Carolina [2]	37-47-210(7)
Indiana	15-7-1-7(a)(6)	South Dakota	47-15-4(4)
Iowa [1]	497.2	Tennessee	43-16-110
Iowa [3]	499.40(6)(a)	Texas [1]	1396-50.01(8)(b)(7), (8)
Kansas [1]	17-1506	Texas [3]	5744(g)
Kansas [2]	17-1607(g)	Utah	3-1-5(g)
Kentucky [2]	272.131(7)	Vermont	995(7)
Louisiana [1]	76(6)	Virginia [2]	13.1-316(d)
Louisiana [2]	127(6)	Washington [1]	23.86.050(5)
Maine	1823(7)	Washington [2]	24.32.070(7)
Maryland	5-505(b)(1)(iii)	West Virginia	19-4-6(g)
Minnesota [2]	308.58(1)(7)	Wisconsin	185.21(1)
Mississippi [1]	79-17-23	Wyoming	17-167(3)(b)

Table 8.03.11—Articles of incorporation—contents—number of shares

Statute	Section or article	Statute	Section or article
STANDARD	883f-8(g)	California [1]	54081(f)
Alabama [2]	2-10-56	California [2]	12402(a)
Alaska	10.15.350(5)	Colorado [1]	7-55-102(f)
Arkansas [1]	64-1504	Colorado [2]	7-56-109(1)(g)
Arkansas [2]	77-908(g)	Colorado [3]	7-57-102
Arkansas [3]	77-1008(g)		

Table 8.03.11—Articles of incorporation—contents—number of shares (continued)

Statute	Section or article	Statute	Section or article
Delaware	8303(a)(5)	New Mexico [1]	53-4-5(8)
District of Columbia	29-805(8)	New Mexico [2]	76-12-7(h)
Florida [1]	618.04(7)	New York	11(8)
Georgia	65-203(g)	North Carolina [2]	54-134(7)
Hawaii	421-4(7)	North Dakota	10-15-05(6)
		Ohio	1729.06(F)
Idaho	22-2608(f)		
Illinois [1]	305(r)	Oklahoma [2]	361f(h)
Illinois [2]	447(g)	Oregon	62.510(1)(e)
Indiana	15-7-1-7(a)(6)	Pennsylvania [2]	12110(4)
Iowa [1]	497.2	Rhode Island	7-7-3(5)
		South Carolina [1]	33-45-40(6)
Iowa [3]	499.40(6)(a)		
Kansas [1]	17-1506	South Carolina [2]	33-47-210(7)
Kansas [2]	17-1607(g)	South Dakota	47-15-4(6)
Kentucky [2]	272.131(7)	Tennessee	43-16-110
Louisiana [1]	76(6)	Texas [1]	1396-50.01(8)(b)(8)
		Texas [3]	5744(g)
Louisiana [2]	127(6)		
Maine	1823(7)	Utah	3-1-5(g)
Maryland	5-505(b)(1)(i)	Vermont	995(7)
Minnesota [1]	308.06(2)(3)	Washington [1]	23.86.050(5)
Minnesota [2]	308.58(1)(7)		

Mississippi [2]	79-19-13(g)	Washington [2]	24.32.070(7)
Missouri [2]	357.020	West Virginia	19-4-6(g)
Nevada [1]	81.040(5)		
New Hampshire	301:4(VII)	Wisconsin	185.05(1)(f)
New Jersey	4:13-4(f)	Wyoming	17-10-105(3)(b)

Table 8.03.12—Articles of incorporation—contents—par value

Statute	Section or article	Statute	Section or article
STANDARD	883f-8(g)	Delaware	8503(a)(5)
Alabama [2]	2-10-56	District of Columbia	29-805(8)
Alaska	10.15.350(5)	Florida [1]	618.04(7)
Arkansas [1]	64-1504	Georgia	65-203(g)
Arkansas [2]	77-908(g)	Hawaii	421-4(7)
Arkansas [3]	77-1008(g)		
California [1]	54081(f)	Idaho	22-2608(f)
California [2]	12402(a)	Illinois [1]	305(f)
Colorado [1]	7-55-102(f)	Illinois [2]	447(g)
Colorado [2]	7-56-109(g)	Indiana	15-7-1-7(a)(6)
Colorado [3]	7-57-102	Iowa [1]	497.2

Table 8.03.12—Articles of incorporation—contents—par value (continued)

Statute	Section or article	Statute	Section or article
Iowa [3]	499.40(6)(a)	North Carolina [2]	54-134(7)
Kansas [1]	17-1506	North Dakota	10-15-05(6)
Kansas [2]	17-1607(g)	Ohio	1729.06(F)
Kentucky	272.131(7)	Oklahoma [2]	361f(h)
Louisiana [1]	76(6)	Oregon	62.510(1)(e)
Louisiana [2]	127(6)	Pennsylvania [1]	12003(V)
Maine	1823(7)	Pennsylvania [2]	12110(4)
Maryland	5-505(6)(1)(ii)	Rhode Island	7-7-3(5)
Minnesota [1]	308.06(2)(3)	South Carolina [1]	33-45-40(6)
Minnesota [2]	308.58(1)(7)	South Carolina [2]	33-47-210(7)
Mississippi [1]	79-17-23	South Dakota	47-15-4(6)
Mississippi [2]	79-19-13(g)	Tennessee	43-16-110
Missouri [2]	357.020	Texas [1]	1396-50.01(8)(b)(8)
Nevada [1]	81.040(5)	Texas [3]	5744(g)
New Hampshire	301:4(VII)	Utah	3-1-5(g)
New Jersey	4:13-4(f)	Vermont	995(7)
New Mexico [1]	53-4-5(8)	Washington [1]	23.86.050(5)
New Mexico [2]	76-12-7(h)	Washington [2]	24.32.070(7)
New York	11(8)	West Virginia	19-4-6(g)
North Carolina [1]	54-113	Wisconsin	185.05(1)(f)
		Wyoming	17-10-105(3)(b)

Table 8.03.13—Articles of incorporation—contents—description of preferred stock

Statute	Section or article	Statute	Section or article
STANDARD	883f-8	Iowa [3]	499.40(6)(a)
Alabama [2]	2-10-56	Kansas [2]	17-1607(g)
Alaska	10.15.045	Kentucky [2]	272.131(7)
Arkansas [2]	77-908(g)	Louisiana [1]	76(6)
Arkansas [3]	77-1008(g)	Louisiana [2]	127(6)
California [1]	54081(f)	Maine	1823(7)
California [2]	12404	Minnesota [1]	308.06(2)(3)
Colorado [2]	7-56-109(1)(g)	Minnesota [2]	308.58(1)(7)
District of Columbia	29-805(8)	Mississippi [1]	79-17-13
Florida [1]	618.04(7)	Mississippi [2]	79-19-13(g)
Georgia	65-203(g)	Nevada [1]	81.040(5)
Hawaii	421-4(7)	New Hampshire	301:4(VIII)
Idaho	22-2608(f)	New Jersey	4:13-4(f)
Illinois [1]	305(f)	New Mexico [1]	53-4-5(8)
Illinois [2]	447(g)	New Mexico [2]	76-12-7(h)
Indiana	15-7-1-7(a)(6)		

Table 8.03.13—Articles of incorporation—contents—description of preferred stock (continued)

Statute	Section or article	Statute	Section or article
New York	11(8)	Tennessee	43-16-111
North Carolina	54-134(7)	Texas [1]	1396-50.01(8)(b)(8)
North Dakota	10-15-05(6)	Texas [3]	5744(g)
Ohio	1729.06(F)	Utah	3-1-5(g)
Oklahoma [2]	361f(h)	Vermont	995(8)
Oregon	62.510(1)(e)	Virginia [2]	13.1-316(d)
Pennsylvania [2]	12110(4)	Washington [2]	24.32.070(7)
Rhode Island	7-7-3(5)	West Virginia	19-4-6(g)
South Carolina [2]	33-47-210(7)	Wisconsin	185.05(1)(f)
South Dakota	47-15-4(6)		

Table 8.03.14—Articles of incorporation—contents—special stock provisions

Statute	Section or article	Description
STANDARD	883f-14	Preferred stock redeemable or retirable as stated in articles
Alabama [2]	2-10-62	Preferred stock redeemable or retirable as stated in articles
Alaska	10.15.350(7)	Limitation, if any, on recall of stock must be in articles
	10.15.055	May restrict transferability of nonmember stock
Arkansas [2]	77-914	Preferred stock redeemable or retirable as stated in articles
Arkansas [3]	77-1014	Preferred stock redeemable or retirable as stated in articles
California [2]	12403	Limitation on ownership of stock must be stated, if any
Colorado [2]	7-56-116(6)	Preferred stock redeemable or retirable as stated in articles
District of Columbia	29-805(10)	Limitation on ownership of stock, required
Florida [1]	618.15	Preferred stock redeemable or retirable as stated in articles
Hawaii	421-10(b)	Limitation on ownership of stock may be in articles
Idaho	22-2614	Preferred stock redeemable or retirable as stated in articles
Illinois [2]	454.6	Preferred stock redeemable or retirable as stated in articles
Indiana	15-7-1-13(c)	Limitations on stock ownership
	15-7-1-13(d)	Limitations on voting stock
	15-7-1-13(h)	Limitation on redeeming common stock; limitation on redeeming preferred stock
Iowa [3]	499.40(6)(a)	What rights, limitations, conditions, restrictions apply

Table 8.03.14—Articles of incorporation—contents—special stock provisions (continued)

Statute	Section or article	Description
Kansas [2]	17-1613	Terms and condition of preferred stock redemption
Kentucky [2]	272.201(7)	Preferred stock redeemable or retirable as stated in articles
Louisiana [2]	133	Preferred stock redeemable or retirable as stated in articles
Maine	1911(2)	May limit amount of common stock any one member may hold
	1912(5)	Preferred stock redeemable or retirable as stated in articles
Maryland	5-505(b)(2)	May not issue par stock
Michigan	21.102	Whether stockholders limited to one vote
	21.103	Restrictions on amount of stock owned
	21.101	Restrictions on transfer of stock
Minnesota [2]	308.65	Preferred stock redeemable or retirable as stated in articles
Mississippi [1]	79-17-13	May limit stock ownership to producers
Mississippi [2]	79-19-25	Preferred stock redeemable or retirable as stated in articles
Nevada [1]	81.050(2)	Issuance, retirement, and transfer of stock
New Mexico [1]	53-4-5(10)	Maximum amount or percentage of capital owned or controlled by one member
North Carolina [2]	54-148(f)	Preferred stock redeemable or retirable as stated in articles
North Dakota	10-15-05(9)	Limitations, if any, on recall of stock must be articles
Ohio	1729.10(H)	Preferred stock redeemable or retirable as stated in articles
Oklahoma [2]	361f(h)	Description of dividends
Oregon	62.510(1)(9)	Limitations, if any, on recall must be in articles
Rhode Island	7-7-6(e)	Transfer, retirement, cancellation of shares or certificates
South Carolina	33-47-620	Preferred stock redeemable or retirable as stated in articles
South Dakota	47-15-4(9)	Any reservation or right to recall stock must be in articles
Tennessee	43-16-127	Preferred stock redeemable or retirable as stated in articles
Texas [3]	5750	Preferred stock redeemable or retirable as stated in articles
Utah	3-1-11(e)	Preferred stock redeemable or retirable as stated in articles
Virginia [2]	13.1-322(h)	Redemption plan set forth in articles or bylaws
	13.1-322(g)	Nonvoting stock redeemed as provided in articles
	13.1-321(b)	May limit amount of voting stock
Washington [2]	24.32.160	Preferred stock redeemable or retirable as stated in articles
West Virginia	19-4-14	Preferred stock redeemable or retirable as stated in articles
Wisconsin	185.05(1)(i)	Any reservation of right to recall stock must be in articles
	185.21(2)(b)	May restrict transfer of nonmembership stock

Table 8.03.15—Articles of incorporation—contents—special membership provisions

Statute	Section or article	Description
Alaska	10.15.350(4)	Must state membership fee
	10.15.050	May require members to own stock and may limit transferability
	10.15.350(4)	Transferability restrictions on membership must be in articles
	10.15.350(6)	Transferability of membership stock must be in articles
Arkansas [3]	77-1007(a)	May provide for transferability of membership stock
California [2]	12402(b)	Number, kind, and cost of membership
Colorado [1]	7-55-102(g)	Number and capital subscription of each membership authorized
District of Columbia	29-805(9)	Minimum number of shares owned by qualify for membership
Iowa [2]	498.4	Amount of membership fee
Louisiana [2]	126	Terms and conditions for admission, representation at meetings
Maine	1823(9)	May permit transferability of membership stock
Minnesota [1]	308.06(2)(5)	May provide membership transferability must be approved by board
Nebraska	21-1406	Eligibility terms or conditions, articles or bylaws, transferability
Nevada [1]	81.050	May provide for transferability of membership stock
Nevada [2]	81.200(1)(f)	Amount which each member must pay on admission
New Mexico [1]	53-4-5(9)	Minimum number of shares required to qualify for membership
New York	40	Transferability of membership stock limited by law, articles, bylaws
North Dakota	10-15-05(5)	Description of classes of membership stock, if any
	10-15-05(7)	Which classes of stock are membership stock
Oregon	62.510(1)(f)	Limits, if any, on transferability of membership stock
Pennsylvania [1]	62.510(1)(d)	Limit, if any, on transferability of membership
	62.510(1)(d)	Must state membership fee
	12003(VII)	Terms of becoming member
	12113	Qualification for membership
South Dakota	47-15-4(7)	Which classes of stock are membership stock
	47-15-4(5)	Designation of classes of members, if any
Utah	3-1-5(i)	Issuance, retirement, transfer of membership and stock may be in articles
Virginia [2]	13.1-316(i)	Issuance, retirement, transfer of membership and stock may be in articles
Wisconsin	185.05(1)(e)	Designation of classes of membership, if any
	185.05(1)(g)	Which classes of stock are membership

Table 8.03.16—Articles of incorporation—contents—registered agent

Statute	Section or article	Description
Alaska	10.15.350(9)	Name and address of initial agent
Illinois [1]	305(b)	Name and address of initial registered agent
Indiana	15-7-1-7(a)(4)	Name and address
Maryland	5-505(a)(5)	Name and address
Nebraska [1]	21-1302(6)	Name and street address
Nebraska [2]	21-1403(7)	Name and street address
New Hampshire	301:4(V)	Name and residence of the clerk
New Jersey	4:13-4(c)	Name of person in charge and upon whom process may be served
New York	11(10)	Designation of Secretary of State as resident agent for process
	11(11)	Name and address of registered agent, if any
North Dakota	10-15-05(11)	Name and address
Oregon	62.510(1)(i)	Name and address of initial agent
South Dakota	47-15-4(11)	Complete address
Texas [1]	1396-50.01(8)(b)(4)	Name and address
Utah	3-1-5(g)	Name and address
Vermont	995(5)	Name and address of the clerk
Virginia [2]	13.1-316(b)	Name and address
Wisconsin	185.05(1)(k)	Address of agent or principal place of business

Table 8.03.17—Articles of incorporation—contents—miscellaneous provisions

Statute	Section or article	Description
Alaska	10.15.350(1)	Statement that organization is a cooperative
California [1]	54081(e)	If voting power is unequal, must be stated in articles
California [2]	12405	May provide for unequal voting in central organization
District of Columbia	29-805(7)	Number of shares of memberships subscribed for
Iowa [2]	498.4, 21	Limitations which members may place on their liability
Iowa [3]	499.20	May permit and regulate voluntary withdrawal
Louisiana [2]	132	Election of officers and agents, special qualifications
Maine	1875	Member referendum
Massachusetts [3]	14	Products handled by association
Minnesota [1]	308.06(2)(8)	Distribution of net income, required
	308.06(2)(3)	Only common stockholders shall have voting powers, required
	308.06(2)(4)	Voting on common stock restricted to one vote, required
	308.06(2)(6)	Dividends not to exceed 6 percent, required
Montana [2]	35-16-202	Assessed valuation of land; basis for membership; bond
Nebraska [1]	21-1302(3)	Must provide for distribution of net earnings
	21-1302(4)	Articles or bylaws must give detailed description of distribution
	21-1302(2)	Must specify dividends on capital stock
Nevada [1]	81.080(2)	May allow board to adopt bylaws
Nevada [3]	81.470(2)	May allow board to adopt bylaws
New Mexico [2]	76-12-7(h)	Dividends to which each share is entitled

Table 8.03.17—Articles of incorporation—contents—miscellaneous provisions (continued)

Statute	Section or article	Description
New York	70(1)	May obligate members to sell all or part of product through association
	70(2)	May fix sum for liquidated damages
	11(9)	Statement about subscribers (see text)
	46	If voting is proportionate, method must be stated
North Dakota	10-15-05(8)	Rate of dividend on each class of stock
Oregon	62.510(1)(a)	Statement that organization is a cooperative
	62.325	May require greater voting proportion than statute
Pennsylvania [1]	12003(VIII)	On what days regular meetings are to be held
Rhode Island	7-7-3	Incorporators must recite that they desire to incorporate
South Dakota	47-15-4(8)	Rate of dividend for each class of stock, or board discretion
Vermont	995(9)	Shall provide voting in person or alternate only
Virginia [1]	13.1-307	May prohibit membership if person not member of affiliated corporation
West Virginia	185.45(4)	May provide for allocation to reserves
	185.45(3)	May provide that net proceeds are income to association, not members
	185.05(1)(a)	Statement that organization is a cooperative
	185.05(1)(h)	Rate of dividend on each class of stock

Table 8.03.18—Articles of incorporation—contents—other provisions

Statute	Section or article	Description
Alaska	10.15.355	Powers need not be enumerated, bylaw type provisions
Florida [1]	618.04(8)(a)	Other provisions consistent with law, topics listed
Georgia	65-203	Other provisions consistent with law, topics listed
Illinois [1]	305(j)	Any provision not inconsistent with law
Illinois [2]	447(h)	Other provisions consistent with law, topics listed
Indiana	17-7-1-7	Other provisions consistent with law
Kentucky [2]	272.131(8)	Other provisions consistent with law, topics listed
Maine	1823(9)	Other provisions consistent with law
Michigan	21.102	Provisions for government and regulation of association
Minnesota [1]	308.06(2)	Other lawful provisions
Mississippi [1]	79-17-25	Other provisions consistent with law
Nebraska [1]	21-1303	Provisions for management and regulation
Nebraska [2]	21-1403	Other provisions consistent with law, topics listed
Nevada [1]	81.050	Other provisions consistent with law, topics listed
New Jersey	4:13-4(h)	Provisions consistent with law
New Mexico [1]	53-4-5	Provisions not inconsistent with statute
New Mexico [2]	76-12-7(i)	Other provisions consistent with law, topics listed
North Carolina [2]	54-134	Other provisions consistent with law, topics listed
North Dakota	10-15-06	Powers need not be enumerated, bylaw type provisions
Oklahoma [1]	334(f)	Other provisions not inconsistent with law

Table 8.03.18—Articles of incorporation—contents—other provisions (continued)

Statute	Section or article	Description
Oklahoma [2]	361f(i)	Other provisions consistent with law, topics listed
Oregon	62.510(2)	Powers need not be enumerated, bylaw type provisions
Pennsylvania [1]	12003(IX)	Other matters not repugnant to law, necessary and proper
Pennsylvania [2]	12110(8)	Any other provisions consistent with law
Rhode Island	7-7-3(6)	Other provisions consistent with law, topics listed
South Carolina [1]	33-45-40(7)	Other matters it may be desirable to set forth
South Carolina [2]	33-47-210(7)	Other provisions consistent with law, topics listed
South Dakota	47-15-5	Powers need not be enumerated, bylaw type provisions
Texas [1]	1396-50.01(8)(c)	Other provisions for the conduct of association's affairs
Utah	3-1-5(i)	Other provisions for conduct of affairs
Vermont	995(10)	Other provisions consistent with law, topics listed
Virginia [2]	13.1-316(i)	Other provisions for conduct of affairs
West Virginia	19-4-6(h)	Any provision for management of business
Wisconsin	185.05(2)	Powers need not be enumerated, bylaw type provisions

Table 8.04.01—Articles of incorporation—amendment—generally

Statute	Section or article	Statute	Section or article
STANDARD	883f-9	Idaho	22-2609
Alabama [2]	2-10-57	Illinois [1]	312
Alabama [3]	2-10-92	Illinois [2]	448
Alaska	10.15.365	Indiana	15-7-1-8
Arizona	10-704(c)	Iowa [1]	497.8
Arkansas [2]	77-909	Iowa [2]	498.7
Arkansas [3]	77-1009	Iowa [3]	499.41
California [1]	54083	Kansas [2]	17-1608
California [2]	12900	Kentucky [2]	272.141
Colorado [1]	7-55-109	Louisiana [1]	77
Colorado [2]	7-56-110	Louisiana [2]	128
Connecticut [2]	33-211	Maine	1825
Delaware	8512	Maryland	5-506
District of Columbia	29-807	Massachusetts [3]	15
Florida [1]	618.05	Michigan	21-104
Florida [2]	619.05	Minnesota [1]	308.15
Georgia	65-204	Minnesota [2]	308.59
Hawaii	421-7	Mississippi [1]	79-17-13

Table 8.04-01—Articles of incorporation—amendment—generally (continued)

Statute	Section or article	Statute	Section or article
Mississippi [2]	79-19-15	Oklahoma [2]	361h
Missouri [1]	274.080	Oregon	62.555
Missouri [2]	357.030		
Montana [1]	35-15-205	Pennsylvania [1]	12020
Montana [3]	35-17-203	Pennsylvania [2]	12120
Nebraska [2]	21-1409	Rhode Island	7-7-15
		South Carolina [2]	33-47-240
		South Dakota	47-15-8
Nevada [1]	81.070		
Nevada [2]	81.210	Tennessee	43-15-113
Nevada [3]	81.460	Texas [1]	1396-50.01(1)
New Hampshire	301:5	Texas [3]	5745
New Jersey	4:13-8	Utah	3-1-7
		Vermont	996
New Mexico [1]	53-4-7		
New Mexico [2]	76-12-9	Virginia [1]	13.1-301.1
New York	12	Virginia [2]	13.1-318
North Carolina [1]	54-125	Washington [1]	23.86.090
North Carolina [2]	54-135	Washington [2]	24.32.080
		West Virginia	19-4-7
North Dakota	10-15-37		
Ohio	1729.07	Wisconsin	185.51
Oklahoma [1]	335	Wyoming	17-10-107

Table 8.04.02—Articles of incorporation—amendment—initiation

Statute	Section or article	Description
STANDARD	883f-9	Approved by two-thirds of directors
Alabama [2]	2-10-57	Similar to Standard Act
Alabama [3]	2-10-92	Similar to Standard Act
Alaska	10.15.370(1)	Board must adopt resolution stating amendment
Colorado [1]	7-55-109	Similar to Standard Act
Colorado [2]	7-56-110	Similar to Standard Act
District of Columbia	29-807	Two-thirds of directors or petition of one-tenth of members
Florida [1]	618.05	Similar to Standard Act
Georgia	65-204	Similar to Standard Act
Idaho	22-2609	Similar to Standard Act
Illinois [2]	448	Similar to Standard Act
Kansas [2]	17-1608	Similar to Standard Act
Kentucky [2]	272.141(1)	Similar to Standard Act
Louisiana [1]	77	Similar to Standard Act
Louisiana [2]	128	Similar to Standard Act
Minnesota [1]	308.15(1)	Resolution first adopted by majority vote of board

Table 8.04.02—Articles of incorporation—amendment—initiation (continued)

Statute	Section or article	Description
Minnesota [2]	308.59	Similar to Standard Act
Mississippi [2]	79-19-15	Similar to Standard Act
Missouri [1]	274.080	Similar to Standard Act
Montana [1]	35-15-205	Similar to Standard Act
Montana [3]	35-17-203	Similar to Standard Act
Nebraska [2]	21-1410	Similar to Standard Act
New Jersey	4-13-8	Similar to Standard Act
New Mexico [1]	53-4-7	Two-thirds of directors or petition of one-tenth of members
New Mexico [2]	76-12-9	Similar to Standard Act
North Carolina [2]	54-135(b)	Similar to Standard Act
Ohio	1729.07	Similar to Standard Act
Oklahoma [1]	335	Similar to Standard Act
Oklahoma [2]	361h	Similar to Standard Act
Oregon	62.555(2)(a)	Board must adopt resolution stating amendment
Rhode Island	7-7-15	Similar to Standard Act
South Carolina [2]	33-47-240	Similar to Standard Act
Tennessee	43-16-113	Similar to Standard Act
Texas [1]	1396-50.01(10)(a)	Proposed by two-thirds vote of board or member petition
Texas [3]	5745	Similar to Standard Act
Vermont	996	Similar to Standard Act
Washington [2]	24.32.080	Must be approved by majority of directors
West Virginia	19-4-7	Similar to Standard Act
Wyoming	17-10-107	Majority of directors may adopt resolution

Table 8.04.03—Articles of incorporation—amendment—membership meeting

Statute	Section or article	Description
STANDARD	883f-9	Any regular meeting or any special meeting called for that purpose
Alabama [2]	2-10-57	Similar to Standard Act
Alabama [3]	2-10-92	Similar to Standard Act
Alaska	10.15.370	Similar to Standard Act
Arizona	10-704(c)	Similar to Standard Act
Arkansas [2]	77-909	Similar to Standard Act
Arkansas [3]	77-1009	Similar to Standard Act
Colorado [1]	7-55-109	Regular or special meeting, no purpose term
Colorado [2]	7-56-110	Similar to Standard Act
Connecticut [2]	33-211	May be by mail vote
Delaware	8512	Similar to Standard Act
Florida [1]	618.05	Similar to Standard Act
Florida [2]	619.05	Similar to Standard Act

Table 8.04.03—Articles of incorporation—amendment—membership meeting (continued)

Statute	Section or article	Description
Georgia	65-204	Similar to Standard Act
Hawaii	421-7(a)	Similar to Standard Act
Idaho	22-2609	Similar to Standard Act
Illinois [1]	312	Similar to Standard Act
Illinois [2]	448	Similar to Standard Act
Iowa [1]	497.8	Similar to Standard Act
Iowa [3]	499.41	Similar to Standard Act
Kansas [2]	17-1608	Similar to Standard Act
Kentucky [2]	272.141(1)	Similar to Standard Act, no special purpose term
Louisiana [1]	77	Similar to Standard Act
Louisiana [2]	128	Similar to Standard Act
Maine	1825(1)	Similar to Standard Act
Massachusetts [3]	15	Meeting or vote by mail
Michigan	21.104	Vote at next annual meeting
Minnesota [1]	308.15(1)	Meeting or vote by mail
Minnesota [2]	308.59	Similar to Standard Act
Mississippi [1]	79-17-13	At any meeting duly called
Mississippi [2]	79-19-15	Similar to Standard Act, no special purpose term
Missouri [1]	274.080	Similar to Standard Act
Missouri [2]	357.030	Similar to Standard Act
Montana [1]	35-15-205	Similar to Standard Act
Montana [3]	35-17-203	Similar to Standard Act
Nebraska [2]	21-1409	Meeting at which amendment is submitted
Nevada [2]	81.210(1)	Special election called for that purpose
New Hampshire	301:5	Similar to Standard Act
New Jersey	4:13-8	Similar to Standard Act
New Mexico [1]	53-4-7	Meeting generally
New Mexico [2]	76-12-9	Similar to Standard Act
New York	12	Regular, special, or convention meeting
North Carolina [1]	54-125	Similar to Standard Act
North Carolina [2]	54-135	Similar to Standard Act, no special purpose term
North Dakota	10-15-37	Any member meeting
Ohio	1729.07	Similar to Standard Act
Oklahoma [1]	335	Similar to Standard Act
Oklahoma [2]	361h	Similar to Standard Act
Oregon	62.555(2)(a)	Similar to Standard Act, no special purpose term
Pennsylvania [1]	12020	Special meeting called for such purpose
Pennsylvania [2]	12120(a)	Similar to Standard Act

Table 8.04.03—Articles of incorporation—amendment—membership meeting (continued)

Statute	Section or article	Description
Rhode Island	7-7-15	Vote or written assent
South Carolina [2]	33-47-240	Similar to Standard Act
South Dakota	47-15-8	Any member meeting
Texas [3]	5745	Similar to Standard Act
Utah	3-1-7(a)	Similar to Standard Act
Vermont	996	Similar to Standard Act
Virginia [1]	13.1-301.1	Similar to Standard Act
Virginia [2]	13.1-318	Similar to Standard Act
Washington [1]	23.86.090	Similar to Standard Act
Washington [2]	24.32.080	Similar to Standard Act
West Virginia	19-4-7	Similar to Standard Act
Wisconsin	185.5(1)	Any meeting
Wyoming	17-10-107	Meeting, vote by mail permitted

Table 8.04.04—Articles of incorporation—amendment—notice and quorum requirements

Statute	Section or article	Description
Alabama [2]	2-10-57	Quorum required
Alabama [3]	2-10-92	Quorum required
Alaska	10.15.370	Notice, amendment or summary of changes with notice
Arizona	10-704(c)	Notice of proposed change, 30 days
Arkansas [3]	77-1010(2)	Detailed specification of quorum requirements (see text)
Colorado [1]	7-55-109	Notice and copy mailed 10 days prior to meeting
Delaware	8512	Due notice of time, place and object of meeting
District of Columbia	29-807	30 day notice, full text of amendment and articles changed
Florida [1]	618.05	Notice shall have been given
Georgia	65-204	Notice shall have been given
Hawaii	421-7(a)	Written or printed notice delivered or mailed 30 days prior
Idaho	22-2609	Quorum specified in bylaws
Illinois [1]	312	10 days notice required for special meeting
Iowa [1]	497.8	10 days notice
Iowa [3]	499.41	Copy or summary of amendment 10 days before meeting
Kansas [2]	17-1608	Notice by first class mail 10 days prior
Kentucky [2]	272.141(1)	Written or printed notice of amendment or summary
Maine	1825(1)	Written or printed notice delivered or mailed 10 days prior
Minnesota [2]	308.15(1)	Notice by mail or publication; quorum required
Minnesota [2]	308.59	10 days notice, copy of amendment, quorum

Table 8.04.04—Articles of incorporation—amendment—notice and quorum requirements (continued)

Statute	Section or article	Description
Mississippi [1]	79-17-13	15 days notice, statement of substance of proposed amendment
Mississippi [2]	79-19-15	15 days notice by mail or delivery, amendment
Missouri [2]	357.030	60 days written notice by mail
Nevada [2]	81.210(1)	Notice as provided in bylaws for election of directors
New Hampshire	301:5	30 days written or printed notice, delivered or mailed
New Jersey	4:13-8	10 days notice
New Mexico [1]	53-4-7	30 days notice, full text of proposed and portion amended
New York	12	20 days notice of amendment and time and place of meeting
North Carolina [1]	54-125	10 days notice
North Carolina [2]	54-135	Notice as in bylaws, text or summary of amendment
North Dakota	10-15-37	Statement of nature of amendment in notice of meeting
Oklahoma [1]	335	Notice as in bylaws, notice to recite amendment
Oregon	62.555(2)(b)	Written or printed notice, amendment or summary
Pennsylvania [1]	12020	Notice, proposed amendment to be set out fully and clearly
Pennsylvania [2]	12120(c)	15 days notice, copy of amendment, statement of purpose and effect
South Carolina [2]	33-47-240	Notice of proposed amendment, quorum required
South Dakota	47-15-8	Statement of proposed amendment
Texas [1]	1396-50.01(10)(a)	Notice and amendment mailed or posted 30 days prior
Utah	3-1-7(a)	Notice of proposed amendment and time and place of meeting, publication
Virginia [1]	13.1-301.1	10 days notice
Virginia [2]	13.1-318	10 days notice
Washington [1]	23.86.090	20 days written notice
Washington [2]	24.32.080	Notice of proposed amendment
Wisconsin	185.51(1)	Notice of proposed amendment
Wyoming	17-10-107	20 days notice with text of full amendment and amended parts, quorum

Table 8.04.05—Articles of incorporation—amendment—membership approval

Statute	Section or article	Description
STANDARD	883f-9	Majority of all the members of the association
Alabama [2]	2-10-57	Two-thirds of members present and voting at meeting
Alabama [3]	2-10-92	Two-thirds of members present and voting at meeting
Alaska	10.15.370(3)	Majority of member votes cast
Arizona	10-704(c)	Majority of active members of association
California [2]	12900	Vote or written consent representing three-fourths of voting power
Colorado [1]	7-55-109	Majority of members or stockholders present or voting by mail
Colorado [2]	7-56-110	Majority of votes cast in person or by mail ballot
Connecticut [2]	33-211	Three-fourths members present and voting or three-fourths mail vote
Delaware	8512	Two-thirds of all common shareholders or representative council
District of Columbia	29-807	Two-thirds of members voting

Table 8.04.05—Articles of incorporation—amendment—membership approval (continued)

Statute	Section or article	Description
Florida [1]	618.05	Majority of members attending meeting
Florida [2]	619.05(1)	Two-thirds vote of all its members
Georgia	65-204	Majority of members attending meeting
Hawaii	421-7(a)	Two-thirds of members voting, special rules for patronage voting
Idaho	22-2609	Two-thirds of members present at meeting
Illinois [1]	312	Two-thirds vote of shareholders
Illinois [2]	448	Vote or written consent by maj. of all members, two-thirds if without director approval
Indiana	15-7-1-8	Majority of members; or if unequal voting, majority of votes cast
Iowa [3]	499.41	Two-thirds voting in person or by mail, articles or bylaws may modify
Kansas [2]	17-1608	Majority of members or two-thirds of members voting at meeting
Kentucky [2]	272.141(1)	Majority of members present or by proxy, if permitted
Louisiana [1]	77	Majority of all members
Louisiana [2]	128	Majority of all members, articles or bylaws may require more
Maine	1825(1)	Two-thirds of members voting, special rules for patronage voting
Massachusetts [2]	4	For delegate voting, two-thirds delegates eligible to vote
Massachusetts [3]	15	Three-fourths members present and voting, special mail rules (see text)
Michigan	21.104	Vote at annual meeting
Minnesota [1]	308.15(1)	Majority vote of meeting or by mail if allowed
Minnesota [2]	308.59	Majority of members present at meeting
Mississippi [1]	79-17-13	Majority of members present at meeting
Mississippi [2]	79-19-15	Majority of members present at meeting
Missouri [1]	274.080	Majority of members voting thereon
Missouri [2]	357.030	Majority of shareholders at meeting
Montana [1]	35-15-201	Two-thirds of members voting thereon
Montana [3]	35-17-203	Majority of members
Nebraska [2]	21-1409	Majority of members or their representatives
Nevada [2]	81.210(1)	Two-thirds of members present at special election
New Hampshire	301:5	Two-thirds of members at meeting, special patronage rules (see text)
New Jersey	4:13-8	Majority of members or their delegates present and voting
New Mexico [1]	53-4-7	Two-thirds of members voting
New Mexico [2]	76-12-9	Two-thirds vote of members present at meeting
New York	12	Two-thirds of members voting, special patronage rules (see text)
North Carolina [1]	54-125	Majority vote of stockholders
North Carolina [2]	54-135(b)	Majority of members present or represented by proxy
North Dakota	10-15-37	Majority of member votes cast
Ohio	1729.07	Majority of all members
Oklahoma [2]	361h	Two-thirds of members voting
Oregon	62.555(2)(c)	Majority of member votes cast
Pennsylvania [1]	12020	Majority of members present at special meeting
Pennsylvania [2]	12120(a)	Two thirds of members or delegates voting, person, mail, proxy

Table 8.04.05—Articles of incorporation—amendment—membership approval (continued)

Statute	Section or article	Description
Rhode Island	7-7-15	Majority of members vote on written assent
South Carolina [2]	33-47-240	Majority of the quorum
South Dakota.	47-15-8	Two-thirds of quorum of meeting
Tennessee	43-16-113	Majority of all members
Texas [1]	1396-50.01(10)(a)	Two-thirds of members voting
Texas [3]	5745	Majority of all members
Utah	3-1-7(a)	Majority of members voting thereon
Vermont	996	Two-thirds of members voting
Virginia [1]	13.1-301.1	Two-thirds of members voting
Virginia [2]	13.1-318	Two-thirds of members voting
Washington [1]	23.86.090	Majority of stockholders
Washington [2]	24.32.080	Two-thirds of members voting, at least 25 percent must vote
West Virginia	19-4-7	Majority of all members
Wisconsin	185.51(2)	Two-thirds of member votes
Wyoming	17-10-107	Majority vote of members where quorum present

Table 8.04.06—Articles of incorporation—amendment—special member voting

Statute	Section or article	Description
STANDARD	883f-8(f)	For member property rights change, three-fourths member vote (see text)
Arkansas [2]	77-908	Similar to Standard Act
Colorado [2]	7-56-109(f)	Similar to Standard Act
District of Columbia	29-807	Similar to Standard Act except two-thirds majority
Florida [1]	618.04(6)	Similar to Standard Act
Florida [2]	619.04(6)	Unanimous vote for property and voting rights change
Georgia	65-203(f)	Similar to Standard Act
Idaho	22-2608(e)	Similar to Standard Act except simple majority
Illinois [2]	447(f)	Similar to Standard Act
Kansas [2]	17-1607(f)	Similar to Standard Act
Kentucky [2]	272.131(6)	Similar to Standard Act, proxy vote permitted, two-thirds vote
Maryland	5-506(1)	In person or by mail, two thirds of all members or two-thirds of class affected
Mississippi [2]	79-19-13(f)	Similar to Standard Act
Missouri [1]	274.070(1)(6)	Similar to Standard Act
Montana [3]	35-17-202	Similar to Standard Act
New Hampshire	301:4(VI)	Similar to Standard Act
North Carolina [2]	54-134(6)	Similar to Standard Act
Ohio	1729.06(E)	Similar to Standard Act except two-thirds majority

Table 8.04.06—Articles of incorporation—amendment—special member voting (continued)

Statute	Section or article	Description
South Carolina [2]	33-47-250	Similar to Standard Act
Tennessee	43-16-110	Similar to Standard Act
Texas [3]	5744(f)	Similar to Standard Act
Vermont	995(6)	Similar to Standard Act
Washington [2]	24.32.070(6)	Similar to Standard Act, two-thirds majority, one-fourth must vote
West Virginia	19-4-6(f)	Similar to Standard Act
Wyoming	17-10-105(3)(a)	Similar to Standard Act

Table 8.04.07—Articles of incorporation—amendment—nonmember voting

Statute	Section or article	Description
Alaska	10.15.375	Nonvoting shareholder may vote if amendment affects interests (see text)
District of Columbia	29-807	If preferences altered, two-thirds owner approval required
Hawaii	421-7(a)	If preferences altered, two-thirds preferred shareholders written consent required
Maine	1825(1)	If preferences altered, two-thirds preferred shareholders consent required
New Hampshire	301:5	If preferences altered, written consent of two-thirds outstanding shares
New Mexico [1]	53-4-7	If preferences altered, vote of two-thirds owners of that stock
New York	12	If preferences altered, two-thirds approval, redemption rights
Oregon	62.560	Nonvoting shareholders may vote if amendment affects interests

Pennsylvania [2]	12120(a)	If preferences altered, written consent of two-thirds stockholders
Utah	3-1-7(a), 11(e)	If preferences altered, written consent of majority of stockholders
Virginia [1]	13.1-301.1	If preferences altered, written consent of two-thirds such stockholders
Virginia [2]	13.1-318	If preferences altered, written consent of two-thirds such stockholders
Wisconsin	185.52	Nonvoting shareholder may vote if amendment affects interests

Table 8.04.08—Articles of incorporation—amendment—special rules

Statute	Section or article	Description
California [1]	54083	Amendment rules to follow those for general corporations
California [2]	12900	Amendment rules to follow those for general corporations
District of Columbia	29-807	May not reduce paid-up capital stock below level at amendment
Illinois [1]	312	May not reduce paid-up capital stock below level at amendment, par value minimum
Iowa [1]	497.8	May not reduce paid-up capital stock below level at amendment
Kentucky [2]	272.141(2)	Assoc. existence amendment may be adopted by two-thirds voting board members
Maryland	5-506	General corporation rules to apply
Massachusetts [3]	15	General corporation rules to apply
Minnesota [1]	308.061	May amend article to provide perpetual or limited existence
Mississippi [1]	79-17-13	Same procedure as for adoption, with exceptions
Missouri [2]	357.030	May not reduce capital stock below paid-up level at amendment
Nevada [1]	81.070	May make any amendment not inconsistent with statute

Table 8.04.08—Articles of incorporation—amendment—special rules (continued)

Statute	Section or article	Description
Nevada [3]	81.460	May make any amendment not inconsistent with statute
New Mexico [1]	53-4-7	May not reduce capital stock below paid-up level at amendment
North Carolina [1]	54-125	May not reduce capital stock below paid-up level at amendment
North Dakota	10-15-38(4)	Two year objection limit
	10-15-38(3)	Cause of action not limited
	10-15-40	Bankruptcy may modify
	10-15-39	May restate articles
Oregon	62.565(3), 570	Cause of action not affected, may restate articles
Pennsylvania [2]	12120(a)	May amend for any lawful purpose
South Dakota	47-15-12	2-year objection limit
	47-15-11	Cause of action not limited
	47-15-13	Bankruptcy may modify
	47-15-15	May restate articles
Vermont	995(9)	Required limit on proxy voting not subject to amendment
Washington [1]	23.86.090	May not reduce capital stock below paid-up level at amendment
Wisconsin	185.53(4)	2-year objection limit
	185.53(3)	Cause of action not limited
	185.55	Bankruptcy may modify
	185.54	May restate articles
Wyoming	17-10-107	May not amend articles inconsistent with association purposes

Table 8.04.09—Articles of incorporation—amendment—execution and filing

Statute	Section or article	Description
Alabama [2]	2-10-57	Filing requirement
Alabama [3]	2-10-92	Filing requirement
Alaska	10.15.385	Filing requirement
	10.15.380	Detailed information in filed document, verification procedure
Arizona	10-704(c)	Filing requirement
Colorado [1]	7-55-109	Filing requirement, signed by president or vice president, attested
Colorado [2]	7-56-110	Filing requirement
Connecticut [2]	33-211	Filing requirement, attested
Delaware	8512	Filing requirement, signed by not less than 3 directors
District of Columbia	29-807	Verified by president and secretary, filing requirement
Florida [1]	618.05	Filing requirement, president or vice president must execute and acknowledge
Florida [2]	619.05(2)	Executed by president or vice president, verified by secretary, filed
Georgia	65-204	Filing requirement, general corporation law
Hawaii	421-7(b)	Executed by president or vice president, and secretary, filed as articles
Idaho	22-2609	Filing requirement
Illinois [1]	312	Filing requirement
Illinois [2]	448	Filing requirement
Iowa [1]	497.9	Recorded within 30 days after adoption
Iowa [2]	498.7	Recorded within 30 days after adoption

Table 8.04.09—Articles of incorporation—amendment—execution and filing

Statute	Section or article	Description
Kentucky [2]	272.141(3)(e)	Filing requirement
Louisiana [1]	77	Filing requirement
Louisiana [2]	128	Filing requirement
Maine	1825(2)	Executed by pres. or v. pres., and secretary or treasurer, filing requirement
Minnesota [1]	308.15(1), (3)	Filing requirement, signed and acknowledged
Minnesota [2]	308.59	Filing requirement, signed and acknowledged
Mississippi [1]	79-17-13	Filing requirement, signed by 2 executive officers
Mississippi [2]	79-19-15	Filing requirement, certified by president or secretary
Missouri [1]	274.080	Filing requirement
Missouri [2]	357.030	Filing requirement
Montana [1]	35-15-205	Filing requirement, executed and acknowledged
Montana [3]	35-17-203	Filing requirement, executed and acknowledged
Nebraska [2]	21-1404	Filing requirement
Nevada [2]	81.210(2)	Filing requirement
New Hampshire	301:5	Filing requirement
New Jersey	4:13-8	Filing requirement
New Mexico [1]	53-4-7	Filing requirement, verified by president, secretary
New Mexico [2]	76-12-9	Filing requirement
New York	12	Affidavit affirming proper votes, filing requirement, acknowledged
North Carolina [1]	54-125	Filing requirement
North Carolina [2]	54-135(c)	Detailed information in filed document, filed as business corporation law
North Dakota	10-15-38	Detailed information in filed document, verification procedure, filing
Ohio	1729.07	Filing requirement
Oklahoma [1]	335	Filing requirement, signed, acknowledged by at least 3 directors
Oklahoma [2]	361i	Filing requirement
Oregon	62.565	Detailed information in filed document, verification procedure, filing
Pennsylvania [1]	12020	Filing requirement
Pennsylvania [2]	12120(a)	Signed by two officers, filing requirement
Rhode Island	7-7-15	Filing requirement, signed and sworn
South Carolina [2]	33-47-240	Filing requirement
South Dakota	47-15-9, 10	Detailed information in filed documents, verification provided, filing
Texas [1]	1396-50.01(10)(b)	Filing requirement, verified
Texas [2]	2517	Filing requirement
Texas [3]	5745	Filing requirement
Utah	3-1-7(b)	Executed by president or vice president, verified filed like articles
Vermont	996	Filing requirement
Virginia [1]	13.1-301.1	Triplicate originals, signed and acknowledged, filing requirement

Table 8.04.09—Articles of incorporation—amendment—execution and filing (continued)

Statute	Section or article	Description
Virginia [2]	13.1-318	Triplicate originals, signed and acknowledged, filing requirement
Washington [1]	23.86.090	Filing requirement
Washington [2]	24.32.080	Filing requirement
West Virginia	19-4-7	Filing requirement
Wisconsin	185.53	Signed by pres. or v. pres., and sec. or asst. sec., sealed, filed
Wyoming	17-10-107	Directors must sign, corporate laws apply, filing requirement

Table 9.01—Bylaws—requirement

Statute	Section or article	Description
STANDARD	883f-10	Association must adopt bylaws within 30 days of incorporation
Alabama [2]	2-10-58	Similar to Standard Act
Alabama [3]	2-10-93	Similar to Standard Act
Alaska	10.15.015	Board shall adopt the initial bylaws
Arizona	10-706(A)	Similar to Standard Act
Arkansas [1]	64-1514	Association may pass bylaws to govern itself
Arkansas [2]	77-910	Similar to Standard Act
Arkansas [3]	77-1010	Similar to Standard Act, without time limit
California [1]	54111	Similar to Standard Act
California [2]	12450	Shall adopt bylaws before doing business
Colorado [1]	7-55-103	Similar to Standard Act
Colorado [2]	7-56-111	Similar to Standard Act
Colorado [3]	7-57-103	Similar to Standard Act
Connecticut [1]	33-186	Association may make its own bylaws
Delaware	8509	Similar to Standard Act
District of Columbia	29-808	Shall be adopted by stated majority of members
Florida [1]	618.09	Shall adopt bylaws for government and management
Florida [2]	619.06	Similar to Standard Act
Georgia	65-207	Similar to Standard Act
Hawaii	421-8	Similar to Standard Act
Idaho	22-2610	Similar to Standard Act

Table 9.01—Bylaws—requirement (continued)

Statute	Section or article	Description
Illinois [2]	449	Similar to Standard Act
Indiana	15-7-1-9	Similar to Standard Act
Iowa [3]	499.46	Directors may adopt bylaws
Kansas [1]	17-1512	Cooperative shall formulate bylaws
Kansas [2]	17-1609	Similar to Standard Act
Kentucky [2]	272.151(1)	Similar to Standard Act
Louisiana [1]	78	Similar to Standard Act
Louisiana [2]	129	Similar to Standard Act
Maine	1826	Members may adopt bylaws
Maryland	5-511(a)	Similar to Standard Act
Mississippi [1]	79-17-15	Majority of organizing members named in articles may adopt
Mississippi [2]	79-19-17	Similar to Standard Act
Missouri [1]	274.090(1)	Similar to Standard Act
Montana [2]	35-16-206	Must adopt a code of bylaws
Montana [3]	35-17-206	Similar to Standard Act
Nebraska [1]	21-1303	Every association shall have power to adopt bylaws
Nebraska [2]	21-1405(1)	Shall have power to adopt bylaws
Nevada [1]	81.080(1)	Similar to Standard Act, within month of filing articles
Nevada [2]	81.230(1)	Similar to Standard Act, within forty days
Nevada [3]	81.470(1)	Must adopt bylaws within 1 month of filing articles
New Hampshire	301:10	Similar to Standard Act
New Jersey	4:13-18	Shall be adopted at initial meeting
New Mexico [1]	53-4-4(4)	Association has power to adopt bylaws
New Mexico [2]	76-12-10	Similar to Standard Act
New York	14(h)	Association has power to adopt bylaws
North Carolina [1]	54-116	Shall make bylaws at time articles are made
North Carolina [2]	54-136	Similar to Standard Act
North Dakota	10-15-09	Initial bylaws "may be adopted" by temporary board
Ohio	1729.11	Similar to Standard Act
Oklahoma [1]	342	Shall be adopted at meeting within 40 days after articles filed
Oklahoma [2]	361i	Similar to Standard Act
Oregon	62.125(11)	Power to make and alter specifically given
	62.135	Board shall adopt the initial bylaws
Pennsylvania [1]	12012	As members may deem necessary for management
Pennsylvania [2]	12112(6)	Power to adopt
	12121	Shall adopt bylaws before commencing business
Rhode Island	7-7-7	Similar to Standard Act
South Carolina [2]	33-47-810	Similar to Standard Act
South Dakota	47-15-35	Association has power to make bylaws
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746	Similar to Standard Act
Utah	3-1-8	Members shall adopt bylaws
Vermont	1000(a)	Similar to Standard Act
Virginia [1]	13.1-301.2	Shall adopt bylaws before commencing business
Virginia [2]	13.1-319	Shall adopt bylaws before commencing business

Table 9.01—Bylaws—requirement (continued)

Statute	Section or article	Description
Washington [1]	23.86.100	Association may pass bylaws
Washington [2]	24.32.090	Similar to Standard Act
West Virginia	19-4-8	Similar to Standard Act
Wisconsin	185.06	Organization meeting shall be held for adoption of bylaws
Wyoming	17-10-109	Power to make bylaws

Table 9.02—Bylaws—adoption approval

Statute	Section or article	Description
STANDARD	883f-10	Majority vote of members or shareholders, or written assent
Alabama [2]	2-10-58	Similar to Standard Act
Alabama [3]	2-10-93	Majority of organizing members may adopt bylaws
Arizona	10-706(A)	Similar to Standard Act
Arkansas [3]	77-1010	Similar to Standard Act
California [1]	54111	Similar to Standard Act, with majority voting power stipulated
California [2]	12450	Shareholders shall adopt bylaws
Colorado [2]	7-56-111	Similar to Standard Act
Delaware	8509	Approval at meeting
District of Columbia	29-808	Majority of members voting
Florida [1]	618.09	Majority of members attending meeting, notice required
Florida [2]	619.06	Similar to Standard Act
Georgia	65-207	Majority of members attending meeting, notice required
Hawaii	421-8	Majority of members voting, or majority vote and patronage majority
Idaho	22-2610	Similar to Standard Act
Illinois [1]	328	Shareholders may adopt at regular or special meeting
Illinois [2]	449	Majority vote or written assent of members, or majority vote of directors
Indiana	15-7-1-9	Power vested in board unless articles provide otherwise
Iowa [3]	499.46	Adoption by 75 percent of board of directors
Kentucky [2]	272.151(1)	Two-thirds of members voting at meeting
Louisiana [1]	78	Similar to Standard Act
Louisiana [2]	129	Majority vote or written assent of members, board adoption if in articles
Maine	1826	Majority of members voting, or majority vote and patronage majority
Maryland	5-511(b)	Two-thirds of members voting in person or by mail
Michigan	21:102	Shareholders shall have power to adopt bylaws
Mississippi [2]	79-19-17	Similar to Standard Act
Missouri [1]	274.090(1)	Similar to Standard Act
Missouri [2]	357.130(1)	Similar to Standard Act
Montana [1]	35-15-304	All bylaws shall be adopted by associations stockholders
Montana [2]	35-16-206	Adopted by majority action
Montana [3]	35-17-206	Similar to Standard Act

Table 9.02—Bylaws—adoption approval (continued)

Statute	Section or article	Description
Nebraska [2]	21-1407	Adopted by board of directors
Nevada [1]	81.080(1)	Similar to Standard Act
Nevada [2]	81.230(1)	Majority vote of all associates shall be necessary
Nevada [3]	81.470(1)	Majority vote of members or written assent of members representing majority vote
New Hampshire	301:10	Similar to Standard Act
New Jersey	4:13-18	Similar to Standard Act
New Mexico [1]	53-4-8	Majority of members voting
New Mexico [2]	76-12-10	Majority or members voting, or majority vote and patronage majority
New York	16,111	Two-thirds of members voting at meeting, notice
North Carolina [2]	54-136	Majority of members voting
North Dakota	10-15-11	Temporary board adoption, members may permit board to adopt
Ohio	1729.11	Similar to Standard Act
Oklahoma [2]	361i	Majority of members voting
Oregon	62:135	Power to adopt bylaws is vested in the members
Pennsylvania [1]	12012	Majority of associates
Pennsylvania [2]	12119	Incorporators shall adopt bylaws
Rhode Island	7-7-7	Two-thirds of members voting at meeting, notice, quorum
South Carolina [2]	33-47-810	Majority of members voting
South Dakota	47-15-16, 17	Members may permit board to adopt
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.1(11)	Simple majority vote of members voting, unless articles or bylaws increase
Texas [3]	5746	Similar to Standard Act
Utah	3-1-8	Majority of members voting
Vermont	1000(a), (b)	Similar to Standard Act, delegate voting rules
Virginia [1]	13.1-301.2	Majority vote of board of two-thirds of members voting
Virginia [2]	13.1-319	Majority vote of board of two-thirds, of members voting
Washington [2]	24.32.090	Two-thirds of members voting at meeting, 25 percent of all members must vote
West Virginia	19-4-8	Similar to Standard Act
Wisconsin	185.07	Members may permit board to adopt, details

Table 9.04—Bylaws—filing

Statute	Section or article	Description
Nevada [1]	81.080(3)	Book of bylaws
Nevada [3]	81.470(3)	Book of bylaws
New Jersey	4:13-18	State Department of Agriculture
New York	15	State Department of Agriculture
Texas [2]	2517	Filed in office of Secretary of State, county clerk
Virginia [2]	13.1-319	State Department of Agriculture, Director of Extension

Table 9.05—Bylaws—bylaw purposes

Statute	Section or article	Description
STANDARD	883f-10	Association to adopt bylaws for its "government and management"
Alabama [2]	2-10-58	Government and management
Alabama [3]	2-10-93	Government and management
Alaska	10.15.015	Regulation and management of association's affairs
Arkansas [1]	64-1514	To govern itself
Arkansas [2]	77-910	Government and management
Arkansas [3]	77-1010	Government and management
California [1]	54111	Government and management
Colorado [1]	7-55-103	Government and management
Colorado [2]	7-56-111	Government and management
Delaware	8509	To regulate conduct and management
Florida [1]	618.09	Government and management
Florida [2]	619.06	Government and management
Georgia	65-207	Government and management
Idaho	22-2610	Government and management
Illinois [2]	449	Government and management
Indiana	15-7-1-9	Regulation and management of business and affairs
Kansas [2]	17-1609	Government and management
Kentucky [2]	272.151	Government and management
Louisiana [1]	78	Government and management
Louisiana [2]	129	Government and management
Maryland	5-511(a)	Regulation and management
Michigan	21.102	Government and regulation
Mississippi [2]	79-19-17	Government and management
Missouri [1]	274.090	Government and management
Montana [2]	35-16-206	Government
Montana [3]	35-17-206	Government and management
Nebraska [1]	21-1303	Management and regulation of association's affairs
Nebraska [2]	21-1407	Government and management
Nevada [1]	81.080	Government and management
Nevada [2]	81.230	Government and management
Nevada [3]	81.470(1)	Government and management
New Hampshire	301:10	Government and management
New Jersey	4:13-16(f)	Management of property, regulation of affairs
	4:13-18	Conduct and management of association
New Mexico [1]	53-4-4(4)	Government and management
New York	14(1)	Conduct and management of the affairs of the corporation

Table 9.05—Bylaws—bylaw purposes (continued)

Statute	Section or article	Description
North Carolina [2]	54-136	Government and management
Ohio	1729.11	Government and management
Oklahoma [1]	342	Regulate conduct and management of association
Oregon	62.135	Regulation and management of association's affairs
Pennsylvania [1]	12012	Proper management of business, property and affairs of association
Pennsylvania [2]	12112(6)	Management of property, regulation of affairs, conduct and management
Rhode Island	7-7-7	Government and management
South Carolina [2]	33-47-810	Government and management
South Dakota	47-15-35	Administration and regulation of association's affairs
Tennessee	43-16-114	Government and management
Texas [3]	5746	Government and management
Vermont	1000(a)	Government and management
Washington [1]	23.86.100	To govern itself
Washington [2]	24.32.090	Government and management
West Virginia	19-4-8	Government and management
Wisconsin	185.03	Administration and regulation of association's affairs
Wyoming	17-10-109(6)	Management of property, regulation of its business

Table 9.06—Bylaws—contents

Statute	Section or article	Statute	Section or article
Standard	883f-10	Indiana	15-7-1-9
Alabama [2]	2-10-58	Iowa [3]	499.46
Arizona	10-706(A)	Kansas [1]	17-1512
Arkansas [1]	64-1510	Kansas [2]	17-1609
Arkansas [2]	77-910	Kentucky [2]	272.151
Arkansas [3]	77-1010	Louisiana [1]	78
California [1]	54111	Louisiana [2]	129
California [2]	12451	Maine	1826
Colorado [1]	7-55-103	Maryland	5-511
Colorado [2]	7-56-111	Massachusetts	13
Delaware	8510	Minnesota [2]	308.60
District of Columbia	29-808	Mississippi [2]	79-19-17
Florida [1]	618.09	Missouri [1]	274.090
Florida [2]	619.06	Missouri [2]	357.130(2)
Georgia	65-207	Montana [2]	35-16-207
Hawaii	421-8	Montana [3]	35-17-206
Idaho	22-2610	Nevada [1]	81.090
Illinois [2]	449	Nevada [2]	81.230

Table 9.06—Bylaws—contents

Statute	Section or article	Statute	Section or article
Nevada [3]	81.480	Pennsylvania [2]	12121
New Hampshire	301.10	South Carolina [2]	33-47-810
New Jersey	4:13-18	Tennessee	43-16-114
New Mexico [1]	53-4-9	Texas [1]	1396-50.01(12)
New Mexico [2]	76-12-10	Texas [3]	5746
North Carolina [1]	54-116	Utah	3-1-8
North Carolina [2]	54-136	Vermont	1001
Ohio	1729.11	Virginia [1]	13.1-301.2
Oklahoma [1]	342	Virginia [2]	13.1-319
Oklahoma [2]	361i	West Virginia	19-4-8

Table 9.06.01—Bylaws—contents—entrance, organization, membership fee

Statute	Section or article	Description
STANDARD	883f-10(g)	Permissive, fees, collection, purposes for which used (see text)
Alabama [2]	2-10-58(7)	Similar to Standard Act
Alabama [3]	2-10-96	Provision for membership fees and dues
Arizona	10-706(A)(7)	Similar to Standard Act
Arkansas [2]	77-910(g)	Similar to Standard Act
Arkansas [3]	77-1010(h)	Similar to Standard Act
California [1]	54118	Similar to Standard Act
Colorado [1]	7-55-103(j)	Permissive, amount of membership fee
Colorado [2]	7-56-111(g)	Similar to Standard Act
Florida [1]	618.09(7)	Similar to Standard Act
Florida [2]	619.06(4)	Similar to Standard Act
Georgia	65-207(g)	Similar to Standard Act
Idaho	22-2610(g)	Similar to Standard Act
Illinois [2]	449(g)	Similar to Standard Act
Indiana	15-7-1-9(h)	Similar to Standard Act
Kansas [2]	17-1609(g)	Similar to Standard Act
Kentucky [2]	272.151(2)(g)	Similar to Standard Act
Louisiana [1]	78(8)	Similar to Standard Act
Louisiana [2]	129(7)	Similar to Standard Act
Massachusetts [3]	13	Permissive, entrance fees
Minnesota [2]	308.60(7)	Similar to Standard Act
Mississippi [1]	79-17-19	Permissive for membership fees and dues
Mississippi [2]	79-19-17(g)	Similar to Standard Act
Missouri [1]	274.090(1)(7)	Similar to Standard Act
Montana [3]	35-17-304	Similar to Standard Act
Nevada [1]	81.090(5)	Permissive, amount of membership fee, if any

Table 9.06.01—Bylaws—contents—entrance, organization, membership fee

Statute	Section or article	Description
Nevada [2]	81.230(4)(g)	Similar to Standard Act
Nevada [3]	81.480(4)	Permissive, amount of membership fee, if any
New Hampshire	301:11(VII)	Similar to Standard Act
New Jersey	4:13-18(e)	Similar to Standard Act but mandatory
New Mexico [1]	53-4-9	Permissive, method and terms of admission
New Mexico [2]	76-12-10	Similar to Standard Act
North Carolina [2]	54-136(7)	Similar to Standard Act
Ohio	1729.11(g)	Similar to Standard Act
Oklahoma [1]	342c	Mandatory, fixing and collecting fees, dues, others
Oklahoma [2]	361i(g)	Similar to Standard Act
Rhode Island	7-7-6(m)	Permissive, any matter or thing relative to members
South Carolina [2]	33-47-810(7)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746(g)	Similar to Standard Act
Vermont	1001(6)	Similar to Standard Act
West Virginia	19-4-8(g)	Similar to Standard Act

Table 9.06.02—Bylaws—contents—member admission conditions

Statute	Section or article	Description
STANDARD	883f-10(i)	Permissive; number, qualification, conditions for admission (see text)
Alabama [2]	2-10-58(9)	Similar to Standard Act
Alaska	10.15.020(b)	Mandatory; qualification, and method of acceptance
Arizona	10-706(A)(11)	Similar to Standard Act, without stock provision
Arkansas [1]	64-1510	Mandatory; manner of becoming member
Arkansas [2]	77-910(i)	Similar to Standard Act
Arkansas [3]	1010(j)	Similar to Standard Act, may be applicable to preferred stock
California [1]	54121	Similar to Standard Act
Colorado [1]	7-55-103(i)	Qualifications for membership
Colorado [2]	7-56-111(i)	Similar to Standard Act
District of Columbia	29-809(1)	Method and terms of admission
Florida [1]	618.09(9)	Similar to Standard Act
Florida [2]	619.06(5)	Similar to Standard Act
Georgia	65-207(i)	Similar to Standard Act
Idaho	22-2610(i)	Similar to Standard Act
Illinois [2]	449(h)	Similar to Standard Act

Table 9.06.02—Bylaws—contents—member admission conditions (continued)

Statute	Section or article	Description
Indiana	15-7-1-9(j)	Similar to Standard Act
Kansas [1]	17-1512	Manner of becoming members
Kansas [2]	17-1609(i)	Similar to Standard Act
Kentucky [2]	272.151(2)(i)	Similar to Standard Act
Louisiana [1]	78(10)	Similar to Standard Act
Louisiana [2]	129(9)	Similar to Standard Act
Massachusetts [3]	13	Permissive; admission of members
Michigan	21-103	Articles or bylaws may provide membership qualification
Minnesota [2]	308.60(9)	Similar to Standard Act
Mississippi [1]	79-17-19	Permissive; how membership may be acquired
Mississippi [2]	79-19-17(i)	Similar to Standard Act
Missouri [1]	274.090(1)(11)	Similar to Standard Act
Montana [2]	35-16-302	May provide manner and form of member admission
Montana [3]	35-17-304	Similar to Standard Act
Nebraska [1]	81.090(8), (9)	Similar to Standard Act
Nebraska [2]	81.230(4)(f)	Similar to Standard Act
Nevada [1]	81.090(8), (9)	Number, qualifications, conditions precedent to membership
Nevada [2]	81.230(4)(f)	Qualifications of membership
Nevada [3]	81.430(1)	Terms and conditions, rules and regulations prescribed in bylaws
	81.480(7), (8)	Number and qualifications, conditions precedent
New Hampshire	301:11(IX)	Similar to Standard Act
New Jersey	4:13-18(b)	Number, qualifications, conditions of membership
New Mexico [1]	53-4-9(1)	Method and terms of admission
New Mexico [2]	76-12-10	Similar to Standard Act
New York	14(h)	Qualifications and admission of new members
	111	Mandatory; terms and conditions of membership
North Carolina [1]	54-116(3)	Mandatory; qualifications for membership
North Carolina [2]	54-136(9)	Similar to Standard Act
North Dakota	10-15-15	Qualifications, requirements, method of acceptance, terms, conditions
Ohio	1792.11(1)	Similar to Standard Act
Oklahoma [1]	342(b)	Similar to Standard Act but mandatory
Oklahoma [2]	361(i)	Similar to Standard Act
Oregon	62.145(2)	Mandatory; qualifications and method of acceptance
Pennsylvania [1]	12007	May permit minor to own shares and vote
Pennsylvania [2]	12113	May prescribe additional qualifications for membership
Rhode Island	7-7-8	Procedure for ascertaining membership eligibility
	7-7-6(m)	Permissive, any matter or thing relative to members
South Carolina [2]	33-47-810(11)	Similar to Standard Act

Table 9.06.02—Bylaws—contents—member admission conditions (continued)

Statute	Section or article	Description
South Dakota	47-16-1	Qualifications, requirements, method of acceptance, terms, conditions
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(12)(1)	Requirements for admission to membership
Texas [2]	2521	Rules and limitations on member admission
Texas [3]	5746(i)	Similar to Standard Act
Vermont	1001(8)	Similar to Standard Act
West Virginia	19-4-8(i)	Similar to Standard Act
Wisconsin	185.11(2)	Designation, qualifications, requirements, method of acceptance

Table 9.06.03—Bylaws—contents—regular or service charges

Statute	Section or article	Description
STANDARD	883f-10(h)	Permissive; periodic or service charges, time and manner (see text)
Alabama [2]	2-10-58(8)	Similar to Standard Act
Arizona	10-706(A)(8)	Permissive; annual dues or assessments
Arkansas [2]	77-910(h)	Similar to Standard Act
Arkansas [3]	77-1010(i)	Similar to Standard Act
California [1]	54119	Similar to Standard Act
Colorado [2]	7-56-111(h)	Similar to Standard Act
Florida [1]	618.09(8)	Similar to Standard Act
Florida [2]	619.06(4)	Similar to Standard Act
Georgia	65-207(h)	Similar to Standard Act
Idaho	22-2610(h)	Similar to Standard Act
Illinois [2]	449(h)	Similar to Standard Act
Indiana	15-7-1-9(i)	Similar to Standard Act
Iowa [2]	498.22	Dues, assessments or service charges shall be prescribed in bylaws
Kansas [2]	17-1609(h)	Similar to Standard Act
Kentucky [2]	272.151(2)(h)	Similar to Standard Act
Louisiana [1]	78(9)	Similar to Standard Act
Louisiana [2]	129(8)	Similar to Standard Act
Massachusetts [3]	13	Assessments and the conditions under which they are imposed or collected
Minnesota [2]	308.60(8)	Similar to Standard Act
Mississippi [2]	79-19-17(h)	Similar to Standard Act
Missouri [1]	274.090(1)(8)	Similar to Standard Act
Montana [3]	35-17-304	Similar to Standard Act
Nevada	81.090(6), (7)	Amount and compensation for services paid to association by member
Nevada [2]	81.230(4)(g)	Dues, installments and labor which each member shall pay
Nevada [3]	81.480(5)	Amount required annually to carry on business of association
	81.480(6)	Compensation for services paid by association by member

Table 9.06.03—Bylaws—contents—regular or service charges (continued)

Statute	Section or article	Description
New Hampshire	301:11(VIII)	Similar to Standard Act
New Jersey	4:13-18(f)	Similar to Standard Act but mandatory
New Mexico [2]	76-12-10	Similar to Standard Act
North Carolina [2]	54-136(8)	Similar to Standard Act
Ohio	1729.11(H)	Similar to Standard Act
Oklahoma [2]	361i(h)	Similar to Standard Act
Rhode Island	7-7-6(m)	Permissive; any matter or thing relative
South Carolina [2]	33-47-810(8), (9)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746(h)	Similar to Standard Act
Vermont	1001(7)	Similar to Standard Act
West Virginia	19-4-8(h)	Similar to Standard Act

Table 9.06.04—Bylaws—contents—property rights or interests

Statute	Section or article	Description
Arizona	10-707	Must be set forth as general rule applicable to all members
Colorado [1]	7-55-103(k)	Collection and enforcement, forfeiture of rights and interests
Hawaii	421-8(5)	Permissive
Maine	1826(5)	Permissive; relative rights, interests and preferences
Massachusetts [3]	13	May provide for rights and interests of members in corporate property

New York	14(h)	Articles or bylaws; relative rights, property rights and interests
Pennsylvania [2]	12121(5)	Permissive; relative rights, duties, interests, preferences
Rhode Island	7-7-6(m)	Permissive; any matter or thing relative to membership
Utah	3-1-8(e)	Permissive; relative rights, interests, preferences
Virginia [1]	13.1-301.2(e)	Permissive; relative rights, interests, preferences
Virginia [2]	13.1-319(e)	Permissive; relative rights, interests, preferences

Table 9.06.05—Bylaws—contents—cessation of membership

Statute	Section or article	Description
STANDARD	883f-10(i)	Permissive; conditions and methods for cessation or transfer (see text)
Alabama [2]	2-10-58(9), (10), (11)	Similar to Standard Act
Alabama [3]	2-10-96	How memberships in association may be acquired and lost
Alaska	10.15.020(c)	May provide for termination of membership and terms and conditions
Arizona	10-706(A)	Similar to Standard Act, without stock provision
Arkansas [2]	77-910(i)	Similar to Standard Act
Arkansas [3]	77-1010(j)	Similar to Standard Act
California [1]	54121	Similar to Standard Act
Colorado [1]	7-55-103(i)	Manner of cessation, conditions for withdrawal
Colorado [2]	7-56-111(i)	Similar to Standard Act
Florida [1]	618.09(9)	Similar to Standard Act

Table 9.06.05—Bylaws—contents—cessation of membership (continued)

Statute	Section or article	Description
Florida [2]	619.06(5)	Similar to Standard Act
Georgia	65-207(i)	Similar to Standard Act
Idaho	22-2610(i)	Similar to Standard Act
Illinois [2]	449(i)	Similar to Standard Act
Indiana	15-7-1-9(j)	Similar to Standard Act
Kansas [2]	17-1609(i)	Similar to Standard Act
Kentucky [2]	272.151(2)(i)	Similar to Standard Act
Louisiana [1]	78(10)	Similar to Standard Act
Louisiana [2]	129(9)	Similar to Standard Act
Massachusetts [3]	13	Withdrawal or suspension of members
Minnesota [2]	308.60(9)	Similar to Standard Act
Mississippi [1]	79-17-19	Permissive; how membership may be lost
Mississippi [2]	79-19-17(i)	Similar to Standard Act
Missouri [1]	274.090(1), (12), (14)	Similar to Standard Act
Montana [3]	35-17-304	Similar to Standard Act
Nevada [1]	80.090(4), (10)	Permissive; method, time for member withdrawal
Nevada [2]	81.230(4)(f)	On what conditions and when membership shall cease, withdrawal
Nevada [3]	81.480(3)	On what conditions and when membership shall cease
	81.480(10)	Method, time and manner of permitting withdrawal
New Hampshire	301.11(IX)	Similar to Standard Act
New Jersey	4:13-18(b)	Method, time and manner for resignation or withdrawal, mandatory
New Mexico [2]	76-12-10(i)	Similar to Standard Act
New York	14(h), 43	Resignation and withdrawal
North Carolina [1]	54-116(9)	Conditions upon which shares may be withdrawn
North Carolina [2]	54-136(9)	Similar to Standard Act
North Dakota	10-15-15	Termination and other incidents of membership
Ohio	1729.11(I)	Similar to Standard Act
Oklahoma [1]	336(n), 342(b)	Permissive; method, time, conditions for withdrawal
Oklahoma [2]	361i(i)	Similar to Standard Act
Oregon	62.145(3)	Termination of membership and conditions thereof
Rhode Island	7-7-6(m)	Permissive; any thing or matter relative to members, termination
South Carolina [2]	33-47-810(12)	Similar to Standard Act
South Dakota	47-16-1	Termination and other incidents of membership
Tennessee	43-16-114	Similar to Standard Act
Texas [2]	2522	Rules and regulations for withdrawal
Texas [3]	5746(i)	Similar to Standard Act
Vermont	1001(8)	Similar to Standard Act
West Virginia	19-4-8(i)	Similar to Standard Act
Wisconsin	185.11(4)	Membership termination and terms and conditions thereof

Table 9.06.06—Bylaws—contents—suspension of membership

Statute	Section or article	Description
STANDARD	883f-10(i)	Permissive; automatic suspension of rights, expulsion rules (see text)
Alabama [2]	2-10-58(12)	Similar to Standard Act
Alaska	10.15.020(c)	May provide for membership termination and terms and conditions
Arizona	10-706(A)(15)	Similar to Standard Act
Arkansas [2]	77-910(i)	Similar to Standard Act
Arkansas [3]	77-1010(j)	Mode, manner and effect of expulsion
California [1]	54121	Similar to Standard Act
Colorado [1]	7-55-103(i)	Conditions for expulsion
Colorado [2]	7-56-111(i)	Similar to Standard Act
Florida [1]	618.09(9)	Similar to Standard Act
Florida [2]	619.06(3)	Similar to Standard Act
Georgia	65-207(i)	Similar to Standard Act
Hawaii	421-18(b)(2)	Removal by majority vote of board unless bylaws provide otherwise
Idaho	22-2610(i)	Similar to Standard Act
Illinois [2]	449(i)	Similar to Standard Act
Indiana	15-7-1-9(j)	Similar to Standard Act
Kansas [2]	17-1609(i)	Similar to Standard Act
Kentucky [2]	272.151(2)(i)	Similar to Standard Act
Louisiana [1]	78(10)	Similar to Standard Act
Louisiana [2]	129(9)	Similar to Standard Act
Massachusetts [3]	13	Similar to Standard Act
Minnesota [2]	308.60(9)	Similar to Standard Act
Mississippi [1]	79-17-19	Permissive; how membership may be lost
Mississippi [2]	79-19-17(i)	Similar to Standard Act
Missouri [1]	274.090(1), (15), (16)	Similar to Standard Act
Montana [3]	35-17-304	Similar to Standard Act
Nevada [1]	81.090(4)	Mode, manner and effect of expulsion
Nevada [2]	81.230(4)(f)	Mode, manner and effect of expulsion
Nevada [3]	81.480(3)	Mode, manner and effect of expulsion
New Hampshire	301:11(IX)	Similar to Standard Act
New Mexico [2]	76-12-10(i)	Similar to Standard Act
New York	14(h), 43	Removal, suspension, termination, forfeiture, retirement of members
North Carolina [2]	54-136(9)	Similar to Standard Act
North Dakota	10-15-15	Termination and other incidents of membership
Ohio	1729.11(I)	Similar to Standard Act
Oklahoma [1]	336(n)	Similar to Standard Act

Table 9.06.06—Bylaws—contents—suspension of membership (continued)

Statute	Section or article	Description
Oklahoma [2]	361i(i)	Similar to Standard Act
Oregon	62.145(3)	Termination of membership and conditions thereof
Pennsylvania [2]	12116(a)	Terms and conditions for loss of membership
	12121(5)	Permissive; mode, manner and effect of expulsion
Rhode Island	7-7-6(m)	Permissive; any matter or thing relative to members, termination
South Carolina [2]	33-47-810(14)	Similar to Standard Act
South Dakota	47-16-1	Termination and other incidents of membership
Tennessee	43-16-114	Similar to Standard Act
Texas [2]	2521	Rules and regulations for suspension or expulsion
Texas [3]	5746(i)	Similar to Standard Act
Utah	3-1-11(d)	Provisions for forfeiture of membership interest
Vermont	1001(8)	Similar to Standard Act
Virginia [1]	13.1-301.2(e)	Permissive; mode, manner and effect of expulsion
Virginia [2]	13.1-319(e)	Permissive; mode, manner and effect of expulsion
West Virginia	19-4-8(i)	Similar to Standard Act
Wisconsin	185.11(4)	Permissive; termination of membership

Table 9.06.07—Bylaws—contents—member interest at termination

Statute	Section or article	Description
STANDARD	883f-10(i)	Permissive; determining value, purchase of members' interest (see text)
Alabama [2]	2-10-58	Similar to Standard Act
Arizona	10-706(A)(16)	Permissive; interest at death, withdrawal, expulsion, forfeiture
Arkansas [2]	77-910(i)	Similar to Standard Act
Arkansas [3]	77-1010(j)	Similar to Standard Act
California [1]	54122	Similar to Standard Act, disqualification and repurchase
Colorado [1]	7-55-103(1)	Determination of property rights and time of payment on cessation
Colorado [2]	7-56-111(i)	Similar to Standard Act
District of Columbia	29-809(1)	Method of disposing of member's interest on cessation
Florida [1]	618.09(9)	Similar to Standard Act
Florida [2]	619.06(6)	Similar to Standard Act
Georgia	65-207(i)	Similar to Standard Act
Hawaii	421-11(d)	May fix time in which member receives value of interest
Idaho	22-2610(i)	Similar to Standard Act
Illinois [2]	449(i)	Similar to Standard Act
Indiana	15-7-1-9(j)	Similar to Standard Act

Table 9.06.07—Bylaws—contents—member interest at termination (continued)

Statute	Section or article	Description
Kansas [2]	17-1609(i)	Similar to Standard Act
Kentucky [2]	272.151(2)(i)	Similar to Standard Act
Louisiana [1]	78(10)	Similar to Standard Act
Louisiana [2]	129(9)	Similar to Standard Act
Maine	1912(4)	May fix time in which member receives value of interest
Mississippi [2]	79-19-17(i)	Similar to Standard Act
Missouri [1]	274.090(1)(17)	Similar to Standard Act
Montana [3]	35-17-304	Similar to Standard Act
Nevada [1]	81.090(11)(4)	Similar to Standard Act, with special expulsion provision
Nevada [2]	81.230(4)(i)	Similar to Standard Act, with special expulsion provision
Nevada [3]	81.480(3)	Similar to Standard Act, with special expulsion provision
New Hampshire	301:11(IX)	Similar to Standard Act
New Jersey	4:13-18(b)	Rules for ascertaining and paying members' interest, mandatory
New Mexico [1]	53-4-9(1)	Permissive; disposal of members' interest on cessation
New Mexico [2]	76-12-10(i)	Similar to Standard Act
New York	42	Payment of value
North Carolina [2]	54-136(9)	Similar to Standard Act
Ohio	1729.11(1)	Similar to Standard Act
Oklahoma [1]	342(b)	Mandatory; method of ascertaining members' interest in assets
Oklahoma [2]	361i(i)	Similar to Standard Act

Rhode Island	7-7-6(m)	Permissive, any thing or matter relative to members
South Carolina [2]	33-47-810(15)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(12)(1)	Disposition of interests
Texas [2]	2521	Returned to members at time fixed in bylaws
Texas [3]	5746(i)	Similar to Standard Act
Utah	3-1-11(d)	Time and manner for settlement of membership interest
Vermont	1001(8)	Similar to Standard Act
West Virginia	19-4-8(i)	Similar to Standard Act, with provision for public auction
Wisconsin	185.11(4)	Permissive; conditions and terms of membership termination

Table 9.06.08—Bylaws—contents—appraisal of interest

Statute	Section or article	Description
STANDARD	883f-10(i)	Permissive; manner of determining int. value or pur. at appraisal price (text)
Alabama [2]	2-10-58	Similar to Standard Act
Arkansas [2]	77-910(i)	Similar to Standard Act
California [1]	54122	Similar to Standard Act, for expulsion only
Colorado [2]	7-56-111(i)	Similar to Standard Act
Florida [1]	618-09(9)	Similar to Standard Act
Florida [2]	619.06(3)	Similar to Standard Act
Georgia	65-207(i)	Similar to Standard Act
Idaho	22-2610(i)	Similar to Standard Act

Table 9.06.08—Bylaws—contents—appraisal of interest (continued)

Statute	Section or article	Description
Illinois [2]	449(i)	Similar to Standard Act
Kansas [2]	17-1609(i)	Similar to Standard Act
Kentucky [2]	272.151(3)	Similar to Standard Act
Louisiana [1]	78(10)	Similar to Standard Act
Mississippi [2]	79-19-17 (i)	Similar to Standard Act
Missouri [1]	274.090(1)(17)	Similar to Standard Act, paid in usual course of business
Montana [3]	35-17-304	Similar to Standard Act
Nevada [1]	81.090(11)(4)	Similar to Standard Act, with special expulsion provision
Nevada [2]	81.230(4)(f)	Similar to Standard Act, with special expulsion provision
Nevada [3]	81.480(3)	Similar to Standard Act, with special expulsion provision
New Hampshire	301:11(IX)	Similar to Standard Act, board of appraisors term
New Jersey	4:13-18(b)	Mandatory, rules of ascertaining and paying value of interest
North Carolina [2]	54-136(9)	Similar to Standard Act
Ohio	1729.11(I)	Similar to Standard Act
Oklahoma [1]	336(n)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746(i)	Similar to Standard Act

Table 9.06.09—Bylaws—contents—member meetings generally

Statute	Section or article	Description
STANDARD	883f-10(a), 11	Permissive; time, manner, place, notice by publication (see text)
Alabama [2]	2-10-58, 59	Similar to Standard Act
Alaska	10.15.020(b)	May provide for annual meeting
Arizona	10-706(A)(1)	Similar to Standard Act
Arkansas [2]	77-910(a), 911	Similar to Standard Act
Arkansas [3]	77-1010(a), 1011	Similar to Standard Act
California [1]	54112	Similar to Standard Act, no notice provision
California [2]	12451(e)	May provide for calling shareholders' meetings
Colorado [1]	7-55-103(a)	Similar to Standard Act
Colorado [2]	7-56-111(a)	Similar to Standard Act
Delaware	8510(1)	Similar to Standard Act, but mandatory
District of Columbia	29-809(2), 810	Similar to Standard Act
Florida [1]	618.09(1)	Similar to Standard Act
Georgia	65-207(a)	Similar to Standard Act
Hawaii	421-8(1)	Similar to Standard Act
Idaho	22-2610(a)	Similar to Standard Act

Table 9.06.09—Bylaws—contents—member meetings generally (continued)

Statute	Section or article	Description
Illinois [2]	449(a)	Similar to Standard Act
Indiana	15-7-1-9(a)	Similar to Standard Act
Kansas [2]	17-1609(a)	Similar to Standard Act
Kentucky [2]	272.151(2), 161	Similar to Standard Act
Louisiana [1]	78(1)	Similar to Standard Act
Louisiana [2]	129(1), 130	Similar to Standard Act
Maine	1826(1), 1827	Similar to Standard Act
Maryland	5-519(b)	May provide for additional regular meeting
Minnesota [2]	308.60(1)	Similar to Standard Act
Mississippi [2]	79-19-17(a)	Similar to Standard Act
Missouri [1]	274.090(1)(1)	Similar to Standard Act
Missouri [2]	357.130(2)(1)	Similar to Standard Act
Montana [1]	35-15-302	Bylaws may fix place, time for meeting
Montana [2]	35-16-207	Similar to Standard Act
Montana [3]	35-17-206	Similar to Standard Act
Nevada [2]	81.230(4)(a)	Similar to Standard Act
New Hampshire	301:11(I)	Similar to Standard Act
New Jersey	4:13-18(a)	Similar to Standard Act, but mandatory
New Mexico [1]	53-4-9(2)	Similar to Standard Act
New Mexico [2]	76-12-10	Similar to Standard Act
New York	14(i)	Calling and conducting meetings
North Carolina [1]	54-116(4)	Required; date, notice, conduct of meeting, voting
North Carolina [2]	54-136(1)	Similar to Standard Act
Ohio	1729.11(A)	Similar to Standard Act
Oklahoma [1]	342(a)	Similar to Standard Act, but mandatory
Oklahoma [2]	361i(a)	Similar to Standard Act
Oregon	62.255(1), (2)	Permissive; location, time of meeting
Pennsylvania [2]	12119, 12121(1)(2)	Nature provisions required; time, manner, place, voting
Rhode Island	7-7-14	Similar to Standard Act
South Carolina [2]	33-47-810(1)	Similar to Standard Act
Texas [1]	1396-50-01(12)(2)	Similar to Standard Act
Texas [3]	5746(a)	Similar to Standard Act
Utah	3-1-8(a)	Permissive; time, place and manner
Vermont	1001(1)	Similar to Standard Act
Virginia [1]	13.1-301.2(a)	Similar to Standard Act
Virginia [2]	13.1-319(a)	Similar to Standard Act
West Virginia	19-4-8(a)	Similar to Standard Act
Wisconsin	185.13(2)	Permissive; location, time

Table 9.06.10—Bylaws—contents—annual meeting requirement

Statute	Section or article	Description
STANDARD	883f-11	Must provide for one or more meetings annually
Alabama [2]	2-10-59	Similar to Standard Act
Arizona	10-714	Similar to Standard Act
Arkansas [2]	77-911	Similar to Standard Act
Arkansas [3]	77-1011	Similar to Standard Act
Colorado [2]	7-56-112	Similar to Standard Act
Delaware	29-810	Regular meetings as in bylaws at least once a year
Florida [1]	618.11	Similar to Standard Act
Georgia	65-270	Similar to Standard Act
Hawaii	421-12	Similar to Standard Act
Idaho	22-2611	Similar to Standard Act
Illinois [2]	450	Similar to Standard Act
Indiana	15-7-1-10	Similar to Standard Act
Kansas [2]	17-1610	Similar to Standard Act
Kentucky [2]	272.161	Similar to Standard Act
Louisiana [1]	79	Similar to Standard Act
Louisiana [2]	130	Similar to Standard Act
Maine	1827	Regular meeting, held at least once a year
Maryland	5-519(a)(2)	Specified in bylaws
Minnesota [1]	308.09(1)	Provided for in articles or bylaws
Minnesota [2]	308.61	Similar to Standard Act
Mississippi [2]	79-19-19	Similar to Standard Act
Missouri [1]	274.100	Similar to Standard Act
Montana [1]	35-15-302	Shall be held at time fixed in bylaws
Montana [3]	35-17-305	Similar to Standard Act
Nebraska [2]	21-1408	Similar to Standard Act
New Hampshire	301:12	Similar to Standard Act
New Jersey	4:13-18(a)	Must provide for meeting, one of which must be annual
New Mexico [1]	53-4-10	Similar to Standard Act
New Mexico [2]	76-12-13	Similar to Standard Act
North Carolina [1]	54-116(3)	Shall provide the date of annual meeting
North Carolina [2]	54-137	Similar to Standard Act
North Dakota	10-15-17	At time fixed or held pursuant to bylaws
Ohio	1729.12	Similar to Standard Act
Oklahoma [2]	361m	Similar to Standard Act
Oregon	62.255(2)	Similar to Standard Act

Table 9.06.10—Bylaws—contents—annual meeting requirement (continued)

Statute	Section or article	Description
South Carolina [2]	33-47-820	Similar to Standard Act
South Dakota	47-16-2	At time fixed or held pursuant to bylaws
Tennessee	43-16-115	Similar to Standard Act
Texas [1]	1396-50.01(13)(a)	Regular meetings as prescribed in bylaws
Texas [3]	5747	Similar to Standard Act
Utah	3-1-12	Similar to Standard Act
Vermont	1002	Similar to Standard Act
Virginia [2]	13.1-323	Similar to Standard Act
Washington [2]	24.32.100	Similar to Standard Act
West Virginia	19-4-9	Similar to Standard Act
Wisconsin	185.13(2)	At time fixed or held pursuant to bylaws
Wyoming	17-10-112	Similar to Standard Act

Table 9.06.11—Bylaws—contents—quorum

Statute	Section or article	Description
STANDARD	883f-10(b)	Permissive; number of stockholders or members constituting a quorum
Alabama [2]	2-10-58 (2)	Similar to Standard Act
Alaska	10.15.135	Bylaws may provide for greater than statutory 10 percent
Arizona	10-706(A)(2)	Similar to Standard Act
Arkansas [2]	77-910(b)	Similar to Standard Act
Arkansas [3]	77-1010(b)	Similar to Standard Act
California [1]	54113	Similar to Standard Act
California [2]	12451(g)	Similar to Standard Act
Colorado [2]	7-56-111(b)	Similar to Standard Act
District of Columbia	29-809(3)	Similar to Standard Act
Florida [1]	618.09(2)	Similar to Standard Act
Florida [2]	619.06(2)	Similar to Standard Act
Georgia	65-207(b)	Similar to Standard Act
Hawaii	421-8(1)	Similar to Standard Act
Idaho	22-2610(b)	Similar to Standard Act
Illinois [2]	449(b)	Similar to Standard Act
Indiana	15-7-1-9(b)	Similar to Standard Act
Kansas [2]	17-1609(b)	Similar to Standard Act
Kentucky [2]	272.151(2)(a)	Similar to Standard Act
Louisiana [1]	76(2)	Similar to Standard Act
Louisiana [2]	129(2)	Similar to Standard Act
Maine	1826(1)	Similar to Standard Act
Maryland	5-520(n)	Number of percentage of members constituting a quorum
Michigan	21.102	May be in articles or bylaws
Minnesota [1]	308.10	Articles or bylaws may provide quorum
Minnesota [2]	308.60(2)	Similar to Standard Act

Table 9.06.11—Bylaws—contents—quorum (continued)

Statute	Section or article	Description
Mississippi [2]	79-19-17(b)	Similar to Standard Act
Missouri [1]	274.090(1)(2)	Similar to Standard Act
Missouri [2]	357.130(2)(2)	Similar to Standard Act
Montana [1]	35-15-302	May specify quorum different than statutory number
Montana [2]	35-16-207	Stockholders, numbers, units of land, acres, production
Montana [3]	35-17-304	Similar to Standard Act
Nebraska [1]	21-1303	Articles or bylaws must specify quorum
New Hampshire	301:11(II)	Similar to Standard Act
New Jersey	4:13-18(a)	Similar to Standard Act, but mandatory
New Mexico [1]	53-4-9(3)	Similar to Standard Act
New Mexico [2]	76-12-10	Similar to Standard Act
New York	14(i)	Amount of stock, proportion of members, delegates necessary
North Carolina [1]	54-116(4)	Must give number of members constituting quorum
North Carolina [2]	54-136(2)	Similar to Standard Act
North Dakota	10-15-18	May fix quorum greater than statutory minimum
Ohio	1729.11(A)	Similar to Standard Act
Oklahoma [2]	361i(b)	Similar to Standard Act
Oregon	62.275(1)	May provide greater than statutory quorum
Pennsylvania [2]	12121(1)	Similar to Standard Act
South Carolina [2]	33-47-810(2)	Similar to Standard Act
South Dakota	47-16-7	May fix quorum greater than statutory minimum
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(12)(3)	Similar to Standard Act
Texas [3]	5746(b)	Similar to Standard Act
Utah	3-1-8(a)	Similar to Standard Act
Vermont	1001(2)	Similar to Standard Act
Virginia [1]	13.1-301.2(a)	Similar to Standard Act
Virginia [2]	13.1-319(a)	Similar to Standard Act
West Virginia	19-4-8(b)	Similar to Standard Act
Wisconsin	185.14	May fix greater than statutory member

Table 9.06.12—Bylaws—contents—proxy and mail voting

Statute	Section or article	Description
STANDARD	883f-10(c)	Right to vote by proxy or mail; conditions, manner, effects (see text)
Alabama [2]	2-10-58(3)	Similar to Standard Act
Alabama [3]	2-10-96	May provide for voting by mail or written proxy
Alaska	10.15.130(3)	Permissive; provision for voting methods and procedures
Arizona	10-706(A)(3)	Similar to Standard Act
Arkansas [2]	77-910	Similar to Standard Act

Table 9.06.12—Bylaws—contents—proxy and mail voting (continued)

Statute	Section or article	Description
California [1]	54114	Similar to Standard Act
Colorado [1]	7-55-103(h), 110	Permissive; by mail, proxy prohibited except as in bylaws
Colorado [2]	7-56-111(c)	Permissive; by mail
District of Columbia	29-815	Articles or bylaws may determine mail vote quorum
Florida [1]	618.09(3)	Similar to Standard Act
Florida [2]	619.06(6)	Permissive; by proxy
Georgia	65-207(c)	Similar to Standard Act
Hawaii	421-8(2)	Permissive; by mail, rules for patronage voting
Idaho	22-2610(c)	Similar to Standard Act
Illinois [2]	447(c)	Similar to Standard Act
Indiana	15-7-1-9(d)	Similar to Standard Act
Iowa [3]	499.29	Articles or bylaws may permit signed written vote with conditions
Kansas [2]	17-1609(c)	Similar to Standard Act
	17-1611	Bylaws may take away right to vote by mail or proxy
Kentucky [2]	272.151(2)(c)	Similar to Standard Act
Louisiana [1]	78(3)	Similar to Standard Act
Louisiana [2]	129(3)	Similar to Standard Act
Maine	1826(2)	Permissive; manner of voting
Massachusetts [2]	4	May provide for director election by mail
Massachusetts [3]	13	May provide for mail and proxy voting
Michigan	21.102	Articles or bylaws provisions on proxy or mail voting
Minnesota [2]	308.60(3)	Similar to Standard Act
Mississippi [1]	79-17-19	May provide for voting by mail
Mississippi [2]	79-19-17(c)	Similar to Standard Act
Missouri [1]	274.090(1)(3)	Similar to Standard Act
Missouri [2]	357.130(2)(3)	Similar to Standard Act
Montana [2]	35-16-207	Mode of voting and method of voting by proxy
Montana [3]	35-17-304	Similar to Standard Act
Nevada [2]	81.230(4)(e)	May provide for voting by mail
New Hampshire	301:11(III)	Similar to Standard Act
New Jersey	4:13-24	Mail voting permitted under rules in bylaws
New Mexico [1]	53-4-15	Articles or bylaws may provide for voting by mail
New Mexico [2]	76-12-10	Permissive; right to vote by mail
New York	14(i)	Manner of voting
North Carolina [1]	54-116(4)	May prescribe regulations as to voting
North Carolina [2]	54-136(3)	Similar to Standard Act
North Dakota	10-15-16	May limit use of signed votes; methods, and procedures
Ohio	1729.11(c)	Similar to Standard Act
Oklahoma [1]	339	Similar to Standard Act

Table 9.06.12—Bylaws—contents—proxy and mail voting (continued)

Statute	Section or article	Description
Oklahoma [2]	361i(c)	Similar to Standard Act
Oregon	62.265(4)	Permissive; provision for voting methods and procedures
Pennsylvania [2]	12118	Articles or bylaws may describe voting by mail or proxy
South Carolina [2]	33-47-810(3)	Similar to Standard Act
South Dakota	47-16-14, 19	May limit use of signed votes; methods and procedures
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(18)	May provide for mail voting, alternatives voted in statute
Texas [3]	5746(c)	Similar to Standard Act
Utah	3-1-8(b)	Manner of voting, conditions for mail and delegate vote
Virginia [1]	13.1-301.2(b)	Similar to Standard Act
Virginia [2]	13.1-319(b)	Similar to Standard Act
Washington [2]	24.32.090	May provide for voting by mail
West Virginia	19-4-8(c)	Similar to Standard Act
Wisconsin	185.12	May limit use of signed votes; methods and procedures

Table 9.06.13—Bylaws—contents—director election by district

Statute	Section or article	Description
STANDARD	883f-12	Permissive; election by districts, delegates (see text)
Alabama [2]	2-10-60	Similar to Standard Act
Alaska	10.15.125	May provide for election of directors by district
Arizona	10-711	Similar to Standard Act
Arkansas [2]	77-912	Similar to Standard Act
Arkansas [3]	77-1012	Similar to Standard Act
California [1]	54142	Similar to Standard Act
California [2]	12451(f)	May provide for election of directors
Colorado [2]	7-56-113(1)	Similar to Standard Act
Delaware	8510(2)	Required; may describe nominating system
District of Columbia	29-818	May provide for director election by units
Florida [1]	618.12	Similar to Standard Act
Georgia	65-208	Similar to Standard Act
Hawaii	421-13	Similar to Standard Act
Idaho	22-2612	Similar to Standard Act
Illinois [2]	451	Similar to Standard Act

Table 9.06.13--Bylaws--contents--director election by district (continued)

Statute	Section or article	Description
Indiana	15-7-1-11(e)	Similar to Standard Act
Kansas [2]	17-1611	Similar to Standard Act
Kentucky [2]	272.171(2)	Similar to Standard Act
Louisiana [1]	80	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act
Maine	1826(2), 1871(4)	Similar to Standard Act
Maryland	5-514	Similar to Standard Act
Massachusetts [2]	4	May provide for director election by districts
Massachusetts [3]	13	May provide for districts
Minnesota [1]	308.07(6)	May describe districts, delegates in articles or bylaws
Minnesota [2]	308.62	Similar to Standard Act
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(2)	Similar to Standard Act
Montana [1]	35-15-206	Similar to Standard Act
Montana [2]	35-16-207	May provide for local districts and local boards
Montana [3]	35-17-311	Similar to Standard Act
Nebraska [2]	21.1405(1)	May establish voting districts, delegates
New Hampshire	301:16, 17	Similar to Standard Act
New Jersey	4:13-18(c)	Shall provide nominations, directing, eligibility
New Mexico [1]	53-4-18	Articles or bylaws may specify "unit," delegate voting
New York	61, 111	Similar to Standard Act; time and place of election
North Carolina [2]	54-146	Similar to Standard Act
North Dakota	10-15-25(1), (3)	May provide for territorial districts, use of alternates
Ohio	1729.13	Similar to Standard Act
Oklahoma [1]	344	Similar to Standard Act
Oregon	62.255(5)	Similar to Standard Act
Pennsylvania [1]	12014	May provide nomination procedures
Pennsylvania [2]	12122(6)(c)	Similar to Standard Act
Rhode Island	7-7-6(m)	Any matter or thing relative to directors
South Carolina [2]	33-47-910	Similar to Standard Act
South Dakota	47-17-1	May provide for territorial districts
Tennessee	43-16-116	Similar to Standard Act
Texas [1]	1396-50.01(21)(b)	Bylaws may specify units, voting methods
Utah	3-1-8(e)	May establish voting districts
Vermont	1007, 1008	Similar to Standard Act
Virginia [1]	13.1-301.2(b), (e)	Permissive; election districts, district groups or associations
Virginia [2]	13.1-319(b), (e)	Permissive; election districts, district groups or associations
	13.1-324(d)	Similar to Standard Act
Washington [2]	24.32.110	Similar to Standard Act

Table 9.06.13—Bylaws—contents—director election by district (continued)

Statute	Section or article	Description
West Virginia	19-4-10	Similar to Standard Act
Wisconsin	185.31(1)	May provide for territorial districts
Wyoming	17-10-111	Similar to Standard Act

Table 9.06.14—Bylaws—contents—public directors

Statute	Section or article	Description
STANDARD	883f-12	Permissive; selection of directors to represent public interest
Alabama [2]	2-10-60	Similar to Standard Act, public interest not noted
Arkansas [2]	77-912	Similar to Standard Act, public interest not noted
Arkansas [3]	77-1012	Similar to Standard Act, public interest not noted
California [1]	54145	Similar to Standard Act
Colorado [1]	7-55-104	May provide for nonmember directors
Colorado [2]	7-56-113(1)	Similar to Standard Act
Florida [1]	618.12(1)	Similar to Standard Act
Georgia	65-208	Similar to Standard Act, public interest not noted
Idaho	22-2612	Similar to Standard Act, public interest not noted
Illinois [2]	451	Similar to Standard Act
Indiana	15-7-1-11(d)	Similar to Standard Act
Kentucky [2]	272.171(3)	Similar to Standard Act
Louisiana [1]	85	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act
Minnesota [2]	308.62	Similar to Standard Act, public interest not noted
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(3)	Similar to Standard Act
New Hampshire	301:18	Similar to Standard Act
New York	61	Similar to Standard Act
North Carolina [2]	54-146	Similar to Standard Act, public interest not noted
Ohio	1729.13	Similar to Standard Act
South Carolina [2]	33-47-910	Similar to Standard Act, public interest not noted
Tennessee	43-16-116	Similar to Standard Act
Vermont	1009	Similar to Standard Act
Virginia [2]	13.1-324(a)	Provision for public directors mandatory
Washington [2]	24.32.110	Similar to Standard Act, special unusual provisions
West Virginia	19-4-10	Similar to Standard Act

Table 9.06.15—Bylaws—contents—qualifications, duties of directors

Statute	Section or article	Description
STANDARD	883f-10(3)	Permissive; qualification, compensation, duties (see text)
Alabama [2]	2-10-58(5)	Similar to Standard Act
Alaska	10.15.140(a)	May require State residency, other qualifications
Arizona	10-706(A)(5)	Similar to Standard Act
Arkansas [1]	64-1510	Must describe duties
Arkansas [2]	77-910(e)	Similar to Standard Act
Arkansas [3]	77-1010(e)	Similar to Standard Act
California [1]	54116	Similar to Standard Act
California [2]	12451(f)	Permissive; provisions on election of directors
Colorado [1]	7-55-103(d), (e)	Permissive; power, authority and compensation
Colorado [2]	7-56-111(e)	Similar to Standard Act
Delaware	8510(2)	Provision mandatory
District of Columbia	29-809(4), (5)	Permissive; powers and duties, compensation
Florida [1]	618.09(5)	Similar to Standard Act
Georgia	65-207(e)	Similar to Standard Act
Hawaii	421-8(3), 13(c)	Similar to Standard Act
Idaho	22-2610(e)	Similar to Standard Act
Illinois [2]	449(e)	Similar to Standard Act
Indiana	15-7-1-11(a)	Similar to Standard Act; director number must be in bylaws
Kansas [1]	17-1512	Duties of directors; permissive
Kansas [2]	17-1609(e)	Similar to Standard Act
Kentucky [2]	272.151(2)(e)	Similar to Standard Act
Louisiana [1]	78	Shall provide manner of removal, filling vacancies
	78(5)	Similar to Standard Act
Louisiana [2]	129(5)	Similar to Standard Act
Maine	1826(3), 1871(3)	Similar to Standard Act, and qualifications generally
Michigan	21.102	Limit and define powers, duties, and number
Minnesota [2]	308.62	May restrict positions in association directors may hold
	308.60(5)	Similar to Standard Act
Mississippi [1]	79-17-17	Permissive; number of directors
Mississippi [2]	79-19-17(e)	Permissive; qualifications and duties
Missouri [1]	274.110(5)	May restrict positions in association directors may hold
	274.090(1)(5)	Similar to Standard Act
Missouri [2]	357.080(1), .130(2)(5)	Restrictions and qualifications; similar to Standard Act
Montana [1]	35-15-304	May specify number of directors
Montana [2]	35-16-207	May specify number of directors, increase or diminish
Montana [3]	35-17-304	Similar to Standard Act
Nevada [1]	81.090(1), (2), (3)	Permissive; number of directors, removal, filling vacancies
Nevada [2]	81.230(4)(b)	Number, power, and authority of directors

Table 9.06.15—Bylaws—contents—qualifications, duties of directors (continued)

Statute	Section or article	Description
Nevada [3]	81.480(1), (2)	Manner of removal, filling vacancies
New Hampshire	301:11(V)	Similar to Standard Act
New Jersey	4:13-18(c)	Number, power and duties of directors, mandatory
New Mexico [1]	53-4-9(4), (5)	Permissive; number, qualification, powers, duties, election, compensation
New Mexico [2]	76-12-10, 14	Similar to Standard Act
New York	14(i)	Powers and duties of directors
North Carolina [1]	54-116(5)	Mandatory; powers and duties, number
North Carolina [2]	54-136(5)	Similar to Standard Act
North Dakota	10-15-25(1), (2)	Shall describe other qualifications; may specify number
Ohio	1729.11(E)	Similar to Standard Act
Oklahoma [1]	342(c)	Mandatory; number, compensation powers and duties
Oklahoma [2]	361i(e)	Similar to Standard Act
Oregon	62.280(1), (2)	May require State residency, other qualifications, number
Pennsylvania [1]	12014	Permissive; eligibility, qualification, responsibilities, remuneration
Pennsylvania [2]	12121(3)	Permissive; subject to articles, number, qualification, eligibility duties
Rhode Island	7-7-6(m)	Any matter or thing relating to directors
South Carolina [2]	33-47-810(5)	Similar to Standard Act
South Dakota	47-17-1	Shall describe other qualifications
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(12)(4)	Similar to Standard Act

Texas [3]	5746(e)	Similar to Standard Act
Utah	3-1-8(c), 13(III)	Similar to Standard Act; or in articles
Vermont	1001(4)	Similar to Standard Act
Virginia [1]	13.1-301.2(c)	Similar to Standard Act
Virginia [2]	13.1-319(c), 324(c)	Similar to Standard Act
West Virginia	19-4-8(e)	Similar to Standard Act

Table 9.06.16—Bylaws—contents—directors' terms of office

Statute	Section or article	Description
STANDARD	883f-10(e)	Permissive; term of office
Alabama [2]	2-10-58(5)	Similar to Standard Act
Alaska	10.15.150	Elected for term in bylaws
Arizona	10-706(A)(5)	Similar to Standard Act
Arkansas [1]	64-1508	Term of office as bylaws provide
Arkansas [2]	77-910(e)	Similar to Standard Act
Arkansas [3]	77-1010(e)	Similar to Standard Act
California [1]	54116	Similar to Standard Act
California [2]	12600	Term of office as bylaws provide
Colorado [1]	7-55-103(b)	Similar to Standard Act
Colorado [2]	7-56-111(e)	Similar to Standard Act

Table 9.06.16—Bylaws—contents—directors' terms of office (continued)

Statute	Section or article	Description
Connecticut [1]	33-185	May provide classes, staggered terms
Delaware	8521(c)	Shall regulate terms to make staggered terms effective
District of Columbia	29-809(4)	May provide classification, rotating or overlapping terms
Florida [1]	618.09(5)	Similar to Standard Act
Georgia	65-207(e)	Similar to Standard Act
Hawaii	421-8(3), 13(c)	Similar to Standard Act
Idaho	22-2610(d)	Similar to Standard Act
Illinois [1]	311	Similar to Standard Act
Illinois [2]	499(e)	Similar to Standard Act
Indiana	15-7-1-9(e), 11(b)	Permissive; term of office, may provide staggered terms
Iowa [1]	497.5	Term as prescribed in bylaws
Kansas [1]	17-1510	Term of office as bylaws provide
Kansas [2]	17-1609(e)	Similar to Standard Act
Kentucky [1]	272.020(2)	Term of office as bylaws prescribe
Kentucky [2]	272.151(2)(e)	Similar to Standard Act
Louisiana [1]	78(5)	Similar to Standard Act
Louisiana [2]	129(5)	Similar to Standard Act
Maine	1826(3), 1871(3)	Similar to Standard Act
Michigan	21.102	Articles or bylaws may prescribe terms, number elected each year
Minnesota [1]	308.09(1)	Terms as provided in bylaws
Minnesota [2]	308.60(5)	Similar to Standard Act
Mississippi [1]	79-17-17	Similar to Standard Act
Mississippi [2]	79-19-17	Similar to Standard Act
Missouri [1]	274.090(1)(5)	Similar to Standard Act
Missouri [2]	357.080(1), 130	Similar to Standard Act
Montana [1]	35-15-203	Hold office for time period provided in bylaws
Montana [2]	35-16-312	Term provided in bylaws
Montana [3]	35-17-304	Similar to Standard Act
Nevada [2]	81.230(4)(b)	Similar to Standard Act
New Hampshire	301:11(V)	Similar to Standard Act
New Jersey	4:13-18	Time, place, and manner of election; mandatory
New Mexico [1]	53-4-9(4)	Similar to Standard Act
New Mexico [2]	76-12-10	Similar to Standard Act
New York	14(i), 111	Terms in bylaws
North Carolina [1]	54-123	Terms as bylaws prescribe
North Carolina [2]	54-136(5)	Similar to Standard Act
North Dakota	10-15-25(3), (4), (5)	Permissive; provisions may modify statutory terms, replacement
Ohio	1729.11(E)	Similar to Standard Act
Oklahoma [2]	361i(e)	Similar to Standard Act
Oregon	62.280(3)	Similar to Standard Act

Table 9.06.16—Bylaws—contents—directors' terms of office (continued)

Statute	Section or article	Description
Pennsylvania [2]	12121(3)	Similar to Standard Act
Rhode Island	7-7-14	Terms as bylaws provide
South Carolina [1]	33-45-10	For terms as bylaws provide
South Carolina [2]	33-47-810(5)	Similar to Standard Act
South Dakota	47-17-4	Permissive; provisions may modify statutory terms, replacement
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(12)(4)	Terms of office, overlapping terms
Texas [3]	5746(e)	Similar to Standard Act
Utah	5-1-8(c)	Similar to Standard Act
Vermont	1001(4)	Similar to Standard Act
Virginia [1]	13.1-301.2(c)	Similar to Standard Act
Virginia [2]	13.1-319(c), 324(c)	Similar to Standard Act
Washington [1]	23.86.080	Terms of office as bylaws prescribe
Washington [2]	24.32.070(5)	Similar to Standard Act
West Virginia	19.4-8(e)	Similar to Standard Act
Wisconsin	185.31(3)	Permissive; provisions may modify statutory term, replacement
Wyoming	17-10-111	May prescribe staggered terms

Table 9.06.17—Bylaws—contents—directors' quorum

Statute	Section or article	Statute	Section or article
STANDARD	883f-10(d)	Kentucky [2]	272.151(2)(d)
Alabama [2]	2-10-58(4)	Louisiana [1]	78(4)
Arizona	10-706(A)(4)	Louisiana [2]	129(4)
Arkansas [2]	77-910(d)	Maine	1826
Arkansas [3]	77-1010(d)	Minnesota [2]	308.60(4)
California [1]	54115	Mississippi [2]	79-19-17(d)
Colorado [1]	7-55-103(d)	Missouri [1]	274.090(1)(3)
Colorado [2]	7-56-111(d)	Missouri [2]	357.130(2)(4)
Delaware	8510(2)	Montana [3]	35-17-304
District of Columbia	29-809(5)	Nevada [2]	81.230(4)(b)
Florida [1]	618.09(4)	New Hampshire	301:11(1V)
Florida [2]	619.06	New Jersey	4:13-18(c)
Georgia	65-207(d)	New Mexico [1]	53-4-9(5)
Hawaii	421-8(4)	New Mexico [2]	76-12-10
Idaho	22-2610(d)	North Carolina [2]	54-136(4)
Illinois [2]	449(d)	North Dakota	10-15-26(2)
Indiana	15-7-1-9(c)	Ohio	1729.11(d)
Kansas [2]	17-1609(d)	Oklahoma [1]	342(c)

Table 9.06.17—Bylaws—contents—directors' quorum (continued)

Statute	Section or article	Statute	Section or article
Oklahoma [2]	361i(d)	Texas [1]	1396-50.01(12)(5)
Oregon	62.285(4)	Texas [3]	5746(d)
Pennsylvania [2]	12121(4)	Utah	3-1-8(d)
Rhode Island	7-7-6(m)		
South Carolina [2]	33-47-810(4)	Vermont	1001(3)
		Virginia [1]	13.1-301.2(c)
South Dakota	47-17-9	Virginia [2]	13.1-319(d)
Tennessee	14-16-114	West Virginia	19-4-8(d)
		Wisconsin	185.32(2)

Table 9.06.18—Bylaws—contents—board committees

Statute	Section or article	Description
STANDARD	883f-12	May provide for executive committee, allot functions, powers
Alaska	10.15.170	If bylaws provide, board may elect executive committee
Arkansas [3]	77-1012	Similar to Standard Act
California [1]	54146	Similar to Standard Act
Colorado [2]	7-56-113(3)	Similar to Standard Act
District of Columbia	29-818	Executive committee elected according to articles or bylaws
Florida [1]	618.12(3)	Similar to Standard Act
Hawaii	421-13(e)	Similar to Standard Act
Illinois [2]	451	Similar to Standard Act
Indiana	15-7-1-11(f)	Similar to Standard Act
Iowa [3]	499.36(3)	Similar to Standard Act
Kansas [2]	17-1611	Similar to Standard Act
Kentucky [2]	272.171(6)	Similar to Standard Act
Louisiana [1]	80	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act
Maine	1871(5)	Similar to Standard Act
Minnesota [2]	308.62	Similar to Standard Act
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(6)	Similar to Standard Act
New Hampshire	301:21	Similar to Standard Act
New Jersey	4:13-19	May appoint executive committee if bylaws provide
New Mexico [1]	53-4-18	Similar to Standard Act
New York	14(i)	May describe powers, duties of committees
North Dakota	10-15-27	Board may elect an executive committee if bylaws permit
Ohio	1729.13	Similar to Standard Act
Oklahoma [1]	344	Similar to Standard Act
Oregon	62.290(1)	Bylaws may permit board to elect an executive committee
Pennsylvania [2]	12122(b)(5)	Bylaws permit board to delegate to executive committee

Table 9.06.18—Bylaws—contents—board committees

Statute	Section or article	Description
South Dakota	47-17-12	Board may elect executive committee if bylaws provide
Tennessee	43-16-119	Similar to Standard Act
Texas [1]	1396-50.01(21)(c)	Similar to Standard Act
Utah	3-1-13(V)	Similar to Standard Act
Vermont	1012	Similar to Standard Act
Virginia [2]	13.1-324(e)	Similar to Standard Act
West Virginia	19-4-10	Similar to Standard Act
Wisconsin	185.33(1)	Board may elect executive committee if bylaws provide

Table 9.06.19—Bylaws—contents—qualifications, duties of officers

Statute	Section or article	Description
STANDARD	883f-10(e)	Permissive; qualifications, compensation, duties, term of office
Alabama [2]	2-10-58(5)	Similar to Standard Act
Arizona	10-706(A)(5)	Similar to Standard Act
Arkansas [1]	64-1510	Mandatory, duties
Arkansas [2]	77-910(e)	Similar to Standard Act
Arkansas [3]	77-1010(e)	Similar to Standard Act
California [1]	54116	Similar to Standard Act
Colorado [1]	7-55-103(e), (f), 105	Permissive; compensation, number, extent of authority
Colorado [2]	7-56-111(c), -114	Similar to Standard Act, extent of authority
Delaware	8510(3)	Provision mandatory
District of Columbia	29-809(4)	Similar to Standard Act
Florida [1]	618.09(5)	Similar to Standard Act
Georgia	65-207(e)	Similar to Standard Act
Hawaii	421-8(3)	Similar to Standard Act
Idaho	22-2610(e)	Similar to Standard Act
Illinois [2]	449(e)	Similar to Standard Act
Indiana	15-7-1-9, 12	Similar to Standard Act
Kansas [1]	17-1512	Duties required
Kansas [2]	17-1609(e)	Similar to Standard Act
Kentucky [2]	272.151(2)(e)	Similar to Standard Act
Louisiana [1]	78(5)	Similar to Standard Act
Louisiana [2]	129(5)	Similar to Standard Act
Maine	1826(3)	Similar to Standard Act
Michigan	21-102	In either articles or bylaws
Minnesota [2]	308.60(5)	Similar to Standard Act
Mississippi [2]	79-19-17(e)	Similar to Standard Act

Table 9.06.19—Bylaws—contents—qualifications, duties of officers (continued)

Statute	Section or article	Description
Missouri [1]	274.090(5)	Similar to Standard Act
Missouri [2]	357.130(2)(5)	Similar to Standard Act
Montana [2]	35-16-207	Duties specified
Montana [3]	35-17-304	Similar to Standard Act
New Hampshire	301:11(V)	Similar to Standard Act
New Jersey	4:13-18(d)	Mandatory, powers and duties
New Mexico [1]	53-4-9(4)	Similar to Standard Act
New Mexico [2]	76-12-10(e)	Similar to Standard Act
New York	14(i)	Powers and duties of officers
North Carolina [1]	54-116(5)	Mandatory; compensation and duties
North Carolina [2]	54-136(5)	Similar to Standard Act
Ohio	1729.11(E)	Similar to Standard Act
Oklahoma [1]	342(d)	Mandatory; terms, appointment and removal, powers, duties, compensation
Oklahoma [2]	361o	Similar to Standard Act
Oregon	62.295(1)-(3)	Authority and duties as bylaws provide
Pennsylvania [1]	12014	Permissive; eligibility, qualifications, responsibilities, remunerations
Pennsylvania [2]	1212(3)	Permissive; number, qualification, eligibility, duties, term
Rhode Island	7-7-6(m)	Permissive, any matter or thing relative to officers

South Carolina [2]	33-47-810(5)	Similar to Standard Act
South Dakota	47-17-16	Authority and duties as bylaws provide
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(12)(4)	Similar to Standard Act
Texas [3]	5746(c)	Similar to Standard Act
Utah	3-1-8(c)	Similar to Standard Act
Vermont	1001(4)	Similar to Standard Act
Virginia [1]	13.1-301.2(c)	Similar to Standard Act
Virginia [2]	13.1-319(c)	Similar to Standard Act
West Virginia	19-4-8(e)	Similar to Standard Act
Wisconsin	185.35(1)-(3)	Authority and duties as bylaws provide

Table 9.06.20—Bylaws—contents—charge for services

Statute	Section or article	Statute	Section or article
STANDARD	883f-10(h)	Georgia	65-207(h)
		Hawaii	22-2610(g)
Alabama [2]	2-10-58		
Arizona	10-706(A)(9)	Illinois [2]	449(h)
Arkansas [2]	77-910(h)	Indiana	15-7-1-9(i)
Arkansas [3]	77-1010(i)	Iowa [3]	499.26
California [1]	54119	Kansas [2]	17-1609(h)
		Kentucky [2]	272.151(2)(h)
Colorado [2]	7-56-111(h)		
Florida [1]	618.09(7)	Louisiana [1]	78(9)
Florida [2]	619.06(4)	Louisiana [2]	129(8)

Table 9.06.20—Bylaws—contents—charge for services (continued)

Statute	Section or article	Statute	Section or article
Minnesota [2]	308.60(8)	Oklahoma [1]	342(e)
Mississippi [2]	79-19-17(h)	Oklahoma [2]	361i(h)
Missouri [1]	274.090(9)	South Carolina [2]	33-47-810(8)
Montana [3]	35-17-307	Tennessee	43-16-114
Nevada [1]	81.090(7)	Texas [2]	2523
New Hampshire	301:11(V111)	Texas [3]	5746(h)
New Jersey	4:13-18(f)	Vermont	1001(7)
New Mexico [2]	76-12-10(h)	West Virginia	19-4-8(h)
North Carolina [2]	54-136(8)		
Ohio	1729.11(h)		

Table 9.06.21—Bylaws—contents—marketing contract

Statute	Section or article	Description
STANDARD	883f-10(h)	Permissive; marketing contract
Alabama [2]	2-10-58(8)	Similar to Standard Act
Arizona	10-706(B), 10-706(A)(10)	See text for special renewal provisions
Arkansas [2]	77-910(h)	Similar to Standard Act
Arkansas [3]	77-1010(i)	Similar to Standard Act, with producing, renting, leasing
California [1]	54119	Similar to Standard Act
Colorado [2]	7-56-111(h)	Similar to Standard Act
Delaware	8511	Similar to Standard Act
Florida [1]	618.09(8)	Similar to Standard Act
Georgia	65-207(h)	Similar to Standard Act
Hawaii	421-18	Similar to Standard Act
Idaho	22-2610(h)	Similar to Standard Act
Illinois [2]	449(h)	Similar to Standard Act
Kansas [2]	17-1609(h)	Similar to Standard Act
Kentucky [2]	272.151(h)	Similar to Standard Act
Louisiana [1]	78(9)	Similar to Standard Act, with renting or leasing
Louisiana [2]	129(8)	Similar to Standard Act
Maine	1826(5)	Making contracts
Massachusetts [3]	13	Permissive; approved or established form of marketing contract
Minnesota [2]	308.60(8)	Similar to Standard Act
Mississippi [2]	79-19-17(h)	Similar to Standard Act
Missouri [1]	274.090(10)	Similar to Standard Act
Montana [3]	35-17-307	Similar to Standard Act
New Hampshire	301:11(V111)	Similar to Standard Act
New Jersey	4:13-27	May require members to sell exclusively through association
New Mexico [2]	76-12-10(h)	Similar to Standard Act

Table 9.06.21—Bylaws—contents—marketing contract (continued)

Statute	Section or article	Description
New York	70(1), (2)	Similar to Standard Act
North Carolina [2]	54-136(8)	Similar to Standard Act
Ohio	1729.11(h)	Similar to Standard Act
Oklahoma [2]	361i(h)	Similar to Standard Act
Oregon	62.355(1)	Contracts in bylaws are valid
Pennsylvania [2]	12121(5)	Permissive; rules for making contracts
South Carolina [2]	33-47-810(10)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746	Similar to Standard Act
Utah	3-1-8(e)	Marketing contracts
Vermont	1001(7)	Similar to Standard Act
Virginia [1]	13.1-301.2(e)	Marketing contracts
Virginia [2]	13.1-319(e)	Marketing contracts
West Virginia	19-4-8(h)	Similar to Standard Act

Table 9.06-22—Bylaws—contracts—liquidated damages

Statute	Section or article	Statute	Section or article
STANDARD	883f-18	Minnesota [2]	308.69
		Mississippi [2]	79-19-33
Alabama [2]	2-10-65		
Arizona	10-716(0)	Missouri [1]	274.210(1)
Arkansas [2]	77-917	Montana [3]	35-17-401
Arkansas [3]	77-1017(a)	New Hampshire	301:32
California [1]	54264	New Jersey	4:13-28
		New York	70(2)
Colorado [2]	7-56-120		
Connecticut [2]	33-213	North Carolina [2]	54-152
Delaware	8511	Ohio	1729.18
Florida [1]	618.18(1)	Oklahoma [1]	343
Florida [2]	619.07(6)	Oregon	62.355(2)
		Pennsylvania [2]	12125(b)
Georgia	65-215		
Idaho	22-2617	South Carolina [2]	33-47-1120
Illinois [2]	458	Tennessee	43-16-134
Indiana	15-7-1-16.1(a)	Texas [3]	5753
Kansas [2]	17-1616	Vermont	1019
		Virginia [2]	13.1-329(b)
Kentucky [2]	272.221(2)		
Louisiana [2]	137	Washington [2]	24.32.210
Massachusetts [3]	13	West Virginia	19-4-17
		Wyoming	17-10-121(b)

Table 9.06.23—Bylaws—contents—net margins distribution

Statute	Section or article	Description
Alaska	10-15.275	Net proceeds or savings distributed as provided in bylaws
Arkansas [1]	64-1510	Required, methods
Arkansas [3]	77-1010(j)	Permissive; method, time and manner of allotment, distribution of surplus
California [2]	1245(h)	Permissive; method of returning and distributing net savings or earnings
Colorado [1]	7-55-107(g)	Power to adopt bylaws for earnings distribution
Connecticut [1]	33-193	Distribution of profits or earnings as is prescribed in bylaws
District of Columbia	29-809(6)	Method of distributing net savings
Illinois [1]	319, 323	May specify distribution methods
Indiana	15-7-1-13(f), (g)	Distribution of net earnings or savings
Iowa [1]	497.20	Net margins distributed when bylaws demand
Kansas [1]	17-1512	Permissive; manner of distributing profits
Kansas [2]	17-1609(j)	Permissive; manner of distributing profits
Kentucky [1]	272.010(1)	Profits distributed as in bylaws
Louisiana [1]	78(10)	Manner, method, time of allotment and distribution of surpluses
Maryland [1]	5-525(a)	Time and manner described in bylaws
Massachusetts [1]	2	Shall distribute profits in manner described in bylaws
Michigan	21-102	Permissive; manner of distributing earnings on cooperative plan
Minnesota [1]	308.03	Shall be distributed in manner and to those described in bylaws
Missouri [2]	357.130(1)	Distribution at such time and manner as bylaws may provide
Montana [1]	35-15-412	Distributed to those entitled as bylaws state
Nevada [2]	81.240(1), (2)	Shall provide for time and manner of profits distribution
New Mexico [1]	53-4-31, 51-15-9(6)	Permissive; method of distributing net savings
New York	72	Basis of calculation in bylaws
North Dakota	10-15-33(3)-(6)	Articles or bylaws provide surplus not income, distributed in bylaws
Oregon	62.415(1)	Apportioned, distributed and paid in such manner as bylaws provide
Pennsylvania [1]	12015	Paid to members as provided in bylaws
Pennsylvania [2]	12126	Loss provisions, persons eligible, specified in bylaws
South Dakota	47-16-51	Net proceeds distributed unless bylaws provide otherwise
Texas [1]	1396-50.01(12)(6)	Method of distributing net margins
Texas [2]	2518	Add to surplus or divide among members as bylaws prescribe
Vermont	13.1-306	May prescribe terms and conditions for participation in earnings
Washington [1]	23.86.170	Profits or net earnings distributed as bylaws provide
Wisconsin	185.45(3)	Net proceeds distributed unless bylaws provide otherwise

Table 9.06.24—Bylaws—contents—investment of reserves

Statute	Section or article	Description
STANDARD	883d-6(e)	May provide for investment of reserves
Alabama [2]	2-10-54	Similar to Standard Act
Alabama [3]	2-10-103	Board may use or distribute reserves as proper under bylaws
Arkansas [2]	77-906(e)	Similar to Standard Act

Table 9.06.24—Bylaws—contents—investment of reserves (continued)

Statute	Section or article	Description
Arkansas [3]	77-1006(e)	Similar to Standard Act
California [1]	54175	Similar to Standard Act
Colorado [2]	7-56-107	Similar to Standard Act
Connecticut [1]	23-199	Similar to Standard Act
Delaware	8536	Use of reserves subject to terms and conditions in bylaws
Florida [1]	618.07(6)	Similar to Standard Act
Georgia	65-213(e)	Similar to Standard Act
Idaho	22-2606(e)	Similar to Standard Act
Illinois [2]	445	Similar to Standard Act
Kansas [2]	17-1605(f)	Similar to Standard Act, includes investment in facilities, subsidiaries
Louisiana [1]	74(6)	Similar to Standard Act
Louisiana [2]	125(5)	Similar to Standard Act
Maryland	5-504(8)	Similar to Standard Act
Massachusetts [3]	11	Similar to Standard Act
Minnesota [2]	308.56(5)	Similar to Standard Act
Mississippi [1]	79-17-27	Used or distributed as proper under the bylaws
Mississippi [2]	79-19-9(e)	Similar to Standard Act
Montana [3]	35-17-106	Similar to Standard Act
New Hampshire	301:3(VII)	Invest in bonds or other property as bylaws provide
New Jersey	4:13-16(j)	Invest funds, working capital, revolving funds as in bylaws
New Mexico [2]	76-12-6(e)	May be deposited or invested in securities as bylaws provide
New York	14(f)	Similar to Standard Act
North Carolina [1]	54-116(10)	Manner in which reserve funds shall be accumulated
North Carolina [2]	54-151(5)	Similar to Standard Act
Ohio	1729.03(E)	Similar to Standard Act
Oklahoma [1]	336(m)	Similar to Standard Act
Oklahoma [2]	361e(e)	Deposited or invested in securities approved by bylaws
Pennsylvania [2]	12112(11)	Similar to Standard Act
South Carolina [2]	33-47-230(5)	Similar to Standard Act
Tennessee	43-16-108	Similar to Standard Act
Texas [3]	5742	Similar to Standard Act
Utah	3-1-9(d)	Similar to Standard Act, with additions
Vermont	994(7)	Similar to Standard Act
Virginia [2]	13.1-320	Similar to Standard Act
Washington [2]	24.32.050(5)	Similar to Standard Act
West Virginia	19-4-4(e)	Similar to Standard Act
Wyoming	17-10-109	Similar to Standard Act

Table 9.06.25—Bylaws—contents—stock ownership limits

Statute	Section or article	Description
STANDARD	883f-14	May limit amount of stock owned to less than statutory, one-twentieth
Alabama [2]	2-10-62	May limit to less than 20 percent
Arkansas [2]	77-914	Similar to Standard Act
Arkansas [3]	77-1014	Similar to Standard Act
California [1]	54236	May limit amount owned
Colorado [2]	7-56-116(4)	May limit amount of stock a member may own
Florida [1]	618.15	May limit amount of stock owned to less than one-third
Georgia	65-206	May limit to less than 20 percent
Idaho	22-2614	Similar to Standard Act
Illinois [2]	454.4	Similar to Standard Act
Indiana	15-7-1-13(c)	May limit amount owned
Kansas [2]	17-1613	Similar to Standard Act
Kentucky [2]	272.201(4)	May limit amount owned
Louisiana [2]	133	May limit to less than one-tenth
Michigan	21.102	Articles or bylaws may limit amount owned
Minnesota [2]	308.65	Similar to Standard Act
Mississippi [2]	79-19-25	Similar to Standard Act
Montana [3]	35-17-302	Similar to Standard Act
North Carolina [2]	54-148(d)	May limit amount owned

Ohio	1729.10(E)	Similar to Standard Act
South Carolina [2]	33-47-640	Similar to Standard Act
Texas [3]	5750	Similar to Standard Act
Washington [2]	24.32.160	May limit to less than 10 percent
West Virginia	19-4-13	May limit amount of common stock a member may own
Wyoming	17-10-110(4)	May limit to less than 20 percent

Table 9.06.26—Bylaws—contents—stock, membership, transfer restrictions

Statute	Section or article	Description
STANDARD	883f-14	Bylaws shall prohibit transfer of common stock to nonproducers
Alabama [2]	2-10-62	Similar to Standard Act
Arizona	10-706(A)(13)	Permissive; manner of assignment and transfer
Arkansas [2]	77-914	Similar to Standard Act
Arkansas [3]	77-1007(a), 1010(j)	Nontransferable except as in articles or bylaws; manner of transfer
California [1]	54237	Similar to Standard Act
Colorado [1]	7-55-101(d)	Bylaws may limit transfer, assignment and give conditions
Colorado [2]	7-56-116(6)	Similar to Standard Act
Delaware	8510(4)	Permissive; regulations on sale, transfer, redemption
Florida [1]	618.15	Similar to Standard Act
Florida [2]	619.03	May provide for or against, terms and conditions of transfer

Table 9.06.26—Bylaws—contents—stock, membership, transfer restrictions (continued)

Statute	Section or article	Description
Georgia	65-206	Similar to Standard Act
Hawaii	421-8(5)	May limit transfer
Idaho	22-1614, 2610(i)	Similar to Standard Act, manner of transfer
Illinois [2]	454.6	Similar to Standard Act
Indiana	15-7-1-9(j)	Permissive, manner of transfer or assignment
Kansas [2]	17-1609(i) 17-1613	Permissive; manner of transfer or assignment Similar to Standard Act
Kentucky [2]	272.201(1)	Shall not be transferable except as in articles or bylaws
Louisiana [1]	82	Similar to Standard Act
Louisiana [2]	133	Similar to Standard Act
Maine	1826(5)	May provide for transfer of stock
Michigan	21.103	May limit and regulate transfer in articles or bylaws
Minnesota [1]	308.07(9)	Shall provide first rights of purchase for any class
Minnesota [2]	308.65	Similar to Standard Act
Mississippi [2]	79-19-25	Similar to Standard Act
Missouri [1]	274.090(13)	Permissive; manner of assignment of interests
Missouri [2]	357.130(2)(7)	Permissive; limit and regulation on transfer
Montana [3]	35-17-302(4)	Similar to Standard Act
Nevada [1]	81.030(4)	Permissive; restriction or conditions to membership transfer
Nevada [3]	81.430(4)	May prohibit transfer on established terms and conditions
New Hampshire	301:30	Similar to Standard Act
New Jersey	4:13-23	Certificates not transferable except as in articles or bylaws
New Mexico [2]	76-12-10(i)	Permissive; method, time, manner for assignment and transfer
New York	14(h) 40	Methods of transfer of membership, certificates Transferable only as in law, articles or bylaws
North Carolina [1]	54-116(9), 119	Conditions for transfer; only to those eligible in bylaws
North Carolina [2]	54-148(g)	Similar to Standard Act
Ohio	1729.10(1) 1729.11(1)	Similar to Standard Act Permissive; time, manner of assignment, transfer
Oklahoma [1]	342 338	Mandatory rule governing transfer Membership nontransferable except authorized in bylaws, acquisition
Oklahoma [2]	361i(i)	Permissive; manner of assignment and transfer
Pennsylvania [1]	12004	Stock transferable in accordance with bylaws
Pennsylvania [2]	12121(5)	Permissive; issuance, redemption, transfer
Rhode Island	7-7-9 7-7-6(m)	Membership nontransferable unless bylaws provide otherwise Permissive; any matter or thing relative to transfer
South Carolina [2]	33-47-650	Similar to Standard Act, manner of assignment, transfer
Tennessee	43-16-128	Similar to Standard Act
Texas [3]	5750	Similar to Standard Act
Utah	3-1-8(e)	Permissive; issuance, retirement and transfer
Vermont	1001(8)	Permissive; manner of assignment and transfer

Table 9.06.26—Bylaws—contents—stock, membership, transfer restrictions (continued)

Statute	Section or article	Description
Virginia [1]	13.1-301.2(e)	Permissive; retirement and transfer of stock
Virginia [2]	13.1-319(e)	Permissive; retirement and transfer of stock
	13.1-322(c)	Similar to Standard Act
Washington [2]	24.32.160	Similar to Standard Act, may prohibit transfer to nonactive members
West Virginia	19-4-13	Similar to Standard Act
Wisconsin	185.11(3)	No member may transfer membership except as permitted
Wyoming	17-10-110(6)	Similar to Standard Act

Table 9.06.27—Bylaws—contents—dividends on stock

Statute	Section or article	Description
California [1]	54120	May prescribe dividends on stock
Colorado [1]	7-55-101, 103(j)	Dividends on stock or equity capital limited according to bylaws
Kansas [2]	17-1609(j)	Permissive; amount which may be paid
North Carolina [1]	54-116(11)	Mandatory; manner in which dividends determined and paid
South Carolina [1]	33-45-180	Dividends paid at such time as bylaws prescribe
Utah	3-1-11(a)	Dividends may be cumulative if so provided in bylaws

Table 9.06.28—Bylaws—contents—other provisions

Statute	Section or article	Description
Arkansas [1]	64-1510	Provision that will make the corporation an effective business organization
California [2]	12451(i)	Permissive; other rules and regulations
Colorado [1]	7-55-103(m)	As may be proper to carry out association purposes
Delaware	8510(5)	Permissive; provisions deemed proper and necessary
District of Columbia	29-809(7)	May specify discretionary or other provisions
Hawaii	421-8(5)	Rules consistent with law and articles for management of association
Iowa [3]	499.46	Permissive; fiscal or internal affairs of association
Kansas [1]	17-1512	Provisions that will make this association an effective business organization
Maine	1826(5)	Rules for management, consistent with law and articles
Missouri [2]	357.130(2)(8)	Business activities provided powers may not be expanded
Nebraska [2]	21-1405(1)	Permissive; control, operation, others; pertaining to affairs
Nevada [2]	81.230(4)(j)	Other things as may be proper to carry out association purposes
New Jersey	4:13-18(h), (i)	Dissolution; other provisions proper and necessary
New Mexico [2]	53-4-9(7)	May specify discretionary or other provisions
Ohio	1729.11(j)	Other provision relative to control, regulation, operation
Oklahoma [1]	342(g)	Mandatory; proper and necessary to carry out purposes
Pennsylvania [2]	12121(5)	Provisions for management of association
	12121(6)	Permissive; necessary or proper to carry out purposes

Table 9.06.28—Bylaws—contents—other provisions (continued)

Statute	Section or article	Description
Rhode Island	7-7-6(m)	Permissive; pertaining to affairs; relative to financing, indebtedness
Texas [1]	1396-50.01(12)(8)	Various discretionary provisions of act, provisions incident
Utah	3-1-8(g)	Rules for management, consistent with law and purpose
Virginia [1]	13.1-301.2(e)	Rules for management of association
Virginia [2]	13.1-319(e)	Rules for management of association

Table 9.06.29—Bylaws and contents—violation of bylaws

Statute	Section or article	Description
STANDARD	883f-10(f)	Permissive; penalties for violations of the bylaws
Alabama [2]	2-10-58(6)	Similar to Standard Act
Arizona	10-706(A)(6)	Similar to Standard Act
Arkansas [2]	77-910(f)	Similar to Standard Act
Arkansas [3]	77-1010(f)	Similar to Standard Act
California [1]	54117	Similar to Standard Act
Colorado [2]	7-56-111(f)	Similar to Standard Act
Florida [1]	618.09(6)	Similar to Standard Act
Georgia	65-207(f)	Similar to Standard Act
Hawaii	421-8(6)	Similar to Standard Act
Idaho	22-2610(f)	Similar to Standard Act
Illinois [2]	449(f)	Similar to Standard Act
Indiana	15-7-1-9(k)	Similar to Standard Act
Iowa [3]	499.18	Directors may expel members for bylaws violation
Kansas [2]	17-1609(f)	Similar to Standard Act
Kentucky [2]	272.151(2)(f)	Similar to Standard Act
Louisiana [1]	78(6)	Similar to Standard Act
Louisiana [2]	129(6)	Similar to Standard Act
Maine	1826(6)	Similar to Standard Act
Michigan	21.108	Five year failure to return dividends in bylaws justifies dissolution
Minnesota [1]	308.07(9)	Board may require stock surrender for repeated, intentional violation
Minnesota [2]	308.60(6)	Similar to Standard Act
Mississippi [2]	79-19-17(f)	Similar to Standard Act
Missouri [1]	274.090(1)(6)	Similar to Standard Act
Missouri [2]	357.130(2)(6)	Similar to Standard Act
Montana [3]	35-17-304	Similar to Standard Act
Nevada [3]	81.500(d)	Power to forfeit membership for violation of bylaws
New Hampshire	301:11(VI)	Reasonable penalties may be prescribed
New Mexico [2]	76-12-10	Similar to Standard Act
New York	14(i)	Procedures and liabilities for violations of bylaws
North Carolina [2]	54-136(6)	Similar to Standard Act

Table 9.06.29—Bylaws and contents—violation of bylaws (continued)

Statute	Section or article	Description
Ohio	1729.11(F)	Similar to Standard Act
Oklahoma [2]	361i(f)	Similar to Standard Act
Pennsylvania [1]	12018	Fines for breach of bylaws, business rules
Pennsylvania [2]	12121(7)	Similar to Standard Act
South Carolina [2]	33-47-810(6)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746(f)	Similar to Standard Act
Utah	3-1-8(c)	Similar to Standard Act
Vermont	1001(5)	Similar to Standard Act
Virginia [1]	13.1-301.2(f)	Similar to Standard Act
Virginia [2]	13.1-319(f)	Similar to Standard Act
West Virginia	19-4-8(f)	Similar to Standard Act

Table 9.07—Bylaws—amendment of bylaws

Statute	Section or article	Description
Alabama [3]	2-10-93	Members may amend or repeal as provided in bylaws
Alaska	10.15.010(11) 10.15.015	Power to alter generally Members may alter, amend, repeal or adopt
Arizona	10-706(B)	Power to renew with new contract
Arkansas [3]	77-1010	Form and manner of amendment, majority vote or written assent
California [1]	54111	Majority voting power or written assent, power to board by majority voting power
Colorado [1]	7-55-103	Amended or modified as bylaws provide
Delaware	8510(6)	Methods must be in bylaws, power may be given to board
Florida [1]	618.09	Majority of members at meeting, with notice of amendment
Idaho	22-2610	Two-thirds vote of members present at meeting, majority of all mail votes
Illinois [2]	449	Bylaws shall specify by board or members, and voting power needed
Indiana	15-7-1-9	Power to amend in board unless articles provide otherwise
Iowa [3]	499.46	75 pct. director vote, or 75 pct. voting members, or as in articles or bylaws
Kentucky [2]	272.151(4)	Two-thirds vote of board members
Louisiana [1]	78(7)	Method may be specified in bylaws
Louisiana [2]	129	Majority vote, written assent, or board of directors to amend
Maine	1826	Members may amend bylaws from time-to-time
Maryland	5-511(c)	Two-thirds of persons voting in person or by mail
Massachusetts [3]	13	Notice of vote required
Michigan	21,102	Shareholders shall have the power to amend bylaws
Minnesota [1]	308.15(2)	By majority vote at meeting or by mail
Mississippi [1]	79-17-15	Vote of majority of members present at meeting, due notice
Mississippi [2]	79-19-17	Vote of majority of members present at meeting, due notice
Missouri [1]	274.090(6)	Mode, manner and vote required in bylaws
Montana [1]	35-15-206	By majority voting or as otherwise provided in bylaws
Montana [2]	35-16-208	Two-thirds member vote or voting power, may delegate to board by like vote

Table 9.07—Bylaws—amendment of bylaws (continued)

Statute	Section or article	Description
Nevada [1]	81.080(2)	Power in members, but may delegate to directors as described
Nevada [2]	81.230(2)	Vote of majority of all members
Nevada [3]	81.470(2)	Powers in members, may confer to board with majority vote or in articles
New Jersey	4:13-18	Method for amendment must be in bylaws
New Mexico [1]	53-4-8	Majority vote of members voting
New Mexico [2]	76-12-10	Bylaws shall provide for member amendment and adoption amendment
New York	16,111	Bylaws may permit board amendment, rules given
North Carolina [2]	54-136	Special provisions; power in board with limitations
North Dakota	10-15-11	Subject to member amendment or repeal at any time
Ohio	1729,11	Bylaws shall provide for amendment and vote required
Oklahoma [1]	342(f)	Bylaws must describe; shall be adopted at meeting
Oklahoma [2]	361i	Bylaws shall provide for amendment by members
Oregon	62.125(11)	Power to alter generally
	62.135	Members may alter, amend, repeal or adopt
Pennsylvania [1]	12020	By consent of members present at special meeting, notice
Pennsylvania [2]	12121(a)	As provided in articles or bylaws; limits on board powers
Rhode Island	7-7-7	Two-thirds vote of members present at meeting, quorum, notice
South Carolina [2]	33-47-810	Majority vote of members at meeting
South Dakota	47-15-19	Majority of members may amend unless bylaws provide otherwise
Texas [1]	1396-50.01(11)	Simple majority vote of members, unless bylaws or articles increase
Utah	3-1-8	Adopted, amended or repealed by vote of members
Vermont	1000(a), (b)	Adopted, amended, repealed by majority vote of members, delegate provision
Virginia [1]	13.1-301.2	Board vote, two-third member voting, limits on board powers
Virginia [2]	13.1-319	Board vote, two-third member voting, limits on board powers
Washington [2]	24.32.090	Two-third of members voting, provided 25 percent of all members vote
Wisconsin	185.07	Subject to member amendment, repeal, majority voting, bylaws may modify

Table 10.01—Membership—member defined

Statute	Section or Article	Description
STANDARD	883f-2(b)	Actual members if no capital stock; holders of common stock
Alabama [2]	2-10-50(2)	Similar to Standard Act
Alaska	10.15.595(9)	Person who is qualified and accepted as member
Arizona	10-701(5)	Includes members of associations, defines active member
Arkansas [2]	77-902(b)	Similar to Standard Act
Arkansas [3]	77-1002(b)	Holder of membership if no capital stock, or holder of common stock
California [1]	54003	Similar to Standard Act
California [2]	12204	Shareholder means holder of share of stock or a member
Colorado [2]	7-56-103(3)	Similar to Standard Act
District of Columbia	29-801(2)	Includes members in stock and nonstock associations
Florida [1]	618.01(2)	Similar to Standard Act
Georgia	65-201(b)	Similar to Standard Act
Hawaii	421-1(5)	Similar to Standard Act
Idaho	22-2602(b)	Similar to Standard Act
Illinois [2]	441(b)	Similar to Standard Act
Indiana	15-7-1-2(b)	For nonstock admitted as in bylaws; for stock, holders of voting stock
Iowa [3]	499.2	Similar to Standard Act
Kansas [2]	17-1602(b)	Similar to Standard Act
Kentucky [1]	272.010(2c)	Similar to Standard Act; not holders of common stock
Kentucky [2]	272.011(3)	Holder of membership or holder of voting stock
Louisiana [1]	72(2)	Similar to Standard Act
Louisiana [2]	122(2)	Similar to Standard Act
Maine	1774(7)	Similar to Standard Act
Maryland	5-501(c)	Person who owns stock or holds a membership certificate
Minnesota [1]	308.06(2)	Holders of voting common stock deemed members
Minnesota [2]	308.52(3)	Similar to Standard Act
Mississippi [1]	79-17-23	Members may or may not be shareholders, no vote if not
Mississippi [2]	79-19-3(b)	Similar to Standard Act
Missouri [1]	274.020(3)	Actual members if no capital stock
Montana [3]	35-17-103	Similar to Standard Act
Nebraska [2]	21-1401	Person who owns certificate of membership
New Hampshire	301.1	Similar to Standard Act
New Jersey	4:13-1	Similar to Standard Act
New Mexico [1]	53-4-1	Not only member in nonstock but also stock association
New Mexico [2]	76-12-3	Similar to Standard Act
New York	3(e)	Holder of membership however evidenced, and member association
North Carolina [2]	54-130(4)	Similar to Standard Act
North Dakota	10-15-01(5)	Person who is qualified and accepted as member
Ohio	1729.01(c)	Similar to Standard Act

Table 10.01—Membership—member defined (continued)

Statute	Section or article	Description
Oklahoma [1]	331	Member of association
Oklahoma [2]	361b(b)	Similar to Standard Act
Oregon	62.015(1)(f)	Person who is qualified and accepted as member
Pennsylvania [2]	12104(5)	Similar to Standard Act
Rhode Island	7-7-1	Holder of membership if no capital stock, or holder of common stock
South Carolina [2]	33-47-20(2)	Similar to Standard Act
South Dakota	47-15-1(5)	Person who is qualified and accepted as member
Tennessee	43-16-103	Similar to Standard Act
Texas [3]	5738(b)	Similar to Standard Act
Utah	3-1-2(g)	Similar to Standard Act
Vermont	991(7)	Similar to Standard Act
Virginia [2]	13.1-313(e)	Holder of membership if no capital stock, or holder of common stock
Washington [2]	24.32.010(2)	Similar to Standard Act
West Virginia	19-4-1(b)	Similar to Standard Act
Wisconsin	185.01(5)	Person who is qualified and accepted as member
Wyoming	17-10-102(2)	Similar to Standard Act

Table 10.02—Membership—fostering membership

Statute	Section or article
Delaware	8508(11)
New Jersey	4:13-16(k)
Oklahoma [1]	336(k)
Pennsylvania [2]	12112(12)

Table 10.03.01—Membership—qualifications—bylaws

Statute	Section or article	Description
STANDARD	883f-7(a)	Under terms and conditions prescribed in the bylaws
Alabama [2]	2-10-55	Similar to Standard Act
Alabama [3]	2-10-97	Similar to Standard Act
Alaska	10.15.020	Shall set qualifications for membership
Arizona	10-708	Similar to Standard Act
Arkansas [1]	64-1510	Bylaws shall prescribe manner of becoming a member
Arkansas [2]	77-907(a)	Similar to Standard Act
Arkansas [3]	77-1007	Similar to Standard Act
California [1]	54121	Similar to Standard Act
Colorado [1]	7-55-101(d)	Under uniform terms and conditions in bylaws
Colorado [2]	7-56-108(1)	Similar to Standard Act

Table 10.03.01—Membership—qualifications—bylaws (continued)

Statute	Section or article	Description
Colorado [3]	7-57-101	Under uniform terms and conditions in bylaws
District of Columbia	29-823	Qualifications for eligibility, if any, stated in articles or bylaws
Florida [1]	618.10	Similar to Standard Act
Florida [2]	619.03	Subject to rules and regulations in bylaws
Georgia	65-205	Similar to Standard Act
Idaho	22-2607(a)	Similar to Standard Act
Illinois [2]	446	Similar to Standard Act
Indiana	15-7-1-6(a)-(c)	Similar to Standard Act
Iowa [2]	498.10	Similar to Standard Act
Kansas [2]	17-166(a)	Similar to Standard Act
Kentucky [2]	272.191(1)	Similar to Standard Act
Louisiana [1]	75	Similar to Standard Act
Louisiana [2]	126	Similar to Standard Act
Maryland	5-508(a)(1)	Limited to persons designated in bylaws
Michigan	21-103	Articles or bylaws may provide necessary qualifications
Minnesota [2]	308.57	Similar to Standard Act
Mississippi [2]	79-19-11(1)	Similar to Standard Act
Missouri [1]	274.040(1)	Similar to Standard Act
Montana [3]	35-17-301	Similar to Standard Act
Nebraska [2]	21-1406	Similar to Standard Act, but articles or bylaws
Nevada [1]	81.030(1)	Similar to Standard Act, or in contract
Nevada [2]	81.190(1)	Qualifications in bylaws
New Hampshire	301:7	Similar to Standard Act
New Mexico [1]	53-4-23	Stated in articles or bylaws
New Mexico [2]	76-12-11	Similar to Standard Act
New York	111	Similar to Standard Act
North Carolina [1]	54-116(3)	Required in bylaws
North Carolina [2]	54-145(a)	Similar to Standard Act
North Dakota	10-15-15	Shall be set forth in bylaws
Ohio	1729.09(A)	Similar to Standard Act
Oklahoma [1]	337(a)	Similar to Standard Act
Oklahoma [2]	361j(a)	Similar to Standard Act
Oregon	62.145(2)	Qualifications and method of acceptance set forth in bylaws
Pennsylvania [2]	12113	Articles or bylaws may prescribe additional, cannot enlarge class
Rhode Island	7-7-8	Similar to Standard Act, articles or bylaws
South Carolina [2]	33-47-410	Similar to Standard Act
South Dakota	47-16-1	Shall be set forth in bylaws
Tennessee	43-16-109	Similar to Standard Act
Texas [3]	5743(a)	Similar to Standard Act
Utah	3-1-10(c)	Eligible class described in bylaws

Table 10.03.01—Membership—qualifications—bylaws (continued)

Statute	Section or article	Description
Vermont	998	Similar to Standard Act
Virginia [2]	13.1-321(c)	Eligible class described in bylaws
Washington [2]	24.32.060(1)	Similar to Standard Act
West Virginia	19-4-5	Similar to Standard Act
Wisconsin	185.11(2)	Shall be set forth in bylaws

Table 10.03.02—Membership—qualifications—general organization

Statute	Section or article	Description
STANDARD	883f-7	May admit "persons"
Alabama [2]	2-10-55	Persons or associations or corporations
Alabama [3]	2-10-90(1)	Individual persons, partnerships, associations, corporations
Arizona	10-708	Persons, and corporations regularly engaged in financing production
Arkansas [1]	64-1503	Persons
Arkansas [2]	77-907(a)	Persons
Arkansas [3]	77-1007	Person
California [1]	54231, 54232	Person, natural or legal
California [2]	12201	May be natural or legal person
Colorado [1]	7-55-101(d)	Any person, firm or corporation or other association
Colorado [3]	7-57-101	Application of Colorado [1]
Connecticut [2]	33-205	Person or similar corporation
Delaware	8531, 8501	Patron who is also a person engaged in agriculture
District of Columbia	29-823	Natural person, association, incorporated or unincorporated association
Florida [1]	618.10(1)	Persons or cooperative corporations
Florida [2]	619.01	Persons
Georgia	65-205	Persons or associations or corporations
Hawaii	421-10	Producers and cooperative association of producers
Idaho	22-2607(a)	Persons
Illinois [2]	446	Persons or associations
Indiana	15-7-1-6(b), (c)	Individual or political subdivision, association engaged in agriculture
Iowa [2]	498.10	Persons
Iowa [3]	499.13	Individuals, other associations
Kansas [2]	17-1606(a)	Person
Kentucky [2]	272.191(1)	Person
Louisiana [1]	75	Person
Louisiana [2]	126	Person
Maine	1911(1)	Producers and associations
Maryland	5-523	Person or another cooperative association
Massachusetts [3]	14	Persons, may be corporation
Minnesota [1]	308.07	Persons and other cooperative associations

Table 10.03.02—Membership—qualifications—general organization (continued)

Statute	Section or article	Description
Minnesota [2]	308.57	Persons, other associations
Mississippi [1]	79-17-23	Producers or organizations with similar purposes and operations
Mississippi [2]	79-19-11	Persons
Missouri [1]	274.040(1), (2)	Persons, natural or legal
Missouri [2]	357.040	Persons
Montana [2]	35-16-201, 211	Holders of title to agricultural land, including corporations
Montana [3]	35-17-301	Persons
Nebraska [2]	21-1406	Persons
Nevada [1]	81.110(2)(b)	Persons and corporations
Nevada [2]	81.190(1)	Persons above age of 18
New Hampshire	301:7	Cooperative marketing association, and persons
New Jersey	4:13-21	Persons, any association however incorporated
New Mexico [1]	53-4-23	Natural person, group organized on cooperative basis
New Mexico [2]	76-12-11	Cooperative association and persons
New York	111	Persons or cooperative corporations
North Carolina [1]	54-111	Producers or producer controlled associations
North Carolina [2]	54-145(a), (b)	Persons
North Dakota	10-15-15	Person, including partnership, association, corporation or body politic
Ohio	1729.09(A)	Cooperative marketing associations or persons
Oklahoma [1]	337(a)	Persons
Oklahoma [2]	361j(a)	Cooperative associations and persons
Pennsylvania [1]	12006	Persons, partnership, corporations
Pennsylvania [2]	12113	Persons and cooperative associations
Rhode Island	7-7-8	Persons or associations of persons
South Carolina [2]	33-47-410, 420, 450	Persons, natural or legal
South Dakota	47-16-1	Person, including partnership, association, corporation or body politic
Tennessee	43-16-109	Persons
Texas [3]	5743(a)	Persons
Utah	3-1-10(a)	Producer and association of producers
Vermont	998	Cooperative marketing associations and persons
Virginia [2]	13.1-321(a)	Producers and associations of producers
Washington [2]	24.32.060(1)	Persons
West Virginia	19-4-5	Producers and associations of producers
Wisconsin	185.11(2)	Person, including partnership, association, corporations or body politic

Table 10.03.03—Membership—qualifications—person

Statute	Section or article	Description
STANDARD	883f-2(d)	Individuals, firms, partnerships, corporations and association
Alabama [2]	2-10-50(4)	Individuals, firms, partnerships and associations
Arkansas [2]	77-902(d)	Individuals, firms, partnerships, corporations and associations

Table 10.03.03—Membership—qualifications—person (continued)

Statute	Section or article	Description
Arkansas [3]	77-1002(d)	Individuals, firms, partnerships, corporations and associations
Colorado [2]	7-56-103(5)	Individuals, firms, partnerships, corporations and associations
Georgia	65-201(d)	Individuals, firms, partnerships, corporations and associations
Hawaii	421-1(6)	Individuals, partnerships, corporations and associations
Idaho	22-2602(d)	Individuals, firms, partnerships, corporations and associations
Illinois [2]	441(d)	Individuals, firms, partnerships, corporations and associations
Indiana	15-7-1-2(d)	Natural persons, firms, partnerships, trusts, corp. executors, bodies politic
Kansas [2]	17-1602(d)	Individuals, firms, partnerships, corporations and associations
Kentucky [1]	272.011(5)	Individuals, firms, partnerships, corporations and associations
Kentucky [2]	272.011(5)	Individuals, firms, partnerships, corporations and associations
Louisiana [1]	72(4)	Individuals, firms, partnerships, corporations and associations
Louisiana [2]	122(4)	Individuals, firms, partnerships, corporations and associations
Maine	1774(8)	Individuals, partnerships, corporations and associations
Minnesota [2]	308.52(5)	Individuals, firms, partnerships, corporations and associations
Mississippi [1]	79-17-35	Persons, partnerships, associations and corporations
Mississippi [2]	79-19-3	Individuals, firms, partnerships, corporations and associations
Montana [3]	35-17-103(3)	Individuals, firms, partnerships, corporations and associations
Nebraska [2]	21-1401	Individuals, firms, partnerships, corporations, associations, common interest
New Hampshire	301:1	Individuals, firms, partnerships, corporations and associations
New Mexico [2]	76-12-3	Individuals, firms, partnerships, corporations and associations
New York	3(f)	Individuals, partnerships, corporations, associations, individuals acting together
North Carolina [2]	54-130(5)	Individuals, firms, partnerships, corporations and associations
Ohio	1729.01(D)	Individuals, firms, partnerships, corporations and associations
Oklahoma [1]	331	Individuals, firms, partnerships, corporations, associations, common interest
Oklahoma [2]	361b(d)	Individuals, firms, partnerships, corporations and associations
Oregon	62.015(1)(h)	Individuals, corporations, associations, firms, partnerships, trusts
Pennsylvania [2]	12104(6)	Individuals, partnerships, corporations and associations
Rhode Island	7-7-1	Individuals, partnerships, corporations, associations, common interests
South Dakota	47-15-1(6)	Individuals, firms, partnerships, unincorporated assns., corps., body politic
Tennessee	43-16-103	Individuals, firms, partnerships, corporations and associations
Texas [3]	5738(d)	Individuals, firms, partnerships, corporations, associations
Utah	3-1-2(i)	Individuals, partnerships, corporations and associations
Vermont	991(8)	Individuals, firms, partnerships, corporations and associations
Virginia [2]	13.1-313(f)	Individuals, partnerships, corporations and associations
Washington [2]	24.32.010(4)	Individuals, firms, partnerships, corporations and associations
Wyoming	17-10-102(4)	Individuals, firms, partnerships, corporations and associations

Table 10.03.04—Membership—qualifications—landlord and tenant

Statute	Section or article	Statute	Section or article
STANDARD	883-7	Louisiana [2]	126
		Maine	1911(1)
Alabama [2]	2-10-55	Massachusetts [3]	14
Alabama [3]	2-10-97		
Arizona	10-708	Minnesota [2]	308.57
Arkansas [2]	77-907(a)	Mississippi [2]	79-19-11(1)
Arkansas [3]	77-1007	Missouri [1]	274.040(1)
		Montana [3]	35-17-301
California [1]	54231	Nebraska [2]	21-1406
Colorado [2]	7-56-108(1)		
Connecticut [2]	33-205	New Hampshire	301:7
Georgia	65-205	New Jersey	4:13-21
Hawaii	421-10(a)	New Mexico [2]	76-12-11
		North Carolina [2]	54-145(a)
Idaho	22-2607(a)	Ohio	1729.09(A)
Indiana	15-7-1-6(b)		
Iowa [2]	498.10	Oklahoma [1]	337(a)
Iowa [3]	499.13	Oklahoma [2]	361j(a)
Kansas [2]	17-1606(a)	Pennsylvania [2]	12113
		Rhode Island	7-7-8
Kentucky [2]	272.191(1)	South Carolina [2]	33-47-410
Louisiana [1]	75		

Tennessee	43-16-109	Washington [2]	24.32.060(1)
Texas [3]	5743(a)	West Virginia	19-4-5
Utah	3-1-10(a)		
Vermont	998		
Virginia [2]	13.1-321(a)		

Table 10.03.05—Membership—qualifications—producer

Statute	Section or article	Description
STANDARD	883f-7	Production of agricultural products to be handled through association
Alabama [2]	2-10-35	Similar to Standard Act
Alabama	2-10-90	Similar to Standard Act
Arizona	10-708	Similar to Standard Act, and financing corporations
Arkansas [2]	77-907(a)	Similar to Standard Act
Arkansas [3]	77-1007	Engaged in the production of agricultural commodities
California [1]	54231	Similar to Standard Act
Colorado [2]	7-56-108(1)	Similar to Standard Act
Connecticut [2]	33-205	Similar to Standard Act
Delaware	8501(4)	Producers or those engaged in other allied occupations
Florida [1]	618,10	Similar to Standard Act
Georgia	65-205	Similar to Standard Act
Hawaii	421-10(a)	Bona fide producer
Idaho	22-2607(a)	Similar to Standard Act, includes supply purchasers

Table 10.03.05—Membership—qualifications—producers (continued)

Statute	Section or article	Definition
Illinois [2]	441(e), 446	Similar to Standard Act, "Substantially all" in definition
Indiana	15-7-1-6	Similar to Standard Act, employee, stockholders of agricultural corporation
Iowa [3]	499.13, 14	Similar to Standard Act, or if supplies customarily used
Kansas [2]	17-1606(a)	Similar to Standard Act, nonvoting open membership
Kentucky [2]	272.191(1)	Similar to Standard Act
Louisiana [1]	75	Similar to Standard Act, "grown by them"
Louisiana [2]	126	Similar to Standard Act
Maine	1911(1)	Bona fide producers
Massachusetts [3]	14	Similar to Standard Act
Minnesota [2]	305.57	Similar to Standard Act
Mississippi [1]	79-17-23	All voting stock, common or preferred, held only by producers
Mississippi [2]	79-19-11(1)	Similar to Standard Act
Missouri [1]	274.040(1)	Similar to Standard Act
Montana [3]	35-17-301	Similar to Standard Act
Nebraska [2]	21-1406	Similar to Standard Act
New Hampshire	301:7	Similar to Standard Act, including supply purchasers
New Jersey	4:13-21	Similar to Standard Act, applies to member associations
New Mexico [2]	76-12-11	Similar to Standard Act
New York	111	Similar to Standard Act
North Carolina [1]	54-111	Similar to Standard Act, applies to member associations
North Carolina [2]	54-145(a)	Similar to Standard Act
Ohio	1729.09(A)	Similar to Standard Act
Oklahoma [1]	337(a)	Similar to Standard Act
Oklahoma [2]	361j(a)	Similar to Standard Act
Pennsylvania [2]	12113	Similar to Standard Act
Rhode Island	7-7-8	Similar to Standard Act
South Carolina [2]	33-47-410	Similar to Standard Act
Tennessee	43-16-109	Similar to Standard Act
Texas [3]	5743(a)	Similar to Standard Act
Utah	3-1-10(a)	Only producers
Vermont	998	Similar to Standard Act
Virginia [2]	13.1-321(a)	Bona fide producers
Washington [2]	24.32.060(1)	Similar to Standard Act
West Virginia	19-4-5	Similar to Standard Act
Wyoming	17-10-110(6)	Membership or common stock not transferable to nonproducers

Table 10.03.06—Membership—qualifications—other provisions

Statute	Section or article	Description
Connecticut [1]	33-191	Consent of "managers" required for membership
District of Columbia	29-805(9)	Minimum number of shares to qualify as member stated in articles
Iowa [3]	499.14	Membership in nonstock association specified in articles
Louisiana [2]	126	Articles specify terms and conditions for membership
Maine	1911(6)	In nonstock associations, may include employees as members
Nebraska [2]	21-1406	Eligibility terms and conditions prescribed in articles or bylaws
New Mexico [1]	53-4-5(9)	Member and voting rights lost if qualifications cease
New York	14(h)	Articles may set number, qualifications
North Dakota	10-15-20(2)	Articles may require ownership of shares
Oklahoma [2]	361j(b)	Member and voting rights lost if qualifications cease
Oregon	62.145(1)	Must own membership stock or pay membership fee
Pennsylvania [1]	12003(VII)	Articles may specify terms
	12006	Bylaws may permit minor to hold shares
Pennsylvania [2]	12113	Articles may prescribe additional qualifications for membership
South Dakota	47-16-1	May have one or more classes of members
Texas [1]	1396-50.01(26)	Qualifications identified in articles
Utah	3-1-10(a)	Incorporators are members and must pay for stock
	3-1-2(g)	May be only one class of membership
	3-1-10(c)	Member and voting rights lost if qualifications cease
Virginia	13.1-321(c)	Member and voting rights lost if qualifications cease

Table 10.05.01—Membership—documents—membership certificates

Statute	Section or article	Description
STANDARD	883f-14	When membership fee paid in full, shall receive certificate of membership
Alabama [2]	2-10-62	Similar to Standard Act
Arizona	10-709	May receive certificate on payment of fee
Arkansas [2]	77-914	Similar to Standard Act
Arkansas [3]	77-1014	Similar to Standard Act
California [1]	54234	Similar to Standard Act
Colorado [1]	7-55-101(d)	Shall issue certificate to all who become members
Colorado [2]	7-56-116(1), (2)	Similar to Standard Act
Florida [1]	618.15	Similar to Standard Act
Florida [2]	619.03	To be issued
Georgia	65-206	Similar to Standard Act
Hawaii	421-11(a)	No membership certificate until fully paid
Idaho	22-2614	Similar to Standard Act
Illinois [2]	454	Similar to Standard Act
Indiana	15-7-1-13(a)	Similar to Standard Act
Iowa [2]	498.11	Shall be issued to charter members and others admitted
Kansas [2]	17-1613	Similar to Standard Act
Kentucky [2]	272.201(1)	Similar to Standard Act
Louisiana [1]	82	Similar to Standard Act

Table 10.05.01—Membership—documents—membership certificates (continued)

Statute	Section or article	Description
Louisiana [2]	133	Similar to Standard Act
Maine	1912(1)	No membership certificate until fully paid
Maryland	5-509	Similar to Standard Act
Minnesota [2]	308.65	Similar to Standard Act
Mississippi [2]	79-19-25	Similar to Standard Act
Missouri [1]	274.050(1)	Similar to Standard Act
Montana [3]	35-17-302(1)	Similar to Standard Act
Nebraska [2]	21-1406	Association shall issue
Nevada [1]	81.030(2)	Association shall issue
Nevada [2]	81.180(2)	Association shall issue
Nevada [3]	81.430(1)	Membership shall be issued to each member
New Hampshire	301:25	Similar to Standard Act
New Jersey	4:13-23	Similar to Standard Act, promissory note acceptable
New Mexico [1]	53-4-25	Similar to Standard Act
New Mexico [2]	76-12-12(a)	Similar to Standard Act
New York	40	Shall issue upon full payment
North Carolina [1]	54-119	Similar to Standard Act
North Carolina [2]	54-148(a)	Similar to Standard Act
Ohio	1729.10(A)	Similar to Standard Act
Oklahoma [1]	338	Shall issue
Oklahoma [2]	361k(a)	Similar to Standard Act
Pennsylvania [2]	12112(12), 12114(b)	Shall be issued when fully paid
Rhode Island	7-7-9	Shall be issued
South Carolina [2]	33-47-430	Similar to Standard Act
Tennessee	43-16-123	Similar to Standard Act
Texas [3]	5750	Similar to Standard Act
Utah	3-1-11(a), 5(i)	Similar to Standard Act, articles govern issuance
Virginia [2]	13.1-316(i)	Articles govern issuance
	13.1-322(a)	Similar to Standard Act
Washington [1]	23.86.110	Similar to Standard Act
Washington [2]	24.32.160	Similar to Standard Act
West Virginia	19-4-13	Similar to Standard Act
Wyoming	17-10-110(1)	Similar to Standard Act

Table 10.05.02—Membership—documents—stock certificates

Statute	Section or article	Description
STANDARD	883f-14	Restricted transfer to producer must be printed on certificate
Alabama [2]	2-10-62	Similar to Standard Act
Alaska	10.15.070	Restrictions on transfer, rights, classes, other information
Arkansas [2]	77-914	Similar to Standard Act
California [1]	54237	Similar to Standard Act
Colorado [2]	7-56-116(6)	Similar to Standard Act
Delaware	8531	Redemption for nonpatronage, consent for sale, transfer
District of Columbia	29-825	Statement on voting, proxy, repurchase required
Florida [1]	618.15	Similar to Standard Act
Georgia	65-205, 228	Similar to Standard Act
Idaho	22-2614	Similar to Standard Act
Illinois [2]	454.6	Similar to Standard Act
Indiana	15-7-1-13(e)	Similar to Standard Act
Iowa [3]	499.15	Fixed dividends, and ownership, voting, transfer restrictions
Kansas [2]	17-1613	Similar to Standard Act
Kentucky [2]	272.201(8)	Similar to Standard Act, applies to voting stock
Louisiana [1]	82	Similar to Standard Act
Louisiana [2]	133	Similar to Standard Act
Maryland	5-508(c)	Transfer, ownership, voting restrictions invalid unless on certificate
Michigan	21.101	Any limits on transfer, voting on proxy voting
Minnesota [2]	308.65	Similar to Standard Act
Mississippi [2]	79-19-25	Similar to Standard Act
Montana [3]	35-17-302(4)	Similar to Standard Act
New Hampshire	301.30	Similar to Standard Act
New Jersey	4:13-23	Nontransferability printed on face or attached firmly thereto
New Mexico [1]	53-4-25	One-member, one-vote rules, no proxy, transfer limits
North Carolina [2]	54-148(g)	Similar to Standard Act
North Dakota	10-15-21	Restrictions on rights, transfer, classes, other information
Ohio	1729.10(I)	Similar to Standard Act
Oregon	62.185	Restrictions on rights, transfer, classes, other information
Pennsylvania [2]	12114(f), 12115(d)	Lien statement permissible, must state restrictions on transfer
South Carolina [2]	33-47-650	Similar to Standard Act
South Dakota	47-16-28	Restrictions on transfer, rights, classes, other information
Tennessee	43-16-128	Similar to Standard Act
Texas [1]	1396-50.01(28)(a)	Statement on voting, proxy, repurchase required in membership certificate
Texas [3]	5750	Similar to Statement Act
Vermont	981(6)	Restriction on voting
Virginia [2]	13.1-322(a), (c)	Similar to Standard Act, signatures required
Washington [2]	24.32.160	Similar to Standard Act

Table 10.05.02—Membership—documents—stock certificates (continued)

Statute	Section or article	Description
West Virginia	19-4-13	Similar to Standard Act
Wisconsin	185.21(3)	Restrictions on transfer, other information, or association will furnish
Wyoming	17-10-110(6)	Similar to Standard Act

Table 10.06.01—Membership—member rights—treatment on admission

Statute	Section or article	Description
STANDARD	883f-8(f)	Entitled to share, rules applicable to all members
Alabama [2]	2-10-56	Similar to Standard Act
Arizona	10-707	Similar to Standard Act, but general rules in bylaws
Arkansas [2]	77-908(f)	Similar to Standard Act
California [1]	54081(e)	Similar to Standard Act, without admission provision
Colorado [1]	7-55-102(g)	Method of determining rights
Colorado [2]	7-56-109(f)	Similar to Standard Act
Colorado [3]	7-57-102	Method of determining rights
District of Columbia	29-805(9)	Similar to Standard Act, without admission provision
Florida [1]	618.04(6)	Similar to Standard Act
Florida [2]	619.04(6)	Similar to Standard Act
Georgia	65-203(f)	Similar to Standard Act
Hawaii	421-4(8)	Similar to Standard Act, without admission provision
Idaho	22-2608(e)	Similar to Standard Act
Illinois [2]	447(f)	Similar to Standard Act
Indiana	15-7-1-7(a)(5)	Similar to Standard Act, without admission provision
Iowa [3]	499.40(6)(b)	Similar to Standard Act, without admission provision
Kansas [2]	17-1607(f)	Similar to Standard Act
Kentucky [2]	272.131(6)	Similar to Standard Act
Louisiana [1]	76(5)	Similar to Standard Act
Louisiana [2]	127(5)	Similar to Standard Act
Maine	1823(8)	Similar to Standard Act, without admission provision
Maryland	5-505(c)	Similar to Standard Act
Massachusetts	13	Bylaws may provide for admission to nonstock associations
Minnesota [2]	308.58(6)	Similar to Standard Act
Mississippi [2]	79-19-13(f)	Similar to Standard Act
Missouri [1]	274.070(1)(6)	Similar to Standard Act
Montana [3]	35-17-202	Similar to Standard Act
Nevada [1]	81.040(7)	Similar to Standard Act
Nevada [2]	81.190(2)	Rights and interests of all members shall be equal
Nevada [3]	81.440(6)	Similar to Standard Act

Table 10.06.01—Membership—member rights—treatment on admission (continued)

Statute	Section or article	Description
New Hampshire	301:4(V1)	Similar to Standard Act
New Mexico [1]	76-12-7(g)	Similar to Standard Act
New York	14(h)	Articles, bylaws or marketing contract may provide for admission
North Carolina [2]	54-134(6)	Similar to Standard Act
Ohio	1729.06(E)	Similar to Standard Act
Oklahoma [2]	361f(g)	Similar to Standard Act
Pennsylvania [2]	12110(5)	Similar to Standard Act, without admission provision
South Carolina [2]	33-47-210(6), 440	Similar to Standard Act
Tennessee	43-16-110	Similar to Standard Act
Texas [3]	5744(f)	Similar to Standard Act
Utah	3-1-5(h)	Similar to Standard Act, without admission provision
Vermont	995(6)	Similar to Standard Act
Virginia [2]	13.1-316(e)	Similar to Standard Act, without admission provision
Washington [2]	24.32.070(6)	Similar to Standard Act
West Virginia	19-4-6(f)	Similar to Standard Act
Wyoming	17-10-105(3)(a)	Similar to Standard Act

Table 10.06.03—Membership—member rights—limits on liability

Statute	Section or article	Description
STANDARD	883f-14	Not liable for debts exceeding unpaid fee, subscription, notes
Alabama [2]	2-10-62	Similar to Standard Act
Alabama [3]	2-10-98	No individual liability for shareholders or members
Alaska	10.15.090	Member liable only for unpaid subscription, not association debts
Arizona	10-709	Not liable for in excess of unpaid membership fee
Arkansas [1]	64-1516	Similar to Standard Act
Arkansas [2]	77-914	Similar to Standard Act
Arkansas [3]	77-1014	Similar to Standard Act
California [1]	54239	Similar to Standard Act
Colorado [2]	7-56-116(3)	Similar to Standard Act
Delaware	8533	Not liable for debts of association, only to extent of stock for labor
District of Columbia	29-829	Not liable beyond unpaid amount on shares or membership
Florida [1]	618.15	Similar to Standard Act
Georgia	65-206	Similar to Standard Act
Hawaii	421-10(d)	No personal liability for debts of association
Idaho	22-2614	Similar to Standard Act
Illinois [1]	327	Shareholders liable only for amounts unpaid on shares
Illinois [2]	454.3	Similar to Standard Act
Indiana	15-7-1-13(b)	Similar to Standard Act

Table 10.06.03—Membership—member rights—limits on liability (continued)

Statute	Section or article	Description
Iowa [2]	498.4	Articles shall contain limitations or member liability for association debts
	498.21	Members may limit liability to amount of membership fee
Iowa [3]	499.12	Members private property exempt from execution for association debts
Kansas [2]	17-1613	Similar to Standard Act
Kentucky [2]	272.201(3)	Similar to Standard Act
Louisiana [1]	82	Similar to Standard Act
Louisiana [2]	133	Similar to Standard Act
Maine	1911(4)	No personal liability for debts of association
Minnesota [2]	308.65	Similar to Standard Act
Mississippi [1]	79-17-23	No individual liability for shareholders, members, officers, directors
Mississippi [2]	79-19-25	Similar to Standard Act
Missouri [1]	274.050(2)	Not liable for debts exceeding sum due on marketing contract
Missouri [2]	357.160	Shareholder's private property exempt from execution for association debts
Montana [1]	35-15-403	Stockholders liable to extent of unpaid stock subscription
Montana [2]	35-16-401	Lien on member's land for corporate debts, limits set
Montana [3]	35-17-303	Similar to Standard Act
Nebraska [2]	21-1406	Not liable beyond unpaid membership dues
Nevada [2]	81.190(4)	Member not liable beyond indebtedness
New Hampshire	301:27	Similar to Standard Act
New Jersey	4:13-25	Member not personally liable for association debts
New Mexico [1]	53-4-29	Members not liable beyond subscription; assignment limits
New Mexico [2]	76-12-11(c)	Similar to Standard Act
New York	47(1)	Not liable unless articles provide; liable for labor payment
North Carolina [1]	54-113	No shareholder personally liable
North Carolina [2]	54-148(c)	Similar to Standard Act
North Dakota	10-15-31(2)	Members, stockholders, patrons not obligated for association debts
Ohio	1729.10(c)	Similar to Standard Act
Oklahoma [1]	340	Liable only to extent of unpaid subscription or fee
Oklahoma [2]	361j(c)	Similar to Standard Act
Oregon	62.215	Not liable beyond unpaid subscription or fee, debts excepted
Pennsylvania [1]	12009	Liable only for debts for labor or services
Pennsylvania [2]	12117	Not individually liable for association debts
Rhode Island	7-7-11	Similar to Standard Act
South Carolina [2]	33-47-670	Similar to Standard Act
South Dakota	47-16-30	Members, stockholders, patrons not obligated for association debts
Tennessee	43-16-125	Similar to Standard Act
Texas [1]	1396-50.01(32)	Not liable for association debts except amounts unpaid on certificates
Texas [2]	2523	Not liable except for shares and assessment, if any

Table 10.06.03—Membership—member rights—limits on liability (continued)

Statute	Section or article	Description
Texas [3]	5750	Similar to Standard Act
Utah	3-1-10(d)	No personal liability for association debts
Vermont	1016	No member liable for association debts
Virginia [2]	13.1-321(d)	No personal liability for association debts
Washington [1]	23.86.040	Liability limited to unpaid subscription
Washington [2]	24.32.160	Similar to Standard Act
West Virginia	19-4-13	Similar to Standard Act
Wisconsin	185.37(2)	Members, stockholders, patrons not obligated for association debts
Wyoming	17-10-110(3)	Similar to Standard Act

Table 10.07—Membership—other associations

Statute	Section or article	Description
STANDARD	883f-7(c)	Association organized under statute may become member of another
Arkansas [2]	77-907(c)	Similar to Standard Act
California [1]	54233	Similar to Standard Act
Colorado [1]	7-55-101(e)	Association may acquire membership in another association under statute
Colorado [2]	7-56-108(3)	Similar to Standard Act
Connecticut [2]	33-205	Similar to Standard Act
Florida [1]	618.10(2)	Similar to Standard Act
Georgia	65-205	Similar to Standard Act
Idaho	22-2607(c)	Similar to Standard Act
Illinois [1]	314	May own stock in another association where needed, business
Illinois [2]	446	Similar to Standard Act
Iowa [1]	497.12	May invest up to 25 percent of capital in another association
Iowa [3]	499.13	Federated associations may be formed, members restricted to associations
Kansas [2]	17-1617a	Associations may be members
Kentucky [2]	272.191(3)	Similar to Standard Act
Louisiana [1]	75	Similar to Standard Act
Louisiana [2]	126	Similar to Standard Act
Maryland	5-523	Association may be member of another association
Minnesota [1]	308.07(3)	May hold stock in another association
Minnesota [2]	308.57	Similar to Standard Act
Mississippi [2]	79-19-11(3)	Similar to Standard Act
Missouri [1]	274.040(3)	Similar to Standard Act
Montana [3]	35-17-301	Similar to Standard Act
Nebraska [2]	21-1405(9)	Other nonprofit associations of producers
New Hampshire	301:8	Similar to Standard Act
New Jersey	4:13-16(m)	May become member

Table 10.07—Membership—other associations (continued)

Statute	Section or article	Description
New Mexico [2]	76-12-11(a)	Associations may be members
New York	14(j)	Power to become member according to bylaws
North Carolina [2]	54-145(c)	Similar to Standard Act
Ohio	1729.09(c)	Similar to Standard Act
Oklahoma [2]	361j(a)	May be stockholder or member
Pennsylvania [1]	12011	May invest in stock of other associations
Pennsylvania [2]	12112(14)	Similar to Standard Act
Rhode Island	7-7-6(1)	Other nonprofit associations of producers
South Carolina [1]	33-45-160	May invest in capital stock of other associations
South Carolina [2]	33-47-420	Similar to Standard Act
Tennessee	43-16-109	Similar to Standard Act
Texas [3]	5743(c)	Similar to Standard Act
Utah	3-1-9(e)	May hold membership or stock in other associations
	3-1-10(a)	May admit associations of producers
Washington [1]	23.86.120	May subscribe or invest in shares of another association
Washington [2]	24.32.060(3)	Similar to Standard Act
West Virginia	19-4-5	Similar to Standard Act
Wisconsin	185.11(2)	Association may become members

Table 10.08.01—Membership—membership transfer—articles of incorporation

Statute	Section or article	Description
Alaska	10.15.350(6)	Transferability restrictions on membership stock must be in articles
	10.15.350(4)	Transferability restrictions on membership must be in articles
Arkansas [3]	77-1007(a)	May provide for transferability of membership stock
California [2]	12404	Articles must state restrictions on stock
District of Columbia	29.805(10)	Articles must state limitations on stock ownership
Georgia	65-203(g)	Articles to contain provisions on issuance, retirement, transfer
Hawaii	421-10(b)	Must state limitations on stock ownership
Illinois [2]	447(h)	May contain any provision on issuance, retirement, transfer
Iowa [3]	499.60(6)(a)	Articles to state limitations, conditions, restrictions
Kentucky [2]	272.131(8)	May contain provisions on issuance, retirement, transfer
	272.201(1)	Memberships not transferable except as in articles
Maine	1823(9)	May permit transferability of membership stock
Maryland	5-508(c)	Restrictions on transfer, ownership invalid unless in charter
Michigan	21-103	Articles may limit transfer of membership on stock
Minnesota [1]	308.06(2)(5)	May provide that membership transfer must be approved by board
Mississippi [1]	79-17-23	May contain provisions on issuance, retirement or transfer
Nebraska [2]	21-1406	Membership certificate transferability provided in articles

Table 10.08.01—Membership—membership transfer—articles of incorporation (continued)

Statute	Section or article	Description
Nevada [1]	81.050	May provide for transferability of membership stock
New Mexico [2]	76-12-7(i)	May contain provisions on issuance, retirement, transfer
New York	40	Transferability of membership stock limited by law, articles, bylaws
North Carolina [2]	54-134	May contain provisions on issuance, retirement, transfer
Oklahoma [2]	361f(i)	May contain provisions on issuance, retirement, transfer
Oregon	62.175(2)	May provide limitations on transferability of membership stock
	62.510(1)(f)	Transferability restrictions on membership stock must be in articles
	62.510(1)(d)	Transferability restrictions on membership must be in articles
Rhode Island	7-7-3(6), 6(m)	May contain provisions on issuance, retirement, transfer
South Carolina [2]	33-47-210	May contain provisions on issuance, retirement, transfer
South Dakota	47-16-22	Articles may restrict transfer of membership stock
Utah	3-1-5(i)	Issuance, retirement, transfer of membership and stock may be in articles
Vermont	995(10)	May contain provisions on issuance, retirement, transfer
Virginia [2]	13.1-316(i)	Issuance, retirement, transfer of membership and stock may be in articles
Washington [2]	24.32.160	Articles may prohibit transfer of common stock to non-active persons

Table 10.08.03—Membership—membership transfer—nonstock associations

Statute	Section or article	Description
Alabama [3]	2-10-97	Membership personal and equal in right, not transferable or divisible
Alaska	10.15.350(4)	Limitations may be stated in articles
Arkansas [3]	77-1007(a)	Nontransferable except as provided in bylaws
Colorado [1]	7-55-101(d)	Association may limit in bylaws, board must approve
Florida [2]	619.03	Transferable only as permitted by association
Iowa [2]	498.12	Nontransferable
Iowa [3]	499.17	Nontransferable
Kentucky [2]	272.201(1)	Nontransferable except as may be provided in articles or bylaws
Louisiana [2]	126	Certificates of membership nontransferable
Mississippi [1]	79-17-21	All membership is personal; nontransferable, nonassignable
Mississippi [2]	79-19-11(1)	Nontransferable
Nebraska [2]	21-1406	Nontransferable unless provided in articles or bylaws
Nevada [1]	81.030(2), (3), (4)	Board may consent to transfer, bylaws may restrict
Nevada [2]	81.180(2)	Cannot be assigned, but board may accept by resolution
	81.270	Member may nominate successor in interest subject to board approval
Nevada [3]	81.430(2)	Nonassignable, but board may approve assignee or transferee
New Jersey	4:13-23	Certificates nontransferable
New York	40	Nontransferable except as in statute, articles and bylaws
Oklahoma [2]	361k(c)	Transferable only to agricultural producers, requires board approval
Pennsylvania [2]	12116(a)	Consent of board required
Rhode Island	7-7-9	Nontransferable unless provided in articles or bylaws
Texas [2]	2522	Membership nontransferable
Virginia [2]	13.1-322(b)	Nontransferable without consent of board

Table 10.08.04—Membership—membership transfer—common stock

Statute	Section or article	Description
STANDARD	883f-14	May not be transferred to nonproducers
Alabama [2]	2-10-62	Similar to Standard Act
Alabama [3]	2-10-98	Common stock issued to and held by producers only
Alaska	10.15.050	Articles may limit transferability
Arkansas [2]	77-914	Similar to Standard Act
Arkansas [3]	77-1007(a)	Nontransferable except as provided in bylaws
California [1]	54237	Similar to Standard Act
Colorado [1]	7-55-107(e)	Association has power to limit transfer
Colorado [2]	7-56-116(6)	Similar to Standard Act
Delaware	8531	Must have consent of association
District of Columbia	29-826	Majority vote of directors must approve; after repurchase refusal
Florida [1]	618.15	Similar to Standard Act
Georgia	65-206	Similar to Standard Act
Idaho	22-2614	Similar to Standard Act
Illinois [1]	327	Procedures for transfer
Illinois [2]	454.6	Similar to Standard Act
Indiana	15-7-1-13(e)	Not transferable to those not qualified
Iowa [3]	499.17	Not transferable to those not qualified
Kansas [2]	17-1613	Similar to Standard Act
Kentucky [2]	272.201(8)	Voting stock transferable only to producers or associations
Louisiana [1]	82	Similar to Standard Act
Louisiana [2]	133	Similar to Standard Act
Maryland	5-508(a)(1)	Bylaws may limit sales to designated persons
Michigan	21-103	Articles or bylaws may limit transferability, give procedures
Minnesota [1]	308.06(2)(5), .07(9)	Articles must make nontransferable without board approval
Minnesota [2]	308.65	Similar to Standard Act
Mississippi [1]	79-17-23	Transferable only to agricultural producers, association may recall
Mississippi [2]	79-19-25	Similar to Standard Act
Montana [1]	35-15-403	Limits on assignment; consent of board
Montana [3]	35-17-302(4)	Similar to Standard Act
Nebraska [1]	21-1303(1)	Association has power to limit transfer
New Hampshire	301:30	Similar to Standard Act
New Jersey	4:13-23	Nontransferable
New Mexico [2]	76-12-11(b), 12(c)	Approval by board, only to producers or associations
New York	14(h)	Articles, bylaws, member contracts may give transfer restrictions
North Carolina [1]	54-116(9), 120	Bylaws must provide conditions, repurchase rights, producer
North Carolina [2]	54-148(g)	Similar to Standard Act
North Dakota	10-15-20(2)	Transfer only to eligible person, satisfying requisites for membership
Ohio	1729.10(I)	Similar to Standard Act

Table 10.08.04—Membership—membership transfer—common stock (continued)

Statute	Section or article	Description
Oklahoma [2]	361k(c)	Transfer only to producer, board approval required
Oregon	62.175(2)	Articles may limit transferability
Pennsylvania [2]	12115(a)	Consent of board required, only to eligible person
Rhode Island	7-7-12	Transfer only to producers, subject to articles or bylaws
South Carolina [2]	33-47-650	Similar to Standard Act
South Dakota	47-16-22	Transfer only to eligible person satisfying requisites for membership
Tennessee	43-16-129	Similar to Standard Act
Texas [3]	5750	Similar to Standard Act
Virginia [2]	13.1-322(c)	Transfer only to eligible person, must be in bylaws, certificate
Washington [2]	24.32.161	Similar to Standard Act, but may also limit to active members
West Virginia	19-4-13	Similar to Standard Act
Wisconsin	185.21(2)(a), (b)	Transfer only to eligible person satisfying requisites for membership
Wyoming	17-10-110(6)	Similar to Standard Act

Table 10.09.01—Membership—termination of membership—cessation

Statute	Section or article	Description
STANDARD	883f-10(i)	Bylaws may provide conditions for withdrawal, transfer
Alabama [2]	2-10-58(9)-(12)	Similar to Standard Act
Alabama [3]	2-10-96	Bylaws state how membership may be acquired and lost
Alaska	10.15.020(i)	Bylaws may provide for termination and terms and conditions
Arizona	10-706(A)(14), (16)	Similar to Standard Act
Arkansas [2]	77-910(i)	Similar to Standard Act
Arkansas [3]	77-1010(j)	Similar to Standard Act
California [1]	54121	Similar to Standard Act
California [2]	12452	Similar to Standard Act
Colorado [1]	7-55-103(i)	Bylaws may provide succession conditions for withdrawal
Colorado [2]	7-56-111(i)	Similar to Standard Act
Colorado [3]	7-57-103	Bylaws may provide succession conditions for withdrawal
Florida [1]	618.09(9)	Similar to Standard Act
Florida [2]	619.06(5)	Similar to Standard Act
Georgia	65-207(i)	Similar to Standard Act
Idaho	22-2610(i)	Similar to Standard Act
Illinois [2]	449(i)	Similar to Standard Act
Indiana	15-7-1-9(j)	Similar to Standard Act
Iowa [3]	499.20	Articles may permit and regulate voluntary withdrawal
Kansas [2]	17-1609(i)	Similar to Standard Act
Kentucky [2]	272.151(2)(i)	Similar to Standard Act
Louisiana [1]	78(10)	Similar to Standard Act
Louisiana [2]	129(9)	Similar to Standard Act

Table 10.09.01—Membership—termination of membership—cessation (continued)

Statute	Section or article	Description
Massachusetts [3]	13	Bylaws may provide for withdrawal, suspension, expulsion
Minnesota [2]	308.60(9)	Similar to Standard Act
Mississippi [1]	79-17-19	Bylaws may describe how membership may be lost
Mississippi [2]	79-19-17(1)	Similar to Standard Act
Missouri [1]	274.090(1)(12), (14)	Similar to Standard Act
Montana [3]	35-17-206	Similar to Standard Act
Nevada [1]	81.090(4), (10)	Bylaws may provide for conditions when membership ceases
Nevada [2]	81.230(4)(f), (h)	Bylaws may provide for conditions when membership ceases
Nevada [3]	81.480(3)	Bylaws may provide for conditions when membership ceases
New Hampshire	301:11(IX)	Similar to Standard Act
New Jersey	4:13-18(b)	Bylaws must provide for methods, time, manner of withdrawal, resignation
New Mexico [2]	76-12-10(i)	Similar to Standard Act
New York	14(h)	Articles, bylaws, contracts may give resignation, other conditions
North Carolina [1]	54-116(9)	Bylaws may provide conditions upon which shares may be withdrawn
North Carolina [2]	54-136(9)	Similar to Standard Act
North Dakota	10-15-15	Bylaws may provide for termination, other incidents of membership
Ohio	1729.11(I)	Similar to Standard Act
Oklahoma [1]	342(b)	Bylaws may contain conditions under which membership terminated

Oklahoma [2]	361i(i)	Similar to Standard Act
Oregon	62.145(3)	Bylaws may provide for termination and conditions
Pennsylvania [2]	12115(b), 12116(a)	Inactive status, ineligibility; for nonstock, withdrawal
Rhode Island	7-7-6(m)	Anything relating to termination may be in bylaws
South Carolina [2]	33-47-810(13)	Similar to Standard Act
South Dakota	47-16-1	Bylaws may provide for termination, other incidents of membership
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746(i)	Similar to Standard Act
Vermont	1001(8)	Similar to Standard Act
Virginia [2]	13.1-322(f)	Withdrawal, termination
West Virginia	19-4-8(i)	Similar to Standard Act
Wisconsin	185.11(4)	Bylaws may provide for termination, terms and conditions

Table 10.09.02—Membership—termination of membership—suspension, expulsion

Statute	Section or article	Description
STANDARD	883f-10(i)	Automatic suspension; mode, manner, effect of expulsion, bylaws
Alabama [2]	2-10-58(12)	Similar to Standard Act
Alaska	10.15.020(b), (c)	Bylaws may provide for termination, terms and conditions, statutory limits
Arizona	10-706(A)(15)	Similar to Standard Act
Arkansas [2]	77-910(i)	Similar to Standard Act
Arkansas [3]	77-1010(j)	Similar to Standard Act

Table 10.09.02—Membership—termination of membership—suspension, expulsion (continued)

Statute	Section or article	Description
California [1]	54121	Similar to Standard Act
Colorado [1]	7-55-103(i)	Bylaws may provide conditions for expulsion
Colorado [2]	7-56-111(i)	Similar to Standard Act
Colorado [3]	7-57-103	Bylaws may provide conditions for expulsion
Delaware	8531	Association is to repurchase stock after 12 months nonpatronage
District of Columbia	29-827, 830	May terminate membership for nonpatronage; vote on expulsion
Florida [1]	618.09(9)	Similar to Standard Act
Florida [2]	619.06(3)	Similar to Standard Act
Georgia	65-207(i)	Similar to Standard Act
Hawaii	421-10(c), 18(b)(2)	Shall lose membership when not eligible; terms in bylaws; contract breach
Idaho	22-2610(i)	Similar to Standard Act
Illinois [2]	449(i)	Similar to Standard Act
Indiana	15-7-1-9(j)	Similar to Standard Act
Iowa [2]	498.13	Membership void on death, failure to observe bylaws, contracts
Iowa [3]	499.18	Directors may expell for attempted transfer, bylaw or article violation
Kansas [2]	17-1609(i)	Similar to Standard Act
Kentucky [2]	272.151(2)(i)	Similar to Standard Act
Louisiana [1]	78(10)	Similar to Standard Act
Louisiana [2]	129(9)	Similar to Standard Act
Massachusetts [3]	13	Bylaws may provide for member suspension or expulsion
Minnesota [2]	308.60(9)	Similar to Standard Act
Mississippi [1]	79-17-19	May provide how membership may be lost
Mississippi [2]	79-19-17(i)	Similar to Standard Act
Missouri [1]	274.090(1)(15), (16)	Similar to Standard Act
Montana [3]	35-17-206(j)	Similar to Standard Act
Nebraska [2]	21-1406	Rights suspended if no longer eligible; procedures in bylaws
Nevada [1]	81.090(4)	Bylaws may provide for mode, manner, effect of expulsion
Nevada [2]	81.230(4)(f)	Bylaws may provide for mode, manner, effect of expulsion
Nevada [3]	81.480(3)	Bylaws may provide for mode, manner, effect of expulsion
New Hampshire	301:11(IX)	Similar to Standard Act
New Jersey	4:13-18(b), 22	Similar to Standard Act, or ineligibility or nonpatronage
New Mexico [1]	53-4-27, 30	Expelled by vote, nonpatronage
New Mexico [2]	76-12-10, 11	Expulsion in bylaws, loss of eligibility
New York	14(h)	Articles, bylaws, contracts may establish suspension conditions
	42	On loss of eligibility as provided in bylaws
North Carolina [2]	54-136(9)	Similar to Standard Act
North Dakota	10-15-15	Bylaws may provide for termination, other incidents of membership
Ohio	1729.11(I)	Similar to Standard Act
Oklahoma [1]	336(n)	Similar to Standard Act
Oklahoma [2]	361i(i), 361j(b)	Similar to Standard Act, rights cease when no longer qualified
Pennsylvania [2]	12115(b), 12116(a)	Nonpatronage and ineligibility reasons for suspension
	12121(5)	Similar to Standard Act, no suspension provision

Table 10.09.02—Membership—termination of membership—suspension, expulsion (continued)

Statute	Section or article	Description
Rhode Island	7-7-8 7-7-6(m)	Ineligibility Any matter relating to membership termination permitted in bylaws
South Carolina [2]	33-47-810(14)	Similar to Standard Act
South Dakota	47-16-1	Bylaws may provide for termination, other incidents of membership
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(30(a))	Bylaws may allow termination for nonpatronage, expulsion procedure
Texas [2]	2521	Bylaws to contain procedures for expulsion and suspension
Texas [3]	5746(i)	Similar to Standard Act
Utah	3-1-10(c)	Loss of membership on ineligibility
Vermont	1001(8)	Similar to Standard Act
Virginia [1]	13.1-301.2(e)	Similar to Standard Act, non suspension provision
Virginia [2]	13.1-321(c) 13.1-319(e)	Loss of membership on ineligibility Similar to Standard Act; no suspension provision
Washington [2]	24.32.060(4)	Associate membership for nonpatronage
West Virginia	19-4-8(i)	Similar to Standard Act
Wisconsin	185.11(4)	Membership termination may be described in bylaws

Table 10.09.03—Membership—termination of membership—member rights

Statute	Section or article	Description
STANDARD	883f-10(i)	Bylaws may provide for purchase of member's interest
Alabama [2]	2-10-58(13)	Similar to Standard Act
Alabama [3]	2-10-98	If interest transferred to ineligible transferee, assn. will appraise shares
Alaska	10.15.020(c)	Bylaws may provide conditions and terms of termination
Arizona	10-706(A)(16)	Bylaws may establish interest on termination
Arkansas [2]	77-910(i)	Similar to Standard Act
Arkansas [3]	77-1010(j)	Similar to Standard Act
California [1]	54122	Similar to Standard Act
Colorado [1]	7-55-103(1)	Bylaws may provide for determination of property rights
Colorado [2]	7-56-111(i)	Similar to Standard Act
Colorado [3]	7-57-103	Bylaws may provide for determination of property rights
District of Columbia	29-809(1)	Bylaws may provide members rights on termination
Florida [1]	618.09(9)	Similar to Standard Act
Florida [2]	619.06(3), (5)	Similar to Standard Act
Georgia	65-207(i)	Similar to Standard Act
Hawaii	421-11(d), 18(b)(2)	No obligation if satisfactory transfer of interest made, rights in bylaws

Statute	Section or article	Description
Idaho	22-2610(i)	Similar to Standard Act
Illinois [2]	449(i)	Similar to Standard Act
Indiana	15-7-1-9(j)	Similar to Standard Act
Kansas [2]	17-1609(i)	Similar to Standard Act
Kentucky [2]	272.151(2)(i)	Similar to Standard Act
Louisiana [1]	78(10)	Similar to Standard Act
Louisiana [2]	129(9)	Similar to Standard Act
Maine	1912(4)	No obligation if satisfactory transfer
Massachusetts [3]	13	Bylaws may determine member rights and interests in property
Mississippi [1]	79-17-23	Association has no obligation upon satisfactory transfer
Mississippi [2]	79-19-17(i)	Similar to Standard Act
Missouri [1]	274.090(1)(17), (2)	Similar to Standard Act
Missouri [2]	357.130(2)(7)	Board must sell or dispose of stock within 60 days
Montana [3]	35-17-302(5)	Similar to Standard Act
Nevada [1]	81.090(11)	Similar to Standard Act
Nevada [2]	81.230(4)(f), (i)	Expelled or withdrawn member has right to board arbitration
Nevada [3]	81.480(3)	Expelled members have right to board arbitration
	81.480(10)	Bylaws may provide manner of determining member interest
New Hampshire	301:11(IX)	Similar to Standard Act
New Jersey	4:13-18(b)	Bylaw provision required
New Mexico [1]	53-4-26	Bylaws may provide for disposal of interest on cessation
New Mexico [2]	76-12-10(i)	Similar to Standard Act, no obligation upon satisfactory transfer
New York	14(h)	Articles, bylaws, contracts may establish conditions for purchase
	42	Under bylaws, member shall surrender membership on payment
North Carolina [2]	54-136(9)	Similar to Standard Act
Ohio	1729.11(1)	Similar to Standard Act
Oklahoma [1]	336(n)	Similar to Standard Act
Oklahoma [2]	361j(b)	No obligation upon satisfactory transfer
	361j(b)	Entitled to receive value of membership approved by board
Rhode Island	7-7-9	Similar to Standard Act, nonstock association only
South Carolina [2]	33-47-810(15)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(12)(1)	Bylaws may provide for disposal of members' interests
Texas [3]	5746(i)	Similar to Standard Act
Utah	3-1-11(d)	Shall provide time and manner of settlement, forfeiture
Vermont	1001(8)	Similar to Standard Act
Virginia [2]	13.1-322(f)	No obligation of satisfactory transfer
Washington [1]	23.86.110	Association may purchase stock of shareholder who ceases to produce
West Virginia	19-4-8(i)	Similar to Standard Act
Wisconsin	185.11(4)	Bylaws may provide conditions and terms of termination

Table 10.09.05—Membership—termination of membership—valuation

Statute	Section or article	Description
STANDARD	883f-10(i)	Board shall equitably and conclusively appraise, fix amount in money
Alabama [2]	2-10-58	Similar to Standard Act
Alabama [3]	2-10-98	Par value or value as appraised by board
Arizona	10-710	Similar to Standard Act
Arkansas [2]	77-910(i)	Similar to Standard Act
California [1]	54122	Similar to Standard Act
Colorado [2]	7-56-111(i)	Similar to Standard Act
Florida [1]	618.09(9)	Board shall conclusively appraise stock or interest
Florida [2]	619.06(3)	Board shall equitably appraise for expelled member
Georgia	65-207(i)	Similar to Standard Act
Hawaii	421-11(d)	Board may appraise
Idaho	22-2610(i)	Similar to Standard Act
Illinois [1]	307	Association has first option purchase rights
Illinois [2]	449(i)	Similar to Standard Act
Iowa [3]	499.19	Book value for expulsion, value at death or ineligibility
Kansas [2]	17-1609(i)	Similar to Standard Act
Kentucky [2]	272.151(3)	Board may appraise unless bylaws provide otherwise
Louisiana [1]	78(10)	Similar to Standard Act
Maine	1912(4)	Appraised by board
Mississippi [1]	79-17-23	Similar to Standard Act
Mississippi [2]	79-19-17(i)	Similar to Standard Act
Missouri [1]	274.090(2)	Similar to Standard Act
Montana [3]	35-17-206(k)	Similar to Standard Act
Nebraska [2]	21-1406	Similar to Standard Act
Nevada [1]	81.090(4)	Directors have right to repurchase of book value
Nevada [2]	81.230(4)(f), (i)	Appraisal conducted by arbitration board
Nevada [3]	81.480(3)	Board will equitably appraise member interests at withdrawal
New Hampshire	301:11(IX)	Board may conclusively appraise, limits on board
New Jersey	4:13-18(b)	Bylaw provision required
New Mexico [2]	76-12-11(b)	Similar to Standard Act, for ineligibility
New York	42	For forfeiture, par or otherwise designated value, plus dividends
North Carolina [2]	54-136(9)	Similar to Standard Act
Ohio	1729.11(I)	Similar to Standard Act
Oklahoma [1]	336(n)	Similar to Standard Act
Oklahoma [2]	361j(b)	Conclusive appraisal by board, for ineligible member
Pennsylvania [2]	12115(b), 12116(b)	For stock, par value; for nonstock, board appraisal
Rhode Island	7-7-9	Similar to Standard Act, nonstock association only
South Carolina [2]	33-47-470	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [2]	2522	Amount equal to member's contribution to working capital
Texas [3]	5746(i)	Similar to Standard Act
Vermont	1001(8)	Board may conclusively appraise, limits on board
Virginia [2]	13.1-322(f)	Board shall appraise value in money
West Virginia	19-4-8(i)	Board may appraise or sell at public auction

Table 10.09.06—Membership—termination of membership—requirement to pay

Statute	Section or article	Description
STANDARD	883f-10(i)	Money shall be paid within 1 year
Alabama [2]	2-10-58	Similar to Standard Act
Alabama [3]	2-10-98	In cash or certificate indebtedness paid from association income
Arizona	10-710	Shall pay within 3 years of withdrawal or expulsion
Arkansas [2]	77-910(i)	Similar to Standard Act
California [1]	54122	Similar to Standard Act but only for expulsion
Colorado [2]	7-56-111(i)	Similar to Standard Act
Florida [1]	618.09(9)	Board shall purchase stock or interest within 1 year
Florida [2]	619.06(3)	Money paid within 60 days after expulsion
Georgia	65-207(i)	Similar to Standard Act
Hawaii	421-11(d)	Bylaws may fix time
Idaho	22-2610(i)	May also be paid in preferred stock or other obligation; 1 year
Illinois [2]	449(i)	Similar to Standard Act, unless articles provide otherwise
Iowa [3]	499.19	60 days on expulsion, 2 years on death, ineligibility
Kansas [2]	17-1609(i)	Similar to Standard Act
Kentucky [2]	272.151(3) 272.285	Shall pay the value of the member's interest If deceased member owed less than \$200, may be paid out of sequence
Louisiana [1]	78(10)	Fixed by directors, not more than marketing contract
Maine	1912(4)	Bylaws may fix time
Mississippi [1]	79-17-23	In cash or certificate of indebtedness paid from association income
Mississippi [2]	79-19-17(i)	May pay in cash on certificate of indebtedness, than from income
Missouri [1]	274.090(2)	As authorized by board, but not more than normal time
Montana [3]	35-17-304	Similar to Standard Act
Nebraska [2]	21-1406	Similar to Standard Act
Nevada [2]	81.230(4)(f), (h)	For expelled members, payment within 40 days, otherwise as in bylaws
Nevada [3]	81.480(3)	Payment within 60 days for expelled members
New Jersey	4:13-18(b)	Bylaw provision required
New Mexico [2]	76-12-11(b)	For ineligibility, entitled to value in 3 years unless satisfactory transfer
North Carolina [2]	54-136(9)	Payment in 1 year for raw products delivered to association
Ohio	1729.11(I)	Similar to Standard Act
Oklahoma [1]	336(n)	Similar to Standard Act
Oklahoma [2]	361j(b)	For ineligibility, member entitled to value in 3 years
Pennsylvania [2]	12116(b)	Shall determine manner of payment and pay value nonstock
Rhode Island	7-7-9	Payment in whole or in yearly partial payments in 5 years
South Carolina [2]	33-47-470	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746(i)	Similar to Standard Act
Virginia [2]	13.1-322(f)	Association shall fix time of payment

Table 11.01—Association control—voting power of individual members

Statute	Section or article	Description
STANDARD	883f-14	No member, stockholder entitled to more than one vote
Alabama [2]	2-10-62	Similar to Standard Act
Alabama [3]	2-10-98	Similar to Standard Act
Alaska	10.15.130(a)	One vote except may have voting based on patronage
Arizona	10-706, 709	Unequal voting permitted, 5-vote limit for patronage, no more than one for cap.
Arkansas [1]	64-1509	Voting by members, not by stock
Arkansas [2]	77-914	Similar to Standard Act
Arkansas [3]	77-1014	Similar to Standard Act
California [1]	54081 (e)	If unequal must be stated in articles
California [2]	12702	One vote and no more
Colorado [2]	7-56-116(5)	Similar to Standard Act
Colorado [3]	7-57-104	Each member shall be allowed one vote
Connecticut [1]	33-190	No member entitled to more than one vote
Delaware	8434	One vote only per member
District of Columbia	29-801(5)(a)	One member, one vote
Florida [1]	618.15	Only one vote per member but bylaws may say patronage
Florida [2]	619.04(6)	If voting power unequal, must be in articles
Georgia	65-206	Similar to Standard Act
Hawaii	421-8(2), 10(e)	One vote per member unless otherwise in articles; patronage
Idaho	22-2614	Similar to Standard Act
Illinois [2]	454.5	No member in nonstock association entitled to more than one year
Indiana	15-7-1-13(d)	Articles or bylaws may provide no member allowed more than one vote
Iowa [1]	497.11	No stockholder shall be entitled to more than one vote
Iowa [2]	498.17	One vote per member for control, management and director selection
Iowa [3]	499.28	Each voting member shall have one vote
Kansas [1]	17-1502, 1511	Each shareholder on member entitled to only one vote
Kansas [2]	17-1613	Articles or bylaws may limit members or stockholders to one vote
Kentucky [1]	272.020(4)	No stockholder shall have more than one vote
Kentucky [2]	272.201(5)	Bylaws may provide no member shall have more than one vote
Louisiana [1]	82	Similar to Standard Act
Louisiana [2]	133	Similar to Standard Act
Maine	1826(2) 1911(5)	Bylaws may provide for voting power based on patronage One vote per member unless articles provide otherwise
Maryland	5-501(b)(1)	One vote only
Massachusetts [1]	2	Stockholder entitled to only one vote
Massachusetts [2]	4	No member entitled to more than one vote on any subject
Massachusetts [3]	13	Votes may be equal, proportion to land or patronage
Michigan	21.102	Shareholders may determine whether or not one vote
Minnesota [1]	308.06(2)(4)	Stockholders restricted to only one vote

Table 11.01—Association control—voting power of individual members (continued)

Statute	Section or article	Description
Minnesota [2]	308.65	No member entitled to more than one vote
Mississippi [1]	79-17-21	Each member shall have one vote only
Mississippi [2]	79-19-25	Each share entitled to one vote
Missouri [1]	274.050(3)	No member entitled to more than one vote
Missouri [2]	357.100	Each shareholder has only one vote
Montana [1]	35-15-403	Each stockholder has only one vote
Montana [3]	35-17-305(4)	Similar to Standard Act
Nebraska [1]	21-1303	Cooperative has power to limit vote to one per person
Nebraska [2]	21-1406	No member entitled to more than one vote
Nevada [1]	81.020(2)	No member shall have more than one vote
Nevada [2]	81.190(3)	Each member entitled to only one vote
Nevada [3]	81.440(6), 490	Articles or bylaws may provide for equal or unequal voting power
New Hampshire	301:4(VI), (VII)	Articles must specify if not one vote per member, stockholder
New Jersey	4:13-24.1	One vote per member unless patronage based, bylaws
New Mexico [1]	53-4-13	Each member has only one vote
New Mexico [2]	76-12-11(d)	Bylaws may say one vote or patronage vote, limit of 5
New York	44, 46	One vote per member unless articles permit patronage based
North Carolina [1]	54-120	No shareholder entitled to more than one vote
North Carolina [2]	54-148(e)	Similar to Standard Act
North Dakota	10-15-16(2), (3)	Members have one vote, membership stock gives no additional vote
Ohio	1729.10(G)	No member of nonstock association entitled to more than one vote
Oklahoma [1]	332, 339	Member entitled to one vote only
Oklahoma [2]	361i	Each shareholder, member has one vote, regardless of shares or patronage
Oregon	62.265(1)	One vote except may have voting based on patronage
Pennsylvania [1]	12006	No member entitled to more than one vote, joint stock is one
Pennsylvania [2]	12114(a)	Each eligible member shall be entitled to only one vote
Rhode Island	7-7-10	Only one vote per member
South Carolina [1]	33-45-90	Stockholder entitled to one vote only
South Carolina [2]	33-47-480	May vote by stock (20 percent maximum), patronage, or one vote
South Dakota	47-16-10, 11, 12	Members have one vote, membership stock gives no additional vote
Tennessee	43-16-127	Similar to Standard Act
Texas [1]	1396-50.01(16)(a)	Each member has one vote
Texas [2]	2521	Members shall have one vote only
Texas [3]	5750	Similar to Standard Act, exception for citrus
Utah	3-1-10(e)	Similar to Standard Act
Vermont	1001(9)	Vote may be equal, proportional to land or patronage
Virginia [1]	13.1-302	Holder of common stock has one vote only
Virginia [2]	13.1-321(e)	No member shall have more than one vote

Table 11.01—Association control—voting power of individual members (continued)

Statute	Section or article	Description
Washington [1]	23.86.110	No stockholder entitled to more than one vote
Washington [2]	24.32.160	One vote per member unless articles provide otherwise
West Virginia	19-4-13	Similar to Standard Act
Wisconsin	185.21(1)(a), 12(2)	Each member has one vote, stock as such has no vote
Wyoming	17-10-110(5)	Similar to Standard Act

Table 11.02—Association control—federated association voting

Statute	Section or article	Description
California [2]	12405, 12702	Member association votes based on members or business volume
District of Columbia	29-813	May have method prescribed by articles or bylaws
Kentucky [2]	272.201(6)	Bylaws may determine number of votes member may cast
Minnesota [1]	308.07(4)	Member association may have additional votes for patronage, members
Minnesota [2]	308.65	Local association may have votes based on numbers, volume, value
New Mexico [1]	53-4-13	Member association voting power may be in articles or bylaws
North Carolina [2]	54-148(e)	If all members are associations, bylaws may determine votes
North Dakota	10-15-16(2)	Mixed members—one vote only, if only associations—vote on membership, patronage
South Dakota	47-16-11	Mixed member—one vote, all associations—vote on membership, patronage
Texas [1]	1396-50.01(16)(a)	Articles or bylaws may prescribe voting rights of member associations or groups
Wisconsin	185.12(a), (b)	Member associations may vote on membership on patronage basis

Table 11.03—Association control—vote by proxy

Statute	Section or article	Description
STANDARD	883f-10(c)	Bylaws may provide; condition, manner, form, effects
Alabama [2]	2-10-58(3)	Similar to Standard Act
Alabama [3]	2-10-96	Bylaws may provide for voting by written proxy
Alaska	10.15.130(b)	Proxy voting not permitted
Arizona	10.706(A)(3)	Similar to Standard Act
Arkansas [2]	77-910(c)	Similar to Standard Act
California [1]	54114	Similar to Standard Act
California [2]	12703	No vote by proxy except for federation members
Colorado [1]	7-55-110	Proxy voting prohibited
Colorado [2]	7-56-111(c)	Proxy voting not allowed
Colorado [3]	7-57-104	Proxy voting prohibited
Delaware	8534	No vote by proxy, delegates, representative bodies excepted
District of Columbia	29-814	No vote by proxy
Florida [1]	618.09(3)	Similar to Standard Act
Georgia	65-207(c)	Similar to Standard Act
Idaho	22-2610(c)	Similar to Standard Act
Illinois [1]	325	May vote in person or by proxy
Illinois [2]	449(c)	Similar to Standard Act

Table 11.03—Association control—vote by proxy (continued)

Statute	Section or article	Description
Indiana	15-7-1-9(d)	Similar to Standard Act
Iowa [2]	498.18	Proxy voting prohibited
Iowa [3]	499.29	Vote shall be cast in person and not by proxy
Kansas [2]	17-1609(c) 17-1611	Similar to Standard Act Bylaws may take away right to vote by proxy
Kentucky [2]	272.151(2)(c)	Similar to Standard Act
Louisiana [1]	78(3)	Similar to Standard Act
Louisiana [2]	129(3)	Similar to Standard Act
Maine	1823(9)	Articles may contain provisions for voting by proxy
Maryland	5-521(b)	Proxy voting prohibited; mail voting is not proxy voting
Massachusetts [3]	13	Similar to Standard Act
Michigan	21.101	Articles may prohibit proxy voting
Minnesota [1]	308.07(3)	No vote by proxy
Minnesota [2]	308.60(3)	Similar to Standard Act
Mississippi [2]	79-19-17(c)	Similar to Standard Act
Missouri [1]	274.090(1)(3)	Similar to Standard Act, applicable to delegates
Missouri [2]	357.130(2)(3)	Similar to Standard Act
Montana [2]	35-16-207	Bylaws may permit proxy voting if consistent with law
Montana [3]	35-17-206(2)(c)	Similar to Standard Act
Nebraska [1]	21-1303(6)	Articles or bylaws may permit proxy voting
Nebraska [2]	21-1406	Articles may prohibit proxy voting
New Hampshire	301:11(III)	Bylaws may permit vote by representation
New Jersey	4:13-24	No vote by proxy shall be received
New Mexico [1]	53-4-14	No member shall be permitted to vote by proxy
New Mexico [2]	76-12-10(c)	Bylaws may not provide for proxy vote
New York	44	Proxy voting not permitted if voting is proportional or unequal
North Carolina [1]	54-122	Limited proxy in case of sickness or unavoidable absence
North Carolina [2]	54-136(3)	Similar to Standard Act
North Dakota	10-15-16(4)	Not voting by proxy
Ohio	1729.11(c)	Similar to Standard Act
Oklahoma [1]	339	May be in bylaws, but if for director must name
Oklahoma [2]	361i(c)	Similar to Standard Act
Oregon	62.195(1), 265(2)	No proxy for members, limited proxy for nonmembers
Pennsylvania [1]	12006	Proxy not permitted
Pennsylvania [2]	12118	Must be in articles or bylaws, in writing, time limit
Rhode Island	7-7-10	Proxy voting prohibited
South Carolina [1]	33-45-100	Initial meeting of subscribers
South Carolina [2]	33-47-810(3)	Similar to Standard Act

Table 11.03—Association control—vote by proxy (continued)

Statute	Section or article	Description
South Dakota	47-16-13	Proxy voting not permitted
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(17)	Proxy voting prohibited
Texas [3]	5746(c)	Similar to Standard Act
Utah	3-1-10(e)	Proxy voting not permitted
Vermont	995(9)	Articles must prohibit proxy voting, may permit alternate voting
Virginia [1]	13.1-301.2(b)	May be provided in bylaws
Virginia [2]	13.1-316(i), 319(b)	May be provided in articles or bylaws
West Virginia	19-4-8(c)	Similar to Standard Act
Wisconsin	185.12(3)	Voting by proxy not allowed

Table 11.04—Association control—voting by mail

Statute	Section or article	Description
STANDARD	883f-10(c)	Bylaws may provide; condition, manner, form, effect
Alabama [2]	2-10-58(3)	Similar to Standard Act
Alabama [3]	2-10-96	Bylaws may provide for voting by mail
Alaska	10.15.130(d)	Allowed on specific issues, procedures stated
Arizona	10-706(A)(3)	Similar to Standard Act
Arkansas [2]	77-910(c)	Similar to Standard Act
California [1]	54114	Similar to Standard Act
California [2]	12704	Specific item must be sent and returned with vote
Colorado [1]	7-55-103(h), 110	May be provided in bylaws
Colorado [2]	7-56-111(c)	May be provided in bylaws
Colorado [3]	7-57-103	May be provided in bylaws
Connecticut [2]	33-211	May vote by mail for amendment to articles
Delaware	8510(1)	May vote by mail or referenda
District of Columbia	29-815, 817	Mail voting permitted, statutes contains description, delegates may not
Florida [1]	618.09(3)	Similar to Standard Act
Georgia	65-207(c)	Similar to Standard Act
Hawaii	421-8(2)	Manner and condition of mail votes
Idaho	22-2610(c)	Similar to Standard Act
Illinois [1]	318	Mail voting permitted with proper notice
Illinois [2]	449(c)	Similar to Standard Act
Indiana	15-7-1-9(d)	Similar to Standard Act
Iowa [1]	497.16	Mail voting permitted with proper notice
Iowa [2]	498.16	Mail voting permitted with proper notice
Iowa [3]	499.29	Articles or bylaws may permit, requirements stated
Kansas [2]	17-1609(c)	Similar to Standard Act
	17-1611	Bylaws may take away right to vote by mail
Kentucky [2]	272.151(2)(c)	Similar to Standard Act

Table 11.04—Association control—voting by mail (continued)

Statute	Section or article	Description
Louisiana [1]	78(3)	Similar to Standard Act
Louisiana [2]	129(3)	Similar to Standard Act
Maine	1826(2)	Bylaws may provide manner, conditions for mail voting
Maryland	5-521(c)	Mail voting permitted with proper notice
Massachusetts [2]	4	May provide for mail vote in bylaws
Massachusetts [3]	13	May provide for mail vote in bylaws
Michigan	21.102	Articles and bylaws may permit mail voting, procedures in bylaws
Minnesota [1]	308.07(3), (10)	May vote by mail, restricted to issues presented to members
Minnesota [2]	308.60(3)	Similar to Standard Act
Mississippi [1]	79-17-19	Bylaws may provide for mail voting
Mississippi [2]	79-19-17(c)	Similar to Standard Act
Missouri [1]	274.090(1)(3)	Similar to Standard Act, applicable to delegates
Missouri [2]	357.130(2)(3)	Similar to Standard Act
Montana [1]	35-15-303	Mail vote permitted, notice of exact notice or resolution
Montana [3]	35-17-206(c)	Similar to Standard Act
Nebraska [2]	21-1406	Articles may provide for mail voting, notice required
Nevada [2]	81.230(4)(e)	Bylaws may provide for mail voting
New Hampshire	301:11(III)	Similar to Standard Act
New Jersey	4:13-24	May provide rules in bylaws
New Mexico [1]	53-4-15	Articles or bylaws may provide for mail vote and rules
New Mexico [2]	76-12-10(c)	Similar to Standard Act
North Carolina [1]	54-122	Written vote with prior notice of exact motion
North Carolina [2]	54-136(3)	Similar to Standard Act
North Dakota	10-15-16(5)	Signed vote of absent member, notice in writing
Ohio	1729.11(c)	Similar to Standard Act
Oklahoma [1]	339	Similar to Standard Act
Oklahoma [2]	361i(c)	Similar to Standard Act
Oregon	62.265(3)	Allowed on specific issues, procedures stated
Pennsylvania [2]	12118	Mail vote allowed on specific issue
South Carolina [2]	33-47-810(3)	Similar to Standard Act
South Dakota	47-16-14	Absent member may submit signed vote, previous notice
Tennessee	43-16-114	Similar to Standard Act
Texas [1]	1396-50.01(18)	Articles and bylaws may permit mail voting, rules
Texas [3]	5746(c)	Similar to Standard Act
Utah	3-1-8(b)	Bylaws may provide for mail voting
Virginia [1]	13.1-301.2(b)	May be provided in bylaws
Virginia [2]	13.1-316(i), 319(b)	May be provided in articles, bylaws
Washington [1]	23.86.150	Written, signed vote on specific issue, copy of motion
West Virginia	19-4-8(c)	Similar to Standard Act
Wisconsin	185.12(4)	Absent member may submit signed vote, previous notice

Table 11.05—Association control—other than natural persons

Statute	Section or article	Description
STANDARD	883f-7(b)	Nonstock; any individual, associate, officer, manager, member; written
Alabama [3]	2-10-97	Similar to Standard Act
Alaska	10.15.130(b)	May be represented by designated person or principal officers
Arkansas [1]	77-907(b)	Similar to Standard Act
Arkansas [3]	77-1007(b)	Similar to Standard Act, applies to any association
California [1]	54232	Similar to Standard Act
Colorado [2]	7-56-108(2)	Similar to Standard Act
Connecticut [2]	33-205	Similar to Standard Act
Georgia	65-205	Similar to Standard Act
Idaho	22-2607(b)	Similar to Standard Act
Indiana	15-7-1-6(d)	Similar to Standard Act
Kansas [2]	17-1606(b)	Similar to Standard Act
Kentucky [2]	272.191(2)	Similar to Standard Act
Louisiana [2]	126	Similar to Standard Act
Massachusetts [3]	14	Representative authorized in writing
Minnesota [1]	308.07(3)	Member association may appoint representative
Minnesota [2]	308.57	Similar to Standard Act
Mississippi [2]	79-19-11(2)	Similar to Standard Act
Missouri [1]	274.040(2)	Similar to Standard Act
Montana [3]	35-17-301	Similar to Standard Act
New Hampshire	301:9	Similar to Standard Act
New Jersey	4:13-21	May be represented by natural persons
New York	41	Representative authorized in writing
North Carolina [2]	54-145(b)	Similar to Standard Act
North Dakota	10-15-16(6)	May be represented by designated person or principal officer
Ohio	1720.09(B)	Similar to Standard Act
Oklahoma [1]	337(b)	Similar to Standard Act
Oregon	62.265(2)	Any principal officer unless other representative designated
South Carolina [2]	33-47-450	Similar to Standard Act
South Dakota	47-16-15	Any principal officer unless other representative designated
Tennessee	43-16-109	Similar to Standard Act
Texas [3]	5743(b), 5748	Similar to Standard Act, act as member for association member
Vermont	999	Similar to Standard Act
Washington [2]	24.32.060(2)	Similar to Standard Act
West Virginia	19-4-5	Similar to Standard Act
Wisconsin	185.12(5)	Any principal officer unless other representative designated

Table 11.06—Association control—lien on stock

Statute	Section or article	Description
STANDARD	883f-14	Retention as security not to affect member's right to vote
Alabama [2]	2-10-62	Similar to Standard Act
Arkansas [2]	77-914	Similar to Standard Act
Arkansas [3]	77-1014	Similar to Standard Act
California [1]	54235	Similar to Standard Act
Colorado [2]	7-56-116(2)	Similar to Standard Act
Florida [1]	618.15	Similar to Standard Act, but voting affected if notes not paid
Georgia	65-206	Similar to Standard Act
Idaho	22-2614	Similar to Standard Act
Illinois [2]	454.2	Similar to Standard Act, but voting affected if notes not paid
Indiana	15-7-1-13(a)	Similar to Standard Act, but voting affected if notes not paid
Kansas [2]	17-1613	Similar to Standard Act
Louisiana [2]	133	Similar to Standard Act
Minnesota [2]	308.65	Similar to Standard Act
Montana [3]	35-17-302(2)	Similar to Standard Act
New Hampshire	301:26	Similar to Standard Act
New York	40	Similar to Standard Act, but voting affected if note is past due
North Carolina [2]	54-148(b)	Similar to Standard Act
Ohio	1729.10(B)	Similar to Standard Act

Pennsylvania [2]	12114(b)	Similar to Standard Act
South Carolina [2]	33-47-610	Similar to Standard Act
Tennessee	43-16-124	Similar to Standard Act
Texas [3]	5750	Similar to Standard Act
Vermont	1015	Similar to Standard Act
Virginia [2]	13.1-322(a)	Similar to Standard Act
West Virginia	19-4-13	Similar to Standard Act
Wyoming	17-10-110(2)	Similar to Standard Act

Table 11.07—Association control—cumulative voting

Statute	Section or article	Description
Arkansas [3]	77-1014	May have as many votes as directors being elected
California [1]	54114	May be provided or prohibited in bylaws
Colorado [1]	7-55-110	Prohibited except for associations incorporated before 1973
Colorado [2]	7-56-116(5)	Shall not be allowed
Kansas [1]	17-1511	Each member may have one vote for each director elected
Missouri [2]	357.090	Each shareholder may have one vote for each director elected

Table 11.08.01—Association control—special voting rules—nonmember, member classes

Statute	Section or article	Description
Alaska	10.15.075	For nonmember share votes, rules of business corporation apply
Iowa [3]	499.14	May have voting and nonvoting membership in nonstock association
Louisiana [2]	126	Articles or bylaws may permit nonproducers as nonvoting members
Mississippi [1]	79-17-23	May have nonshareholder members, all rights except voting, dividends
Oregon	62.195(1)	For nonmember share votes, rules of business corporations apply
Washington [2]	24.32.060(4)	Voting rights for associate members prohibited or restricted in bylaws

Table 11.08.02—Association control—special voting rules—preferred stock

Statute	Section or article	Description
STANDARD	883f-14	With or without right to vote
Alabama [2]	2-10-62	With or without right to vote
Arkansas [2]	77-914	With or without right to vote
Arkansas [3]	77-1014	With or without right to vote
California [1]	54081(f)	Voting power may be restricted to holders of common stock
Colorado [2]	7-56-116(6)	With or without right to vote
Georgia	65-206	With or without right to vote
Hawaii	421-11(e)	Preferred shareholders shall not be entitled to vote
Idaho	22-2614	With or without right to vote
Iowa [3]	499.24	Preferred stock shall have no vote
Kansas [2]	17-1613	With or without right to vote
Kentucky [2]	272.201(7)	With or without right to vote
Louisiana [2]	133	With or without right to vote
Maine	1912(5)	Preferred shareholders shall not have right to vote
Minnesota [2]	308.65	With or without right to vote
Mississippi [1]	79-17-23	Preferred stock may enjoy voting rights
Mississippi [2]	79-19-26	Preferred stock may enjoy voting rights
Montana [1]	35-15-401(2)	Preferred stock shall not have voting rights
New Hampshire	301:29	With or without right to vote
New Mexico [2]	76-12-12(F)	Preferred stockholders shall not be entitled to vote
North Carolina [2]	54-148(f)	With or without right to vote
Ohio	1729.10(H)	Preferred stock does not carry right to vote
Oklahoma [2]	361k(d)	Preferred stockholder shall not be entitled to vote
Pennsylvania [2]	12114(a)	Preferred stock shall carry no voting rights
South Carolina [2]	33-47-620	With or without right to vote
Tennessee	43-16-127	With or without right to vote

Table 11.08.02—Association control—special voting rules—preferred stock (continued)

Statute	Section or article	Description
Texas [3]	5750	With or without right to vote
Utah	3-1-5(h), 11(e)	Common stock shall carry all voting rights
Vermont	1017	Preferred stock shall carry no voting privileges
Washington [2]	24.32.160	With or without right to vote
West Virginia	19-4-13	With or without right to vote
Wyoming	17-10-110(g)	Preferred stock without right to vote

Table 11.08.03—Association control—special voting rules—subscribers

Statute	Section or article	Description
Alaska	10.15.020	Bylaws may permit membership with partial payment and agreement
District of Columbia	29-824	Articles or bylaws may give subscriber right to vote
Hawaii	421-11(a)	Bylaws may permit subscriber to vote and hold office
Illinois [1]	316	Bylaws may give subscriber right to vote, provided part paid in cash
Iowa [1]	497.15	Bylaws may allow subscribers to vote if part payment in cash
Iowa [3]	499.16	Articles may provide for subscriber vote if part payment made
New Mexico [1]	53-4-24	Articles or bylaws may determine rights of subscribers
New Mexico [2]	76-12-12(6)	May vote when 20 percent of stock is paid for
North Carolina [1]	54-119	May vote as shareholders provided part paid in cash
North Dakota	10-15-16(1)	No vote unless fully paid, unless bylaws provide otherwise
Oklahoma [2]	361k(b)	Bylaws may permit subscriber to vote if 20 percent paid
Oregon	62.145	Bylaws may authorize membership upon partial payment
Rhode Island	33-45-100	Subscribers may vote at organization meeting when 50 percent subscribed
South Dakota	47-16-17	No vote unless fully paid, unless bylaws provide otherwise
Texas [1]	1396-50.01(27)	Articles or bylaws may determine voting rights of subscribers
Texas [2]	2519	Subscribers entitled to vote
Utah	3-1-11(a)	Bylaws may permit vote before payment in full
Virginia [1]	13.1-305	Bylaws may permit vote if part paid in cash
Washington [1]	23.86.110	Bylaws may permit vote if one-fifth paid in cash
Wisconsin	185.12(1)	No vote unless fully paid, unless bylaws provide otherwise

Table 11.08.04—Association control—special voting rules—other

Statute	Section or article	Description
Colorado [1]	7-55-101(c)	Voting rights limited to association members
District of Columbia	29-813	No device to evade one member, one vote rule enforceable
Florida [2]	619.07(3)	Two-thirds vote to participate with other organization in common purpose
Kentucky [2]	272.141(2)	Two-thirds vote for extension of association existence
Maine	1775	Two-thirds to adopt statute by existing organization
	1911(3)	Loss of voting right upon ineligibility for membership

Table 11.08.04—Association control—special voting rules—other

Statute	Section or article	Description
Minnesota [1]	308.06(2)(3)	Articles must say only common shareholders may vote
Nebraska [2]	21-1406	Only members shall have right to vote
Nevada [1]	81.100	If member property interests unequal, majority requirement changed
New Jersey	4:13-24.1	If majority vote of members required, no proportional vote
New Mexico [1]	53-4-13	No device to evade one member, one vote rule enforceable
New York	46	If majority vote of members required, no proportional vote
South Dakota	47-16-17	Articles may require higher majority than statute
	47-16-18	No person other than member may vote
Washington [2]	23.86.210	Two-thirds vote to convert from cooperative to profit organization
Wisconsin	185.91	Articles may require higher majority than statute, except dissolution

Table 11.10.02—Association control—member meetings—requirement

Statute	Section or article	Description
STANDARD	883f-11	Bylaws shall provide for one or more regular meetings annually
Alabama [2]	2-10-59	Similar to Standard Act
Alaska	10.15.120(a), (b)	Annual meeting; time and place in statute unless in bylaws
Arizona	10-714	Similar to Standard Act
Arkansas [2]	77-911	Similar to Standard Act
Arkansas [3]	77-1011	Similar to Standard Act
Colorado [2]	7-56-112	Similar to Standard Act
Connecticut [1]	33-186	First meeting, notice of waiver
District of Columbia	29-810	At least once a year
Florida [1]	618.11	Similar to Standard Act
Georgia	65-211	Similar to Standard Act
Hawaii	421-12	Bylaws may provide; organization meeting required
Idaho	22-2611	Similar to Standard Act
Illinois [2]	450	Similar to Standard Act
Indiana	15-7-1-10	Similar to Standard Act
Iowa [3]	499.27	Regular meetings at least annually; initial date in articles
Kansas [2]	17-1610	Similar to Standard Act
Kentucky [2]	272.161	Bylaws may provide
Louisiana [1]	79	Similar to Standard Act
Louisiana [2]	130	Similar to Standard Act
Maine	1827	May provide for one or more annually
Maryland	5-519(a)	Shall hold annual meeting
Massachusetts [3]	12	First meeting within 6 months of incorporation
Minnesota [1]	308.09(1)	Regular meetings, annually or as determined by board, articles, bylaws
Minnesota [2]	308.61	Similar to Standard Act
Mississippi [2]	79-19-19	Similar to Standard Act

Table 11.10.02—Association control—member meetings—requirement (continued)

Statute	Section or article	Description
Missouri [1]	274.100	Similar to Standard Act
Montana [1]	35-15-203	First meeting required within 10 or more shares subscribed
	35-15-302	Bylaws may provide, otherwise 6 months after fiscal year
Montana [3]	35-17-305	Similar to Standard Act
Nebraska [2]	21-1408	Similar to Standard Act
New Hampshire	301:12	Similar to Standard Act
New Jersey	4:13-17	First meeting requirement
New Mexico [1]	53-4-10	At least one per year
New Mexico [2]	76-12-13	Similar to Standard Act
North Carolina [1]	54-116(4)	Bylaws must give date of annual meeting
North Carolina [2]	54-137	Similar to Standard Act
North Dakota	10-15-10, 10-15-17(2)	First and annual meetings
Ohio	1729.12	Similar to Standard Act
Oklahoma [1]	342	First meeting within 40 days
Oklahoma [2]	361m	Similar to Standard Act
Oregon	62.255(2)	Annual meeting at time in bylaws, or fixed by board
Pennsylvania [1]	12012, 12,013	First meeting; quarterly meetings required
Pennsylvania [2]	12119	At least one member or delegate meeting per year
Rhode Island	7-7-14	Time and place specified in bylaws
South Carolina [1]	33-45-100	First meeting of subscribers after 50 percent subscription
South Carolina [2]	33-47-820	Similar to Standard Act
South Dakota	47-16-2	Annual meeting shall be held pursuant to bylaws
Tennessee	43-16-115	Similar to Standard Act
Texas [1]	1396-50.01(13)(a)	Bylaws may provide, at least once a year
Texas [3]	5747	Similar to Standard Act
Utah	3-1-12	Bylaws may provide; organization meeting required
Vermont	1002	Similar to Standard Act
Virginia [2]	13.1-323	Similar to Standard Act; first meeting
Washington [2]	24.32.100	Similar to Standard Act
West Virginia	19-4-9	Similar to Standard Act
Wisconsin	185.06(1); 185.13(2)	First meeting; annual meeting shall be held pursuant to bylaws
Wyoming	17-10-112	Similar to Standard Act

Table 11.10.03—Association control—member meetings—special meetings

Statute	Section or article	Statute	Section or article
STANDARD	883f-11	Louisiana [2]	130
		Maine	1827
Alabama [2]	2-10-59	Maryland	5-519(c)
Alaska	10.15.120(c)	Massachusetts [2]	4
Arizona	10-714	Minnesota [1]	308.09(2)
Arkansas [2]	77-911	Minnesota [2]	308.61
Arkansas [3]	77-1011	Mississippi [2]	79-19-19
California [2]	12700	Missouri [1]	274.100
Colorado [2]	7-56-112	Montana [1]	35-15-302
District of Columbia	29-810	Montana [3]	35-17-305
Florida [1]	618.11	Nebraska [2]	21-1408
Georgia	65-211	New Hampshire	301:13
Hawaiï	421-12	New Mexico [2]	53-4-10
Idaho	22-2611	New Mexico [2]	76-12-13
Illinois [2]	450	North Carolina [2]	54-137
Indiana	15-7-1-10	North Dakota	10-15-17(3)
Iowa [3]	499.27	Ohio	1729.12
Kansas [2]	17-1610	Oklahoma [2]	361m
Kentucky [2]	272.161	Oregon	62.255(3)
Louisiana [1]	79		

Table 11.10.03—Association control—member meetings—special meetings (continued)

Statute	Section or article	Statute	Section or article
Pennsylvania [2]	12119	Vermont	1003
Rhode Island	7-7-14	Virginia [2]	13.1-323
South Carolina [2]	33-47-820	Washington [2]	24.32.100
		West Virginia	19-4-9
South Dakota	47-16-3	Wisconsin	185.13(3)
Tennessee	43-16-115	Wyoming	17-10-112
Texas [1]	1396-50.01(13)(a)		
Texas [3]	5747		
Utah	3-1-12		

Table 11.10.04—Association control—member meetings—calling special meetings

Statute	Section or article	Description
STANDARD	883f-11	Board or 10 percent of members by petition, business stated
Alabama [2]	2-10-59	Similar to Standard Act
Alaska	10.15.120(c), (d)	President or board; and by 10 percent petition, purpose stated
Arizona	10-714	Similar to Standard Act
Arkansas [2]	77-911	Similar to Standard Act
Arkansas [3]	77-1011	Similar to Standard Act

Table 11.10.04— Association control—member meetings—calling special meetings (continued)

Statute	Section or article	Description
California [2]	12700	Written request of 20 percent of shareholders
Colorado [2]	7-56-112	Similar to Standard Act
District of Columbia	29-810	Majority vote of directors, or written petition, 10 percent of members
Florida [1]	618.11	Similar to Standard Act
Georgia	65-211	Similar to Standard Act
Hawaii	421-12	Board of directors, petition of 10 percent of all members
Idaho	22-2611	Similar to Standard Act
Illinois [2]	450	Similar to Standard Act
Indiana	15-7-1-10	Similar to Standard Act
Iowa [3]	499.27	Board of directors, and written demand of 20 percent of members
Kansas [2]	17-1610	Similar to Standard Act
Kentucky [2]	272.161	Similar to Standard Act
Louisiana [1]	79	Similar to Standard Act
Louisiana [2]	130	Similar to Standard Act
Maine	1827	Similar to Standard Act
Maryland	5-519(c)(1), (2)	Similar to Standard Act
Massachusetts [2]	4	If units or districts used, petition of one-tenth of unit members
Minnesota [1]	308.09(2)	Majority of directors or 20 percent of stockholders
Minnesota [2]	308.61	Similar to Standard Act
Mississippi [2]	79-19-19	Similar to Standard Act
Missouri [1]	274.100	Similar to Standard Act
Montana [1]	35-15-302	President, board or stockholders having one-fifth total vote
Montana [3]	35-17-305	Similar to Standard Act
Nebraska [2]	21-1408	Similar to Standard Act
New Hampshire	301:13	Similar to Standard Act
New Mexico [1]	53-4-10	Majority of directors, or one-tenth members by petition, within 30 days
New Mexico [2]	76-12-13	Similar to Standard Act
North Carolina [2]	54-137	Similar to Standard Act
North Dakota	10-15-17(3)	President or board; or members having one-fifth total vote
Ohio	1729.12	Similar to Standard Act
Oklahoma [2]	361m	Similar to Standard Act
Oregon	62.255(3)	President or board; and by 10 percent petition, purpose stated
Pennsylvania [2]	12119	Special meetings governed by associations bylaws
Rhode Island	7-7-14	Similar to Standard Act
South Carolina [2]	3-47-820	Similar to Standard Act

Table 11.10.04—Association control—member meetings—calling special meetings (continued)

Statute	Section or article	Description
South Dakota	47-16-3	President or board, or members having one-fifth total vote
Tennessee	43-16-115	Similar to Standard Act
Texas [1]	1396-50.01(13)(a)	Majority of directors or one-tenth of membership
Texas [3]	5747	Similar to Standard Act
Utah	3-1-12	Similar to Standard Act
Vermont	1003	Similar to Standard Act
Virginia [2]	13.1-323	Similar to Standard Act
Washington [2]	24.32.100	Similar to Standard Act
West Virginia	19-4-9	Similar to Standard Act
Wisconsin	185.13(3)	President or board, or members having one-fifth total vote
Wyoming	17-10-112	Similar to Standard Act

Table 11.10.05—Association control—member meetings—notice

Statute	Section or article	Description
STANDARD	883f-11	10-day mailed notice, bylaws may require publication (see text)
Alabama [2]	2-10-59	Similar to Standard Act
Alaska	10.15.190, 120(d)	Not less than 7 nor more than 30 days, personal or mail, written waiver
Arizona	10-714	Similar to Standard Act
Arkansas [2]	77-911	Similar to Standard Act
Arkansas [3]	77-1011	Similar to Standard Act except 5 days
Colorado [2]	7-56-112	Similar to Standard Act
Delaware	8523	Ten days written notice for meeting on removal of director
District of Columbia	29-811	Specified in bylaws, for special meeting, purpose must be stated
Florida [1]	618.11	Similar to Standard Act
Georgia	65-211	Similar to Standard Act
Hawaii	421-12	Similar to Standard Act, no publication allowed for articles amendment
Idaho	22-2611	Similar to Standard Act
Illinois [2]	450	Similar to Standard Act
Indiana	15-7-1-10	Similar to Standard Act
Iowa [3]	499.27	Similar to Standard Act
Kansas [2]	17-1610	Standard Act unless articles, bylaws modify, no publication for articles amend.
Kentucky [2]	272.161	Standard Act unless articles, bylaws modify, no publication for articles amend.
Louisiana [1]	79	Similar to Standard Act except 5 days
Louisiana [2]	130	Similar to Standard Act except 5 days
Maine	1827	Standard Act unless articles, bylaws modify, no publication for articles amend.
Maryland	5-519(d)	Mailed 10 days prior, purpose stated for special meeting
Minnesota [1]	308.09(1), (2)	2 weeks for publication, 15 days for mail, purpose for special
Minnesota [2]	308.61	Similar to Standard Act

Table 11.10.05— Association control—member meetings—notice (continued)

Statute	Section or article	Description
Mississippi [2]	79-19-19, 11	Similar to Standard Act, 5 days publication notice, first meeting
Missouri [1]	274.100	Similar to Standard Act
Missouri [2]	357.030	50-day notice for special meeting to amend articles
Montana [1]	35-15-302(4), 203	Not less than 7, more than 30 days for regular or special, 10 days for initial
Montana [2]	35-16-205	Written notice for first meeting within 30 days of incorporation
Montana [3]	35-17-305	Similar to Standard Act
Nebraska [2]	21-1408	Similar to Standard Act
New Hampshire	301:14	Similar to Standard Act
New Jersey	4:13-17	2 days special notice for first meeting, waiver
New Mexico [1]	53-4-11	Notice as in bylaws, purpose for special meeting
New Mexico [2]	76-12-13	Similar to Standard Act
North Carolina [1]	54-116(4), 125	Notice required in bylaws, 10 days for meeting to amend articles
North Carolina [2]	54-137	Similar to Standard Act
North Dakota	10-15-17(H)(5), 19	Not less than 10 days nor more than 30, purpose for special, signed waiver
Ohio	1729.12	Similar to Standard Act
Oklahoma [2]	361m	Similar to Standard Act
Oregon	62.255(4), 315	Not less than 7 nor more than 30 days, waiver
Pennsylvania [1]	12012	4 days for first meeting
Pennsylvania [2]	12119	10 days for initial, bylaws to provide for others
Rhode Island	7-7-14	Similar to Standard Act except 5 days
South Carolina [2]	33-47-820	Similar to Standard Act
South Dakota	47-15-47	May be waived or given in person or by mail
	47-16-5, 6	Not less than 10 nor more than 30 days, purpose for special
Tennessee	43-16-115	Similar to Standard Act
Texas [1]	1396-50.01(14)	Time and place specified in bylaws, purpose for special meeting
Texas [3]	5747	Similar to Standard Act
Utah	3-1-12	Similar to Standard Act, 10 day notice for organizational meeting
Vermont	1004	Statement of purpose, mailed or telegraphed 10 days prior
Virginia [2]	13.1-323	Standard Act unless articles, bylaws modify, no publication for articles amend.
Washington [2]	24.32.100	10 days by mail
West Virginia	19-4-9	Similar to Standard Act
Wisconsin	185.15	Notice may be waived or given in person or by mail
	185.13(4)	Not less than 7 nor more than 30 days, purpose for special
Wyoming	17-10-112	Similar to Standard Act except 20 days

Table 11.10.06—Association control—member meetings—quorum

Statute	Section or article	Description
Alaska	10.15.135	10 percent of members unless greater proportion in bylaws
Arkansas [3]	77-1010(2)	To amend articles or bylaws, quorum specified based on membership
California [2]	12701	Lesser of 250 or 5 percent of members, bylaws may require more
Colorado [1]	7-55-119	Lesser of 50 or 5 percent of members, articles or bylaws may require more
District of Columbia	29-815	Effect of mail vote for quorum may be in articles in bylaws
Maryland	5-520(b)	Mail vote may not be counted in computing quorum
Minnesota [1]	308.10	10 percent if less than 500 members, 50 members if more
Montana [1]	35-15-302	If not in articles or bylaws, 10 percent of first 100, 5 percent of additional
Montana [2]	35-16-207	Bylaws to provide shareholders, members, acres, production for quorum
Nebraska [1]	21-1303(6)	Articles or bylaws may specify quorum
New Jersey	4:13-24	Mail votes counted same as other votes for quorum
New Mexico [1]	53-4-15	Effect of mail vote for quorum may be in articles or bylaws
North Carolina [1]	54-116(4)	Bylaws must indicate number of members constituting quorum
North Carolina [2]	54-136	Quorum required in articles, bylaws cannot be altered by board
North Dakota	10-15-18	Percentage and number rules, bylaws may require more
Oregon	62.275(1)	Those present at meeting unless bylaws provide more
South Carolina [1]	33-45-100	At initial meeting, majority in person or by proxy
South Dakota	47-16-7	Percentage and number rules, bylaws may require more
Texas [1]	1396-50.01(18)(b)	Articles, bylaws may determine if mail votes counted for quorum
Virginia [1]	13.1-301.2(a)	May be less than majority as set in bylaws
Wisconsin	185.14	Percentage and number rules, bylaws may require more

Table 11.10.07—Association control—member meetings—failure to hold

Statute	Section or article	Description
Alaska	10.15.120(b)	Does not work forfeiture or dissolution
	10.15.185	Action may be taken without meeting with unanimous consent
North Dakota	10-15-28	Action may be taken without meeting with majority consent
Oregon	62.305	Action may be taken without meeting with unanimous consent
	62.255(2)	Does not work forfeiture or dissolution
South Dakota	47-16-8, 9	Action may be taken without meeting with unanimous consent
Wisconsin	185.34	Action may be taken without meeting with unanimous consent
	185.06(2)	Failure to hold first meeting within 6 months does not effect validity

Table 11.11—Association control—referendum

Statute	Section or article	Description
STANDARD	883f-16	Demand of one-third of board, approved matter, member referendum
Alabama [2]	2-10-64	Similar to Standard Act
Arizona	10-715	Similar to Standard Act
Arkansas [2]	77-916	Similar to Standard Act
Arkansas [3]	77-1015	Similar to Standard Act
California [2]	12705	Referendum if written request by 20 percent of members

Table 11.11—Association control—referendum (continued)

Statute	Section or article	Description
Colorado [2]	7-56-118	Similar to Standard Act
Delaware	8510(1)	Bylaws may provide member vote on issue at board's request
District of Columbia	29-821	Board action referendum, demand by 10 percent members, majority of board
Florida [1]	618.16	Similar to Standard Act
Georgia	65-212	Similar to Standard Act
Hawaii	421-17	Demand of two-fifths board, same meeting, matters of policy
Idaho	22-2616	Similar to Standard Act
Illinois [2]	456	Similar to Standard Act
Iowa	499.39	Similar to Standard Act, if in articles, rights not impaired
Kansas [2]	17-1615	Similar to Standard Act
Louisiana [2]	135	Similar to Standard Act
Maine	1875	Demand of two-fifths board, same meeting, matters of policy
Minnesota [2]	308.67	Similar to Standard Act
Mississippi [2]	79-19-29	Similar to Standard Act
Missouri [1]	274.150	Similar to Standard Act
Montana [3]	35-17-314	Similar to Standard Act except 40 percent of board
New Mexico [1]	53-4-21	Articles or bylaws, 10 percent of members or board majority, rights not impaired
North Carolina [2]	54-150	Similar to Standard Act
Ohio	1729.17	Similar to Standard Act, same meeting, matters of policy
South Carolina [2]	33-47-430	Similar to Standard Act
Tennessee	43-16-132	Similar to Standard Act, same meeting, matters of policy
Texas [1]	1396-50.01(24)	Articles or bylaws, 10 percent of members or board majority, rights not impaired
Texas [3]	5752	Similar to Standard Act
Virginia [2]	13.1-328	Articles or bylaws, 2/5 bd, 20 pct. member demand, board decision, same meeting
West Virginia	19-4-15	Similar to Standard Act, same meeting, matters of policy

Table 11.12.01—Association control—books and records—requirement

Statute	Section or article	Description
Alaska	10.15.315(a)	Books of account, minutes, names and addresses of all members, stockholders
Arkansas [1]	64-1511(A)	Books of account, minutes, names, addresses, amount owed of all shareholders
California [1]	54204	Annual report to be prepared from books
District of Columbia	29-833	Books required
Hawaii	421-11(c)	Books shall show interest of members in reserves and excess
Maine	1912(3)	Books must show interest of patrons in reserves
Minnesota [1]	308.06(2)(8)	Articles must require that books may show patron interest in reserves
Minnesota [2]	308.903	Offices, stockholders and members have access to State report
Missouri [2]	357.140	Books must show business operations
New Mexico [1]	53-4-33	Books are to record business operations
North Dakota	10-15-35	Books of account, minutes, names and addresses of stockholders, members
Oklahoma [2]	3611(a)	Statement each year to show financial conditions (see text)
Oregon	62.440(1)	Books of account, minutes, names, addresses of members, stockholders
Pennsylvania [2]	12112.2(a)	Complete, appropriate, accurate books, salaries and payments
South Dakota	47-20-1	Books of account, minutes, names, addresses of members, stockholders

Table 11.12.01—Association control—books and records—requirement (continued)

Statute	Section or article	Description
Texas [1]	1396-50.01(35)	Standard accounting practices, statements, capital, membership
Wisconsin	185.47(1)	Books of account, minutes, names, addresses of members, stockholders
Wyoming	17-10-119	Statement each year to show financial condition

Table 11.12.02—Association control—books and records—audit

Statute	Section or article	Description
Delaware	8538	At close of fiscal year, audit by qualified accountant, confidential
District of Columbia	29-833	End of year, experienced bookkeeper or accountant, or committee
Missouri [2]	357.140	Audit required, may make recommendations on business
New Jersey	4:13-34	Auditing committee of 3, or CPA
New Mexico [1]	53-4-33	End of fiscal year, experienced bookkeeper or accountant, or committee
New York	75	End of fiscal year, experienced bookkeeper or accountant, or audit committee
Pennsylvania [2]	12127(a), (b)	End of fiscal year, qualified accountant, confidential
Texas [1]	1396-50.01(35)	Directors shall appoint a review committee
Washington [2]	24.32.250	Annual audit by accountant not continuously employed by association

Table 11.12.03—Association control—books and records—inspection, distribution

Statute	Section or article	Description
Alaska	10.15.315	Member or stockholder, or written notice, for proper purpose
Arkansas [1]	64-1511(B)-(D)	Stockholder of 6 mths., written notice, for proper purpose, and 6 mths. accounting
California [1]	54204	Unless specifically dispensed within bylaws, report sent to members in 120 days
District of Columbia	29-833	Written report of audit, number, member business, to annual meeting
Hawaii	421-22	Copy of audit to annual meeting, or mailed or published
Minnesota [1]	308.09(1)	Reports covering business and assn. condition must be submitted to stockholders
Minnesota [2]	308.903	Offices, stockholders and numbers have access to State reports
New Jersey	4:13-34	Audit shall be submitted to members or delegates at meeting
New Mexico [1]	53-4-33	Written report of audit, member, nonmember business, to annual meeting
New York	75	Written report of audit, member, nonmember business, to annual meeting
North Dakota	10-15-35	Member or shareholder, on written notice, for proper purpose
Oklahoma [2]	3611(a)	Member may examine financial statement of any reasonable time
Oregon	62.440(1)	Member or shareholder, on written notice, for proper purpose
Pennsylvania [1]	12005, 12013	Posted stock, financial information, inspection allowed, presented at meetings
Pennsylvania [2]	12112.2(b), (c)	Right of member to inspect for proper purpose
South Dakota	47-20-2, 3, 4	Must mail financial statement to members, books open to inspection
Texas [1]	1396-50.01(35)	Shall be submitted at annual meeting
Virginia [2]	13.1-333	Annual report information to be presented, mailed or published
Washington [2]	24.32.250	Audit report available to members
Wisconsin	185.47(1)	Member or shareholder, on written notice, for proper purpose
Wyoming	17-10-119	One copy mailed to each member or stockholder, right to examine

Table 12.01—Directors—number

Statute	Section or article	Description
STANDARD	883f-12	Not less than 5
Alabama [2]	2-10-56, 60	Not less than 5
Alaska	10.15.140(b)	Not less than 3
Arizona	10-704(A)(5)	Not less than 5
Arkansas [1]	64-1508	Not less than 5
Arkansas [2]	66-908(e), 912	Not less than 5
Arkansas [3]	77-1008(e), 1012	Not less than 5
California [1]	54141	Not less than 3
California [2]	12401(d)	Not less than 5 nor more than 25
Colorado [2]	7-55-102(e)	Not less than 3
Colorado [3]	7-56-109(e), 113	Not less than 5
Connecticut [1]	33-185	Not less than 7
Delaware	8503(a)(o), 8521(a)	Not less than 5
District of Columbia	29-818	Not less than 5
Florida [1]	618.04(5), 618.12(1)	Not less than 3
Florida [2]	619.04(5)	Not less than 3
Georgia	65-208	Not less than 5
Hawaii	421-13(a)	Not less than 3
Idaho	22-2610(d), 2612	Not less than 5
Illinois [1]	311	Not less than 5
Illinois [2]	447(e), 451	Not less than 5
Indiana	15-7-1-11	Not less than 5, number must be fixed in bylaws
Iowa [1]	497.4	Not less than 5
Iowa [2]	498.8	Not less than 5
Iowa [3]	499.36(1)	Not less than 5
Kansas [1]	17-1510	Not less than 5
Kansas [2]	17-1607(e), 1611	Not less than 5
Kentucky [2]	272.171(1)	Not less than 5
Louisiana [1]	76(n), 80	Not less than 5
Louisiana [2]	127(4), 131	Not less than 5
Maine	1871(1)	Not less than 3
Minnesota [1]	308.11	Not less than 5
Minnesota [2]	308.62	Not less than 5
Mississippi [1]	79-17-17	As provided in bylaws
Mississippi [2]	79-19-13(e), 21	Not less than 5
Missouri [1]	274.070(1)(5)	Not less than 5
Missouri [2]	357.080(1)	Not less than 5
Montana [1]	35-15-304(2)	Not less than 3, number specified in bylaws
Montana [2]	35-16-202	Not less than 3

Table 12.01—Directors—number (continued)

Statute	Section or article	Description
Montana [3]	35-17-202	Not less than 5 nor more than 13
Nebraska [2]	21-1403(5)	Not less than 5
Nevada [1]	81.090(1)	Not less than 3
Nevada [3]	81.440(5)	Not less than 3
New Hampshire	301:15	Not less than 5
New Jersey	4:13-19	Not less than 3
New Mexico [1]	53-4-18	Not less than 5
New Mexico [2]	76-12-14	Not less than 5 nor more than 21
New York	11(6)	Not less than 5
North Carolina [1]	54-116(5)	Required in bylaws
	54-123	Not less than 5
North Carolina [2]	54-134(5), 146(a)	Not less than 5
North Dakota	10-15-25(2)	Minimum based on membership, in articles or bylaws
Ohio	1729.13	Not less than 5
Oklahoma [1]	344	Not less than 5
Oklahoma [2]	361n	Not less than 5 nor more than 21
Oregon	62.280(2)	Not less than 3, number fixed in bylaws
Pennsylvania [1]	12012	At first meeting either 6, 8, or 10 directors to be elected
Pennsylvania [2]	12122(a)	Not less than 5
Rhode Island	7-7-14	Not less than 5
South Carolina [1]	33-45-100	Not less than 5 nor more than 9
South Carolina [2]	33-47-210(5)	Not less than 5
South Dakota	47-17-3	Minimum based on membership, in articles or bylaws
Tennessee	43-16-110, 116	Not less than 5
Texas [1]	1396-50.01(21)(a)	Not less than 5, fixed in bylaws
Texas [3]	5744(e), 5748	Not less than 5
Utah	3-1-13(1)	Not less than 3
Vermont	1006	Not less than 5
Virginia [2]	13.1-316(f), 324(a)	Not less than 5
Washington [1]	23.86.080	Not less than 3
Washington [2]	24.32.070(5), 110	Not less than 5
West Virginia	19-4-6(e), 10	Not less than 5
Wisconsin	185.31(2)	Minimum based on membership, in articles or bylaws
Wyoming	17-10-105(5)	Not less than 5

Table 12.02—Directors—term of office

Statute	Section or article	Description
Alaska	10.15.150	Not to exceed 3 years
California [2]	12600	Not to exceed 3 years
Connecticut [1]	33-185	May have 3 classes, staggered terms 3 years each
Connecticut [2]	33-208	Staggered terms, not less than 1 year nor more than 5
Delaware	8521(c)	Must have staggered terms, 3 years each
District of Columbia	29-809(4) 29-818	May have staggered terms Not to exceed 3 years
Hawaii	421-13(c)(1)	One year unless articles or bylaws provide otherwise
Indiana	15-7-1-11(b)	May have staggered terms, not to exceed 3 years
Maryland	5-513(b)(2)	Staggered terms
New Jersey	4:13-19	One year, not more than 3 years, staggered
New York	60, 111	Must have 3 classes, 3 year staggered terms, one-fourth elected annually
North Dakota	10-15-25(3)	One year unless bylaws provide otherwise
Oklahoma [1]	344	Elected annually
Oregon	62.280(3)	Not to exceed 3 years
Pennsylvania [2]	12122(b)(1), (d)	Articles or bylaws may specify
South Dakota	47-17-4	One year unless bylaws provide otherwise
Texas [1]	1396-50.01(21)	Not to exceed 3 years
Utah	3-1-13(III)(a)	One year unless articles or bylaws provide otherwise

Virginia [2]	13.1-324(c)(1)	One year unless articles or bylaws provide otherwise
Washington [2]	24.32.070(5)	Not to exceed 3 years
Wisconsin	185.31(3)	One year unless bylaws provide otherwise
Wyoming	17-10-111	May provide for staggered terms, not more than 3 years

Table 12.03—Directors—qualifications

Statute	Section or article	Description
STANDARD	883f-12	Must be elected from members or stockholders
Alabama [2]	2-10-60	Similar to Standard Act
Alabama [3]	2-10-94	Similar to Standard Act
Alaska	10.15.140(a)	Must be members, bylaws may require State residency
Arizona	10-711	Similar to Standard Act
Arkansas [1]	64-1508	Similar to Standard Act
Arkansas [2]	77-912	Similar to Standard Act
California [1]	54141	Similar to Standard Act
California [2]	12600	Elected by shareholders
Colorado [1]	7-55-104	Articles or bylaws may permit nonmember directors; less than majority
Colorado [2]	7-56-113(1)	Similar to Standard Act
Connecticut [1]	33-185	Must be members
Delaware	8521(a)	Must be members

Table 12.03—Directors—qualifications (continued)

Statute	Section or article	Description
District of Columbia	29-818	Must be members
Florida [1]	618.12(1)	Qualifications in articles or bylaws
Georgia	65-208	Similar to Standard Act
Hawaii	421-13(a)	At least two-third must be members or representative of member association
Idaho	22-2612	Similar to Standard Act
Illinois [1]	311	Similar to Standard Act
Illinois [2]	451	Qualifications in articles or bylaws
Indiana	15-7-1-11(b), (h)	Similar to Standard Act, U.S. citizen, producer
Iowa [1]	497.5	Similar to Standard Act
Iowa [2]	498.8	Similar to Standard Act
Iowa [3]	499.36(1)	Association member or officer, or member of member association
Kansas [1]	17-1510	Similar to Standard Act, residents of Kansas or adjoining States
Kansas [2]	17-1611	Similar to Standard Act
Kentucky [2]	272.171(1)	Association member or member of member association
Louisiana [1]	80	Majority elected from among members
Louisiana [2]	131	Similar to Standard Act
Maine	1871(1)	Association member or member, officer, director, manager of member association
Maryland	5-512	Two must be residents, members of association or member association
Massachusetts [3]	13	Bylaws may provide for nonmember advisory directors
Minnesota [2]	308.62	Similar to Standard Act
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(1)	Similar to Standard Act
Missouri [2]	357.080(1)	Similar to Standard Act
Montana [1]	35-15-304(4)	Must be stockholder
Montana [2]	35-16-314	Must be member, resident, agricultural freeholder
Montana [3]	35-17-311	Similar to Standard Act
New Hampshire	301:15	Similar to Standard Act
New Jersey	4:13-19	Must be member or individual representation of member association
New Mexico [1]	53-4-18	Similar to Standard Act
New Mexico [2]	76-12-14	Association member or officer, director, member of member association
New York	60	Need not be members
North Carolina [1]	54-123	Similar to Standard Act
North Carolina [2]	54-146(a)	Similar to Standard Act
North Dakota	10-15-25(1)	Member or representative if member not natural person
Ohio	1729.13	Similar to Standard Act
Oklahoma [1]	344	Similar to Standard Act
Oklahoma [2]	361n	Association members or officer, director or member of member association
Oregon	62.280(1)	Must be members, bylaws may require State residency

Table 12.03—Directors—qualifications (continued)

Statute	Section or article	Description
Pennsylvania [2]	12122(a)	Must be members, adult natural persons
South Carolina [1]	33-45-100	At initial meeting elected from among subscribers
South Carolina [2]	33-47-910	Similar to Standard Act
South Dakota	47-17-1	Member or representative of member not natural person
	47-17-4	Similar to Standard Act
Tennessee	43-16-116	Similar to Standard Act
Texas [1]	1396-50.01(21)(a)	Similar to Standard Act
Texas [3]	5748	Similar to Standard Act
Utah	3-1-13(1)	At least two-thirds must be members or representatives of member association
Vermont	1006	Similar to Standard Act
Virginia [2]	13.1-324(a)	Member or officer, director or member of member association
Washington [1]	23.86.080	Similar to Standard Act
Washington [2]	24.32.110	Similar to Standard Act
West Virginia	19-4-10	Similar to Standard Act
Wisconsin	185.31(1)	Member or representative if member not natural person
Wyoming	17-10-111	Member, stockholder or stock subscriber

Table 12.04.01—Directors—selection—methods of selection

Statute	Section or article	Description
STANDARD	883f-12	Elected by members
Alabama [1]	2-10-60	Elected by members
Alabama [2]	2-10-94	Elected by members
Alaska	10.15.150	Elected by members
Arizona	10-711	Elected by members
Arkansas [1]	64-1508	Elected by members
Arkansas [2]	77-912	Elected by members
California [1]	54141	Elected by members
California [2]	12600	Elected by members
Colorado [2]	7-56-113(1)	Elected by members
Connecticut [1]	33-185	Elected by members
Delaware	8510(2), 8521(b)	Bylaws may provide system of nomination
District of Columbia	29-818	Elected by members
Florida [1]	618.12(1)	Elected by members
Georgia	66-208	Elected by members
Hawaii	412-13(b)	Elected by members
Idaho	22-2612	Elected by members
Illinois [1]	311	Elected by members
Illinois [2]	451	Elected by members

Table 12.04.01—Directors—selection—methods of selection (continued)

Statute	Section or article	Description
Indiana	15-7-1-11(b)	Elected by members
Iowa [1]	497.5	Elected by members
Iowa [2]	498.8	Elected by members
Iowa [3]	499.36(1)	Elected by members
Kansas [1]	17-1510	Elected by members or stockholders of member associations
Kansas [2]	17-1611	Elected by members
Kentucky [1]	272.020(2)	Elected by members
Kentucky [2]	272.171(1)	Elected by members or members of member associations
Louisiana [1]	80	Elected by members
Louisiana [2]	131	Elected by members
Maine	1871(2)	Elected by members
Maryland	5-513(b)(1)	Elected by members
Michigan	21.102	Elected by members
Minnesota [2]	308.62	Elected by members
Mississippi [1]	79-17-15	Elected by members
Mississippi [2]	79-19-21	Elected by members
Missouri [1]	274.110(1)	Elected by members
Missouri [2]	357.080(1), 090	Elected by members
Montana [1]	35-15-203	Elected by members
Montana [2]	35-16-313	Elected by members
Montana [3]	35-17-311	Elected by members
Nebraska [2]	21-1406	Elected by members
New Hampshire	301:15	Elected by members
New Jersey	4:13-19	Elected by members
New Mexico [1]	53-4-18	Elected by members
New Mexico [2]	76-12-14	Elected by members
New York	44, 60	Elected by plurality of votes cast, elected by members
North Carolina [1]	54-123	Elected by members
North Carolina [2]	54-146(a)	Elected by members
North Dakota	10-15-25(3)	Elected by members
Ohio	1729.13	Elected by members
Oklahoma [1]	344	Elected by members
Oklahoma [2]	361n	Elected by members
Oregon	62.280(3)	Elected by members
Pennsylvania [1]	12014	Elections specified, bylaws may provide nominations
Pennsylvania [2]	12122(a)	Elected by members
Rhode Island	7-7-14	Elected by members as bylaws may provide

Table 12.04.01—Directors—selection—methods of selection (continued)

Statute	Section or article	Description
South Carolina [1]	33-45-100	Elected by subscribers
South Carolina [2]	33-47-910	Elected by members
South Dakota	47-17-4	Elected by majority of members at meeting
Tennessee	43-16-116	Elected by members
Texas [1]	1396-50.01(21)(a)	Elected by members
Texas [3]	5748	Elected by members
Utah	3-1-13(II)	Elected by members
Vermont	1006	Elected by members
Virginia [2]	13.1-324(a)	Elected by members or stockholders of member associations
Washington [1]	23.86.080	Elected by members
Washington [2]	24.32.110	Elected by members
West Virginia	19-4-10	Elected by members
Wisconsin	185.31(3)	Elected by members
Wyoming	17-10-111	Elected by members

Table 12.04.02—Directors—selection—districts

Statute	Section or article	Description
STANDARD	883f-12	Districting, election by district, primary elections and ratification
Alabama [2]	2-10-60	Similar to Standard Act
Alaska	10.15.130(c)	Bylaws may specify districts
Arizona	10-711(A)	Similar to Standard Act, may also elect at large
Arkansas [2]	77-912	Similar to Standard Act
Arkansas [3]	77-1012	Similar to Standard Act
California [1]	54142, 54143	Similar to Standard Act
California [2]	12453	Bylaws may provide for districting
Colorado [2]	7-56-113(1)	Similar to Standard Act
Delaware	8510(1), (2)	Districting as bylaws direct votes cast in district, returned for tabulation
District of Columbia	29-812, 818	Articles or bylaws may provide election by districts
Florida [1]	618.12(1), 618.04(8)	Similar to Standard Act, articles may provide
Georgia	65-208	Similar to Standard Act
Hawaii	421-8(5), 13(d)	Similar to Standard Act
Idaho	22-2612	Similar to Standard Act
Illinois [2]	451	Similar to Standard Act
Indiana	15-7-1-11(e)	Similar to Standard Act
Iowa [3]	499.36(4)	Articles may provide districting, rules, districts to be equal
Kansas [2]	17-1611	Similar to Standard Act
Kentucky [2]	272.171(2)	Similar to Standard Act
Louisiana [1]	80	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act
Maine	1871(4)	Similar to Standard Act
Maryland	5-514(b)(1), (2)	Similar to Standard Act

Table 12.04.02—Directors—selection—districts (continued)

Statute	Section or article	Description
Massachusetts [2]	4	Bylaws may provide for districting
Massachusetts [3]	13	Bylaws may provide for districting
Minnesota [1]	308.07(5), (6)	Articles or bylaws may provide districts, nomination, election
Minnesota [2]	308.62	Similar to Standard Act
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(2)	Similar to Standard Act
Montana [1]	35-15-304(5)	Bylaws may provide districting, election by districts, apportioning
Montana [3]	35-17-311	Similar to Standard Act
Nebraska [2]	21-1403, 1405(1)	Articles or bylaws may provide districting
Nevada [1]	81.050(1)	Articles may provide districting
New Hampshire	301:16, 17	Similar to Standard Act
New Jersey	4:13-24.2	Bylaws may provide districting
New Mexico [1]	53-4-12, 18	Articles or bylaws may provide for units, election by units
New York	46, 61	Similar to Standard Act
North Carolina [2]	54-146(a)	Similar to Standard Act
North Dakota	10-15-25(3)	Bylaws may provide territories, articles may restrict votes
Ohio	1729.13	Similar to Standard Act
Oklahoma [1]	344	Similar to Standard Act
Oklahoma [2]	361f(i)	Articles may provide districting
Oregon	62.255(5)(a)	Bylaws may provide districting
Pennsylvania [2]	12122(c)	Articles or bylaws may provide districting, procedures
Rhode Island	7-7-6(m)	Similar to Standard Act
South Carolina [2]	33-47-910	Similar to Standard Act
South Dakota	47-17-1, 4	Bylaws may provide territories, articles may restrict vote
Tennessee	43-16-116	Similar to Standard Act
Texas [1]	1396-50.01(21)(b)	Apportionment, districting, number of directors
Texas [3]	5751	Similar to Standard Act
Utah	3-1-13(IV)	Similar to Standard Act
Vermont	995(10), 1007, 1008	Articles or bylaws may provide districting, number of directors, apportionment
Virginia [1]	13.1-301.2(b), (e)	Bylaws may provide districting
Virginia [2]	13.1-324(d)	Bylaws may provide districting, directors, apportionment
Washington [2]	24.32.110	Similar to Standard Act
West Virginia	19-4-10	Similar to Standard Act
Wisconsin	185.31(1), (3)	Bylaws may provide territories, articles may restrict votes
Wyoming	17-10-111	Similar to Standard Act

Table 12.04.03—Directors—selection—delegates

Statute	Section or article	Description
STANDARD	883f-12	Bylaws may provide for delegates
Alaska	10.15.130(c)	Bylaws may provide
California [1]	54144	Bylaws may provide, number, procedures
California [2]	12453	Bylaws may provide
Colorado [2]	7-56-113(1)	Bylaws may provide
Delaware	8510(1)(b)	Bylaws may provide
District of Columbia	29-812	Articles or bylaws may provide
Florida [1]	618.04(8), .12(1)	Articles or bylaws may provide
Georgia	65-208	Bylaws may provide
Hawaii	421-8(2)	Bylaws may provide
Illinois [2]	451	Bylaws may provide
Indiana	15-7-1-9(d)	Bylaws may provide
Kansas [2]	17-1611	Bylaws may provide
Kentucky [2]	272.171(2)	Bylaws may provide
Maine	1871(4), 1911(7)	Bylaws may provide, delegates permitted
Massachusetts [2]	4	Bylaws may provide
Minnesota [1]	308.07(7)	May use delegates
Missouri [1]	274.090, 110(2)	Bylaws may provide
Montana [1]	35-15-304(5)	Delegate system noted
Nebraska [2]	21-1403, 1405(1)	Articles and bylaws may provide
Nevada [1]	81.050(1)	Articles may provide
New Hampshire	301:16	Bylaws may provide
New Jersey	4:13-24.2	Bylaws may provide, one vote or one vote per member or by patronage
New Mexico [1]	53-4-12, 17	May have delegates, delegates may not vote by mail
New York	45, 61(a)	Bylaws may provide, one vote or one vote per member or by patronage
North Carolina [2]	54-148(e)	Bylaws may provide if all members are associations
North Dakota	10-15-16(4)	May have delegates
Ohio	1729.13	Bylaws may provide
Oklahoma [1]	344	Bylaws may provide
Oklahoma [2]	361f(i)	Articles may provide
Oregon	62.255(5)(a)	Bylaws may provide
Pennsylvania [2]	12122(c)	Articles or bylaws may provide
Tennessee	43-16-116	Bylaws may provide
Vermont	995(10)	Articles may provide
Virginia [1]	13.1-301.2(b)	Bylaws may provide
Virginia [2]	13.1-316(i), 319(b), 324(d)	Articles or bylaws may provide
West Virginia	19-4-10	Bylaws may provide
Wisconsin	185.12(3)	May have delegates

Table 12.04.04—Directors—selection—public directors

Statute	Section or article	Description
STANDARD	883f-12	Appointed by official or other directors, interests, powers, 1/5 total (see text)
Alabama [2]	2-10-60	Similar to Standard Act
Arkansas [2]	77-912	Similar to Standard Act
Arkansas [3]	77-1012	May be appointed by Governor or Dean of College of Agriculture, other official
California [1]	54145	Similar to Standard Act
Colorado [2]	7-56-113(1)	Similar to Standard Act
Florida [1]	618.12(1)	Similar to Standard Act but one-third board maximum
Georgia	65-208	Similar to Standard Act
Idaho	22-2612	Similar to Standard Act
Illinois [2]	451	Similar to Standard Act
Indiana	15-7-1-11(d)	Similar to Standard Act
Kentucky [2]	272.171(3)	Similar to Standard Act
Louisiana [1]	80	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act
Massachusetts [3]	13	Advisory board members elected by members, one-fifth total limit
Minnesota [2]	308.62	Similar to Standard Act but mandatory
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(3)	Similar to Standard Act
New Hampshire	301:18	Similar to Standard Act

New York	61(d)	Similar to Standard Act
North Carolina [2]	54-146(b)	Similar to Standard Act
Ohio	1729:13	Similar to Standard Act
Oklahoma [1]	344	Similar to Standard Act
South Carolina [2]	33-47-910	Similar to Standard Act
Tennessee	43-16-116	Similar to Standard Act
Vermont	1009	Similar to Standard Act
Virginia [2]	13.1-324	Similar to Standard Act, mandatory, Division of State Agricultural Ext. Service
Washington [2]	24.32.110	Similar to Standard Act, mandatory if Division of Agriculture requires
West Virginia	19-4-10	Similar to Standard Act
Wyoming	17-10-111	Similar to Standard Act

Table 12.04.05—Directors—selection—vacancy

Statute	Section or article	Description
STANDARD	883f-12	Majority of remaining board, special meeting for districts (see text)
Alabama [2]	2-10-60	Similar to Standard Act
Alabama [3]	2-10-94	Similar to Standard Act
Alaska	10.15.160	Majority or remaining directors
Arizona	10-711(D)	Majority of remaining directors
Arkansas [1]	64-1508	Elected by stockholders

Table 12.04.05—Directors—selection—vacancy (continued)

Statute	Section or article	Description
Arkansas [2]	77-912	Similar to Standard Act
Arkansas [3]	77-1010(j)	Permissive in bylaws
California [1]	54148	Similar to Standard Act
California [2]	12600	Majority of shareholders
Colorado [2]	7-56-113(4)	Similar to Standard Act
Delaware	8521(b)	Election at regular meeting or special meeting for purpose
District of Columbia	29-818, 820	Other than expiration or reward, as bylaws; removal same as election
Florida [1]	618.12(4)	Similar to Standard Act
Georgia	65-208	Similar to Standard Act
Hawaii	421-13(c)(2)	Similar to Standard Act unless otherwise in articles or bylaws
Idaho	22-2612	Similar to Standard Act
Illinois [1]	311	After removal, shareholders may fill vacancy
Illinois [2]	451	Similar to Standard Act
Indiana	15-7-1-11(g)	Similar to Standard Act
Iowa [2]	498.8	Elected by members
Iowa [3]	499.36(2)	Vacancies filled by board unless articles provide otherwise
Kansas [1]	17-1510	After removal, majority of shareholders may fill vacancy
Kansas [2]	17-1611	Similar to Standard Act
Kentucky [2]	272.171(4)	Similar to Standard Act
Louisiana [1]	80	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act
Maryland	5-515(a), (b)	Similar to Standard Act
Minnesota [2]	308.62	Similar to Standard Act
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(7)	Similar to Standard Act
Missouri [2]	357.080(1)	Similar to Standard Act
Montana [2]	35-16-314	Appointment by board of directors
Montana [3]	35-17-311	Similar to Standard Act
Nevada [1]	81.090(3)	Bylaws may provide manner of filling vacancy
Nevada [2]	81.230(4)(b), (c)	Association may provide for replacement
New Hampshire	301:19	Similar to Standard Act
New Jersey	4:13-19	Filled as specified in bylaws
New Mexico [1]	53-4-20	Director election rules
New Mexico [2]	76-12-14	Majority of removing directors, may call district meeting
North Carolina [1]	54-123	Stockholders may fill after expulsion of director
North Carolina [2]	54-146(d)	Similar to Standard Act; public director appointed as originally
North Dakota	10-15-25(5)	Majority of directors until next annual meeting; bylaws may modify
Ohio	1729.13	Similar to Standard Act
Oklahoma [1]	344	Similar to Standard Act
Oregon	62.280(5)	Similar to Standard Act

Table 12.04.05—Directors—selection—vacancy (continued)

Statute	Section or article	Description
Pennsylvania [2]	12122(b)(2)	Majority of removing directors; if by district must choose by district
South Carolina [2]	33-47-920	Similar to Standard Act
South Dakota	47-17-6	Majority of removing directors until next annual meeting; bylaws may modify
Tennessee	43-16-120	Similar to Standard Act
Utah	3-1-13(III)(b)	Similar to Standard Act, unless articles or bylaws provide otherwise
Vermont	1010	Similar to Standard Act
Virginia [2]	13.1-324(c)(2)	Similar to Standard Act; public director appointed as originally
Washington [2]	24.32.110	Similar to Standard Act
West Virginia	19-4-10	Similar to Standard Act
Wisconsin	185.31(5)	Majority of directors until next annual meeting; bylaws may modify

Table 12.05.01—Directors—removal—charges and reasons

Statute	Section or article	Description
STANDARD	883f-15	Written charges by members, petition of 5 percent of members
Alabama [2]	2-10-63	Similar to Standard Act, except petition of 10 percent of members
Alaska	10.15.155	Reasons filed
Arizona	10-713	Similar to Standard Act, except petition of 10 percent of members
Arkansas [1]	64-1508	For cause
Arkansas [2]	77-915	Similar to Standard Act, except petition of 10 percent of members
California [1]	54150	Similar to Standard Act
California [2]	12600	Must be for cause
Colorado [2]	7-56-117(1), (2)	Similar to Standard Act
Delaware	8510(5), 8523	Power may be granted to representative committee; for cause
District of Columbia	29-820	With or without cause
Florida [1]	618.14	Similar to Standard Act, except petition of 10 percent of members
Georgia	65-210	Similar to Standard Act, except petition of 10 percent of members
Hawaii	421-14	Similar to Standard Act
Idaho	22-2615	Similar to Standard Act, except petition of 10 percent of members
Illinois [2]	455	Similar to Standard Act
Indiana	15-7-1-14	Similar to Standard Act
Iowa [1]	497.6	For cause
Kansas [1]	17-1510	For cause
Kansas [2]	17-1614	Similar to Standard Act, except petition of 10 percent of members
Kentucky [1]	272.020(2)	For cause
Kentucky [2]	272.261	Does not apply to public directors
Louisiana [2]	134	Similar to Standard Act, except petition of 10 percent of members
Maine	1872	Similar to Standard Act
Maryland	5-518	Similar to Standard Act, 10 percent or 25 members
Minnesota [2]	308.66, 308.83	Similar to Standard Act, 10 percent petition, role of Governor

Table 12.05.01—Directors—removal—charges and reasons (continued)

Statute	Section or article	Description
Mississippi [2]	79-19-27	Similar to Standard Act, except petition by 10 percent of members
Missouri [1]	274.140(1), (2), (3)	Similar to Standard Act
Missouri [2]	357.080(1)	For cause
Montana [3]	35-17-313	Similar to Standard Act, except petition by 10 percent of members
New Mexico [1]	53-4-20	With or without cause
New York	63	Similar to Standard Act
North Carolina [2]	54-149	Similar to Standard Act, 10 percent petition, does not apply to public director
Ohio	1729.16	Similar to Standard Act
Oklahoma [1]	345	For cause
Oregon	62.280(4)	Reasons filed
Pennsylvania [1]	12014	For good and sufficient reasons
Pennsylvania [2]	12124(a)	Charges filed as in bylaws
South Carolina [1]	33-45-110	For cause
South Carolina [2]	33-47-950	Similar to Standard Act, except petition of 10 percent of members
Tennessee	43-16-130	Similar to Standard Act
Texas [1]	1396-50.01(23)	For cause
Texas [3]	5751	Similar to Standard Act, except petition of 10 percent of members
Utah	3-1-14	Similar to Standard Act, except petition of 10 percent of members
Virginia [2]	13.1-325	Similar to Standard Act, except petition of 10 percent of members
Washington [1]	23.86.080	For cause

Washington [2]	24.32.200	Similar to Standard Act, except petition of 10 percent of members
West Virginia	19-4-14	Similar to Standard Act
Wyoming	17-10-113	Similar to Standard Act, except petition of 10 percent of members

Table 12.05.02—Directors—removal—meeting

Statute	Section or article	Description
STANDARD	883f-15	Next regular or special meeting
Alabama [2]	2-10-63	Similar to Standard Act
Alaska	10.15.155	Member meeting required
Arizona	10-713	Similar to Standard Act
Arkansas [1]	64-1508	Similar to Standard Act
Arkansas [2]	77-915	Similar to Standard Act
California [1]	54150	Similar to Standard Act
California [2]	12600	At any meeting
Colorado [2]	7-56-117(1)	Similar to Standard Act
Delaware	8523	Similar to Standard Act
District of Columbia	29-820	Similar to Standard Act
Florida [1]	618.14	Similar to Standard Act
Georgia	65-210	Similar to Standard Act
Hawaii	421-14	Similar to Standard Act

Table 12.05.02—Directors—removal—meeting (continued)

Statute	Section or article	Description
Idaho	22-2615	Similar to Standard Act
Illinois [1]	311	Meeting required
Illinois [2]	455	Similar to Standard Act
Indiana	15-7-1-14	Similar to Standard Act
Iowa [1]	497.6	Meeting required
Iowa [3]	499.38	Meeting called for purpose
Kansas [1]	17-1510	Meeting required
Kansas [2]	17-1614	Similar to Standard Act
Kentucky [1]	272.020(2)	Meeting required
Kentucky [2]	272.261	Similar to Standard Act
Louisiana [2]	134	Similar to Standard Act
Maine	1872	Similar to Standard Act
Maryland	5-518	Similar to Standard Act
Minnesota [2]	308.66	Similar to Standard Act
Mississippi [2]	79-19-27	Similar to Standard Act
Missouri [1]	274.140(1)	Similar to Standard Act
Missouri [2]	357.080(1)	Meeting required
Montana [3]	35-17-313	Similar to Standard Act
New Mexico [1]	53-4-20	Regular or special meeting
New York	63	Meeting required
North Carolina [1]	54-123	Regular or special meeting
North Carolina [2]	54-149	Similar to Standard Act
Ohio	1729.16	Similar to Standard Act
Oklahoma [2]	345	Any regular or special meeting
Oregon	62.280(4)	Meeting required
Pennsylvania [2]	12124(a)	Regular or special meeting called for purpose
South Carolina [1]	33-45-110	Legally called meeting
South Carolina [1]	33-47-950	Similar to Standard Act
Tennessee	43-16-130	Similar to Standard Act
Texas [1]	1396-50.01(23)	Similar to Standard Act
Texas [3]	5751	Similar to Standard Act
Utah	3-1-14	Similar to Standard Act
Virginia [2]	13.1-325	Similar to Standard Act
Washington [2]	24.32.200	Similar to Standard Act
West Virginia	19-4-14	Similar to Standard Act
Wyoming	17-10-113	Similar to Standard Act

Table 12.05.03—Directors—removal—hearing

Statute	Section or article	Statute	Section or article
STANDARD	883f-15	Maryland	5-518
		Minnesota [2]	308.83
Alabama [2]	2-10-63	Mississippi [2]	79-19-27
Alaska	10.15.155	Missouri [1]	274.140(2)
Arizona	10-713	Montana [3]	35-17-313
Arkansas [2]	77-915	New Mexico [1]	53-4-20
California [1]	54150	New York	63
Colorado [2]	7-56-117(1)	North Carolina [2]	54-149
Delaware	8523	Ohio	1729.16
District of Columbia	29-820	Oklahoma [1]	345
Florida [1]	618.14	Oregon	62.280(4)
Georgia	65-210	Pennsylvania [2]	12124(a)
Hawaii	421-14	South Carolina [2]	33-47-950
Idaho	22-2615	Tennessee	43-16-130
Illinois [2]	455	Texas [1]	1396-50.01(23)
Indiana	15-7-1-14	Texas [3]	5751
Kansas [2]	17-1614	Utah	3-1-14
Kentucky [2]	272.261	Virginia [2]	13.1-325
Louisiana [2]	134	Washington [2]	24.32.200
Maine	1872	West Virginia	19-4-14
		Wyoming	17-10-113

Table 12.05.04—Directors—removal—vote by members

Statute	Section or article	Description
STANDARD	883f-15	Majority vote of association members
Alabama [2]	2-10-63	Similar to Standard Act
Alaska	10.15.155	Majority vote of members in person at meeting
Arizona	10-713	Similar to Standard Act
Arkansas [1]	64-1508	Majority of stockholders
Arkansas [2]	77-915	Similar to Standard Act
California [1]	54150	Similar to Standard Act
California [2]	12600	Majority of all shareholders
Colorado [2]	7-56-117(1)	Similar to Standard Act
Delaware	8523	Vote of two-thirds stockholders present at meeting
District of Columbia	29-820	Vote of two-thirds members voting
Florida [1]	618.14	Similar to Standard Act
Georgia	65-210	Similar to Standard Act
Hawaii	421-14	Vote of two-thirds of association's voting power
Idaho	22-2615	Similar to Standard Act
Illinois [1]	311	Majority of stockholders voting at meeting or by proxy
Illinois [2]	455	Similar to Standard Act
Indiana	15-7-1-14	Similar to Standard Act

Table 12.05-04—Directors—removal—vote by members

Statute	Section or article	Description
Iowa [1]	497.6	Similar to Standard Act
Iowa [3]	499.38	Majority vote of all voting members of association
Kansas[1]	17-1510	Majority of stockholders at meeting
Kansas [2]	17-1614	Similar to Standard Act
Kentucky [1]	272.020(2)	Majority of stockholders at meeting
Kentucky [2]	272.261	Vote of two-thirds members
Louisiana [2]	134	Similar to Standard Act
Maine	1872	Vote of two-thirds of association's voting power
Maryland	5-518	Similar to Standard Act
Minnesota [2]	308.66	Similar to Standard Act
Mississippi [2]	79-19-27	Similar to Standard Act
Missouri [1]	274.140(1)	Similar to Standard Act
Missouri [2]	357.080(1)	Shareholders have power to remove
Montana [3]	35-17-313	Similar to Standard Act
New Mexico [1]	53-4-20	Two-third vote of members voting at meeting
New York	63	Three-fourths of members voting, at least 10 percent in person or mail
North Carolina [1]	54-123	Majority of stockholders
North Carolina [2]	54-149	Similar to Standard Act
North Dakota	10-15-25(4)	Majority vote of all members unless bylaws provide otherwise
Ohio	1729.16	Similar to Standard Act
Oklahoma [2]	345	Two-thirds vote, majority of members must be present
Oregon	62.280(4)	Majority vote of members in person at meeting
Pennsylvania [2]	12124(a)	Majority of members present and voting at meeting
South Carolina [1]	33-45-110	Majority of stockholders at meeting
South Carolina [2]	33-47-950	Similar to Standard Act
South Dakota	47-17-5	Majority vote of all members unless bylaws provide otherwise
Tennessee	43-16-130	Similar to Standard Act
Texas [1]	1396-50.01(23)	Similar to Standard Act
Texas [3]	5751	Similar to Standard Act
Utah	3-1-14	Similar to Standard Act
Virginia [2]	13.1-325	Similar to Standard Act
Washington [1]	23.86.080	Majority of stockholders have power to remove
Washington [2]	24.32.200	Similar to Standard Act
West Virginia	19-4-14	Similar to Standard Act
Wisconsin	185.31(4)	Majority vote of all members unless bylaws provide otherwise
Wyoming	17-10-113	Similar to Standard Act

Table 12.05.05—Directors—removal—districts

Statute	Section or article	Description
STANDARD	883f-15	20 percent district petition, district meetings, majority district vote
Alabama [2]	2-10-63	Similar to Standard Act
Arizona	10-713	Similar to Standard Act
Arkansas [2]	77-915	Similar to Standard Act
California [1]	54150	Similar to Standard Act
Colorado [2]	7-56-117(2)	Similar to Standard Act
Florida [1]	618.14	Similar to Standard Act
Georgia	65-210	Similar to Standard Act
Hawaii	421-14	Similar to Standard Act, except two-thirds vote of district members
Idaho	22-2615	Similar to Standard Act
Illinois [2]	455	Similar to Standard Act
Indiana	15-7-1-14	Similar to Standard Act
Iowa	499.38	Majority vote of district members
Kansas [2]	17-1614	Similar to Standard Act
Kentucky [2]	272.261	Similar to Standard Act, except two-thirds vote of district members
Louisiana [2]	134	Similar to Standard Act
Maine	1872	Similar to Standard Act, except two-thirds vote of district members
Minnesota [2]	308.66	Similar to Standard Act
Mississippi [2]	79-19-27	Similar to Standard Act

Missouri [1]	274.140(3)	Similar to Standard Act
Montana [3]	35-17-313	Similar to Standard Act
New York	63	Similar to Standard Act
North Carolina [2]	54-149	Similar to Standard Act
Ohio	1729.16	Similar to Standard Act
Pennsylvania [2]	12124(a)	Majority of members in district
South Carolina [2]	33-47-950	Similar to Standard Act
Tennessee	43-10-131	Similar to Standard Act
Texas [3]	5751	Similar to Standard Act
Utah	3-1-14	Similar to Standard Act
Virginia [2]	13.1-325	Similar to Standard Act, except two-third vote of district members
Washington [2]	24.32.200	Similar to Standard Act
West Virginia	19-4-14	Similar to Standard Act
Wyoming	17-10-113	Similar to Standard Act

Table 12.05.06—Directors—removal—replacement

Statute	Section or article	Description
STANDARD	883f-15	Replacement by majority of members at meeting to remove
Alabama [2]	2-10-63	Majority vote at meeting
Arizona	10-713	Majority vote at special meeting
Arkansas [1]	64-1508	Majority vote at meeting

Table 12.05.06—Directors—removal—replacement (continued)

Statute	Section or article	Description
Arkansas [2]	77-915	Majority vote at meeting
California [1]	54150	Majority vote at meeting
California [2]	12600	Majority vote at meeting
Colorado [2]	7-56-117(1)	Majority vote at meeting
District of Columbia	29-820	As provided in bylaws
Florida [1]	618.14	Majority vote at meeting
Georgia	65-210	Majority vote at meeting
Idaho	22-2615	Majority vote at meeting
Illinois [1]	311	Majority vote at meeting or by proxy
Illinois [2]	455	Majority vote at meeting
Indiana	15-7-1-14	Majority vote at meeting
Iowa [1]	497.6	Majority vote at meeting
Kansas [2]	17-1614	Majority vote at meeting
Kentucky [2]	272.261	Two-third vote at meeting
Louisiana [2]	134	Majority vote at meeting
Minnesota [2]	308.66	Majority vote at meeting
Mississippi [2]	79-19-27	Majority vote at meeting
Missouri [1]	274.140(1)	Majority vote at meeting
Montana [3]	35-17-313	Majority vote at meeting

North Carolina [2]	54-149	Majority vote at meeting
Ohio	1729.16	Majority vote at meeting
South Carolina [1]	33-45-110	Majority vote at meeting
South Carolina [2]	33-47-950	Majority vote at meeting
Tennessee	43-16-130	Majority vote at meeting
Texas [1]	1396-50.01(23)	Majority vote at meeting
Texas [3]	5751	Majority vote at meeting
Utah	3-1-14	Majority vote at meeting
Virginia [2]	13.1-325	Majority vote at meeting
Washington [2]	24.32.200	Majority vote at meeting
West Virginia	19-4-14	Majority vote at meeting
Wyoming	17-10-113	Majority vote at meeting

Table 12.06.01—Directors—board operation—compensation

Statute	Section or article	Description
STANDARD	883f-12	Fair remuneration for time actually spent in association's service
Alabama [2]	2-10-60	Similar to Standard Act
Alaska	10.15.180(1)	Unless bylaws provide otherwise only members may establish
Arizona	10-711(B)	Similar to Standard Act
Arkansas [2]	77-912	Similar to Standard Act
Arkansas [3]	77-1012	Similar to Standard Act

Table 12.06.01—Directors—board operation—compensation (continued)

Statute	Section or article	Description
California [1]	54147	Similar to Standard Act
Colorado [2]	7-56-113(2)	Similar to Standard Act
Delaware	8510(2)	Bylaws may provide method of fixing compensation if any
District of Columbia	29-809(5)	Bylaws may establish compensation
Florida [1]	618.12(2)	Similar to Standard Act
Georgia	65-208	Similar to Standard Act
Idaho	22-2612	Similar to Standard Act
Illinois [2]	451	Similar to Standard Act
Indiana	15-7-1-11(e)	Similar to Standard Act
Kansas [2]	17-1611	Similar to Standard Act
Kentucky [2]	272.171(5)	Similar to Standard Act
Louisiana [1]	80	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act
Maryland	5-516(a)	Similar to Standard Act
Minnesota [2]	308.62	Similar to Standard Act
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(4)	Similar to Standard Act
Missouri [2]	357.30(5)	Bylaws may provide
Montana [3]	35-17-311	Similar to Standard Act
New Hampshire	301:24	Only members may provide compensation
New Mexico [1]	53-4-9(5)	Bylaws may establish compensation, if any
New York	62	Similar to Standard Act
North Carolina [2]	54-146(c)	Similar to Standard Act
North Dakota	10-15-30(1)	Unless bylaws provide otherwise, only members may establish
Ohio	1729.13	Similar to Standard Act
Oklahoma [1]	342(c), 344	Bylaws shall provide, if any, similar to Standard Act
Oklahoma [2]	361i(e)	Bylaws shall provide
Oregon	62.300(1), (2)	Unless bylaws provide otherwise, only members may establish
Pennsylvania [1]	12014	Bylaws may establish remuneration
South Carolina [2]	33-47-930	Similar to Standard Act
South Dakota	47-17-2	Unless bylaws provide otherwise, only members may establish
Tennessee	43-16-117	Similar to Standard Act
Vermont	1014	Similar to Standard Act
Washington [2]	24.32.110, 320	Similar to Standard Act
West Virginia	19-4-10	Similar to Standard Act
Wisconsin	185.36	Unless bylaws provide otherwise, only members may establish

Table 12.06.02—Directors—board operation—meetings

Statute	Section or article	Description
Alaska	10,15,165	At least majority for quorum, other details
Colorado [1]	7-55-103(d)	At least majority for quorum
Delaware	8510(2)	At least majority for quorum
Hawaii	421-8(4)	According to bylaws
Maine	1826(4)	Time, place and manner may be in bylaws
New Jersey	4:13-18(c)	At least majority for quorum
New Mexico [1]	53-4-18	Meeting inside or outside State
North Dakota	10-15-26(1)	Place and notice as may be prescribed in bylaws
Oklahoma [1]	342(c)	At least majority for quorum
Oregon	62.285	At least majority for quorum, other details
Pennsylvania [2]	12121(1), 12122(b)	At least majority for quorum, other details
South Dakota	47-17-9	At least majority for quorum, other details
Virginia [1]	13.1-301.2(d)	Time, place and manner of meeting in bylaws
Wisconsin	185.32(2)	At least majority for quorum, other details

Table 12.06.03—Directors—board operation—committees

Statute	Section or article	Description
STANDARD	883f-12	Bylaws may provide for executive committee, allot powers, control
Alaska	10,15,170	Three or more, cannot apportion margins, select officers, fill vacancies, respons.
Arkansas [3]	77-1012	Similar to Standard Act
California [1]	54146	Similar to Standard Act
Colorado [2]	7-56-113(3)	Similar to Standard Act
Delaware	8510(2)	By board resolution by majority, 2 or more as executive committee
District of Columbia	28-818	Executive committee elected according to articles or bylaws
Florida [1]	618,12(3)	Bylaws may provide for executive committee from within or without board
Hawaii	421-13(e)	Committee chose from directors
Illinois [2]	451	Bylaws may provide for executive committee from within or without board
Indiana	15-7-1-11(f)	Similar to Standard Act
Iowa [3]	499,36(3)	Articles or bylaws may permit executive committee from within board
Kansas [2]	17-1611	Similar to Standard Act
Kentucky [2]	272,171(6)	Similar to Standard Act
Louisiana [1]	80	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act

Table 12.06.03—Directors—board operation—committees (continued)

Statute	Section or article	Description
Maine	1871(5)	Similar to Standard Act
Minnesota [2]	308.62	Similar to Standard Act
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(6)	Similar to Standard Act
New Hampshire	301:21	Similar to Standard Act
New Jersey	4:13-19	May have executive committee of 3, president to be one, act between meetings
New Mexico [1]	53-4-18	May be elected according to articles or bylaws
North Dakota	10-15-27	3 or more, cannot apportion margins, select officers, fill vacancies, respons.
Ohio	1729.13	Similar to Standard Act
Oklahoma [1]	344	Similar to Standard Act
Oregon	62.290	3 or more, cannot apportion margins, select officers, fill vacancies, respons.
Pennsylvania [2]	12122(b)(5)	Majority of board may delegate executive committee or 2 or more
South Dakota	47-17-12	3 or more, cannot apportion margins, select officers, fill vacancies, respons.
Tennessee	43-16-119	Similar to Standard Act
Texas [1]	1396-50.01(21)(6)	Similar to Standard Act
Utah	3-1-13(V)	Similar to Standard Act
Vermont	1012	Similar to Standard Act
Virginia [1]	13.1-301.2(d)	May be in bylaws
Virginia [2]	13.1-324(e)	Similar to Standard Act
West Virginia	19-4-10	Similar to Standard Act
Wisconsin	185.33	3 or more, cannot apportion margins, select officers, fill vacancies, amend bylaws

Table 12.07.01—Directors—responsibilities and liabilities—powers

Statute	Section or article	Description
STANDARD	883f-12	Affairs of association shall be managed by board of directors
Alabama [2]	2-10-60	Similar to Standard Act
Alaska	10.15.140(a)	Board shall manage business and affairs of association
Arizona	10-711(A)	Similar to Standard Act
Arkansas [1]	64-1508	Board shall manage association
Arkansas [2]	77-912	Similar to Standard Act
Arkansas [3]	77-1012	Similar to Standard Act
California [1]	54141	Similar to Standard Act
California [2]	12600	Similar to Standard Act
Colorado [1]	7-55-106	Business of association shall be managed by board
Colorado [2]	7-56-113(1)	Similar to Standard Act
Connecticut [1]	33-185	Business of association managed by board of managers
Delaware	8521(a)	Shall manage affairs of association, perform other duties
	8510(2)	Powers and duties of board to be specified in bylaws
District of Columbia	29-818	Association managed by board
Florida [1]	618.12(1)	Similar to Standard Act
Georgia	65-208	Similar to Standard Act

Table 12.07.01—Directors—responsibilities and liabilities—powers (continued)

Statute	Section or article	Description
Hawaii	421-13(a)	Similar to Standard Act
Idaho	22-2612	Similar to Standard Act
Illinois [1]	311	Similar to Standard Act
Indiana	15-7-1-11(a)	Similar to Standard Act
Iowa [1]	497.5	Similar to Standard Act
Iowa [2]	498.8	Similar to Standard Act
Iowa [3]	499.36	Similar to Standard Act
Kansas [1]	17-1510	Similar to Standard Act
Kansas [2]	17-1611	Similar to Standard Act
Kentucky [2]	272.171(1)	Similar to Standard Act
Louisiana [1]	80	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act, rights, privileges of general corp. law
Maine	1871(1)	Business of association managed by board
Maryland	5-512	Business and affairs managed under the board's direction
Minnesota [2]	308.62	Similar to Standard Act
Mississippi [1]	79-17-17	Affairs, shall be conducted, controlled, managed by board
Mississippi [2]	79-19-21	Similar to Standard Act, rights and privileges of general corp. law
Missouri [1]	274.110(1)	Similar to Standard Act
Missouri [2]	357.080(1)	Association shall be managed by board
Montana [1]	35-15-304(2)	Board shall exercise corporate powers invested in association
Montana [2]	35-16-315	Business conducted and controlled by board
Montana [3]	35-17-311	Similar to Standard Act
New Hampshire	301:15	Similar to Standard Act
New Jersey	4:13-19	Similar to Standard Act
New Mexico [1]	53-4-18	Similar to Standard Act
New Mexico [2]	76-12-14	Similar to Standard Act
North Carolina [1]	54-123, 116(5)	Similar to Standard Act, powers and duties in bylaws
North Carolina [2]	54-146(a)	Similar to Standard Act
North Dakota	10-15-25(1)	Business and affairs of association shall be managed by board
Ohio	1729.13	Similar to Standard Act
Oklahoma [1]	344, 342(c)	Similar to Standard Act, powers and duties in bylaws
Oklahoma [2]	361n	Similar to Standard Act
Oregon	62.280(1)	Board shall manage business and affairs of association
Pennsylvania [2]	12122(a)	Business of association shall be managed by board
Rhode Island	7-7-14	Board shall manage association
South Carolina [1]	33-45-110	Similar to Standard Act
South Carolina [2]	33-47-910	Similar to Standard Act
South Dakota	47-17-1	Board shall manage business and affairs of association
Tennessee	43-16-116	Similar to Standard Act
Texas [1]	1396-50.01(21)(a)	Similar to Standard Act

Table 12.07.01—Directors—responsibilities and liabilities—powers (continued)

Statute	Section or article	Description
Texas [3]	5748	Similar to Standard Act
Utah	33-1-13(1)	Shall manage business of association
Vermont	1006	Shall manage business of association
Virginia [2]	13.1-324(a)	Similar to Standard Act
Washington [1]	23.86.080	Association shall be managed by board
Washington [2]	24.32.110	Similar to Standard Act
West Virginia	19-4-10	Similar to Standard Act
Wisconsin	185.31(1)	Business and affairs of association shall be managed by board
Wyoming	17-10-111	Stock, property and concerns of association shall be managed by board

Table 12.07.02—Directors—responsibilities and liabilities—conflict of interest

Statute	Section or article	Description
STANDARD	883f-12	No contract for profit, different from other contract
Alabama [2]	2-10-60	Similar to Standard Act
Alaska	10.15.180(2)	No director may hold salaried position unless in bylaws
Arkansas [2]	77-912	Similar to Standard Act
Arkansas [3]	77-1012	Similar to Standard Act
Colorado [2]	7-56-113(2), (3)	Similar to Standard Act, bylaws may limit positions
Florida [1]	618.12(2)	Similar to Standard Act
Georgia	65-208	Similar to Standard Act
Idaho	22-2612	Similar to Standard Act
Illinois [2]	451	Similar to Standard Act
Indiana	15-7-1-11	Similar to Standard Act, limitation on indebtedness
Kansas [2]	17-1611	Similar to Standard Act
Kentucky [2]	272.171(5)	Similar to Standard Act
Louisiana [1]	80	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act
Maryland	5-516(b)	Similar to Standard Act
Minnesota [2]	308.62	Similar to Standard Act, bylaws may limit positions
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(5)	Similar to Standard Act, bylaws may limit positions
Montana [3]	35-17-311	Similar to Standard Act
New Hampshire	301:20	Similar to Standard Act
New Jersey	4:13-19	Similar to Standard Act, director may be employed by association
New York	62	Similar to Standard Act
North Carolina [2]	54-146(c)	Similar to Standard Act
Ohio	1729.13	Similar to Standard Act, bylaws may limit positions
Oklahoma [1]	344	Similar to Standard Act, bylaws may limit positions
Oregon	62.300(2)	No director may hold salaried positions unless in bylaws
South Carolina [2]	33-47-930	Similar to Standard Act

Table 12.07.02—Directors—responsibilities and liabilities—conflict of interest (continued)

Statute	Section or article	Description
Tennessee	43-16-118	Similar to Standard Act, bylaws may limit positions
Vermont	1011, 1014	Similar to Standard Act, bylaws may limit positions
Washington [2]	24.32.110, 320	Similar to Standard Act, may not receive additional fee or commission
West Virginia	19-4-10	Similar to Standard Act, bylaws may limit positions

Table 12.07.03—Directors—responsibilities and liabilities—liability

Statute	Section or article	Statute	Section or article
New Mexico [1]	76-12-14	South Dakota	74-17-7, 7.1
North Dakota	10-15-31	Texas [3]	5757
Ohio	1729.10(D)	Wisconsin	185.37(1)
		Wyoming	17-176, 180

Table 12.07.04—Directors—responsibilities and liabilities—indemnification

Statute	Section or article	Statute	Section or article
Alaska	10.15.010(13)	Oregon	62.125(13)
Kentucky [2]	272.345	Pennsylvania [2]	12112.1
North Dakota	10-15-03(10)	South Dakota	47-14-19, 47-15-37
		Wisconsin	185.03(10)

Table 13.01—Officers—offices filled

Statute	Section or article	Description
STANDARD	883f-13	President, one or more vice presidents, secretary, and treasurer
Alabama [2]	2-10-61	Similar to Standard Act
Alabama [3]	2-10-95	Similar to Standard Act
Alaska	10.15.175(a)	Similar to Standard Act, other officers as in bylaws
Arizona	10-712	Similar to Standard Act
Arkansas [1]	64-1508	Similar to Standard Act
Arkansas [2]	77-913	Similar to Standard Act
Arkansas [3]	77-1013	Similar to Standard Act
California [1]	54149	Similar to Standard Act, and other officers as in bylaws
California [2]	12601	Similar to Standard Act
Colorado [1]	7-55-105	Similar to Standard Act
Colorado [2]	7-56-114(1)	Similar to Standard Act
Connecticut [1]	33-185	Officers appointed as bylaws prescribe
Delaware	8522	President, vice president, secretary, treasurer
District of Columbia	29-819	Similar to Standard Act
Florida [1]	618.13	Similar to Standard Act, other officers as in bylaws
Georgia	65-209	Similar to Standard Act
Hawaii	421-15	President, secretary, treasurer, other officers as in bylaws
Idaho	22-2613	President, one vice president, secretary, treasurer, others as in bylaws
Illinois [1]	311	Similar to Standard Act, and a manager
Illinois [2]	452	Similar to Standard Act
Indiana	15-7-1-12	Similar to Standard Act, other officers as in bylaws
Iowa [1]	497.7	Similar to Standard Act
Iowa [2]	498.9	Similar to Standard Act
Iowa [3]	499.37	Similar to Standard Act, others as board wishes or in articles
Kansas [1]	17-1510	Similar to Standard Act
Kansas [2]	17-1612	Similar to Standard Act
Kentucky [1]	272.020(3)	Similar to Standard Act
Kentucky [2]	272.181	Similar to Standard Act
Louisiana [1]	81	Similar to Standard Act
Louisiana [2]	132	Similar to Standard Act, others as in articles or bylaws
Maine	1873	Similar to Standard Act, other officers as in bylaws
Maryland	5-517(a), (b)	President, vice president, secretary, treasurer, others as provided in bylaws
Minnesota [1]	308.11	Similar to Standard Act, also chrmn., vice chrmn., others as in bylaws or articles
Minnesota [2]	308.63	Similar to Standard Act, shall also elect manager
Mississippi [2]	79-19-23	Similar to Standard Act
Missouri [1]	274.120	Similar to Standard Act
Missouri [2]	357.080(2)	Similar to Standard Act
Montana [1]	35-15-304(3)	Similar to Standard Act, other offices as in bylaws
Montana [3]	35-17-312	Similar to Standard Act
New Hampshire	301:22	Similar to Standard Act

Table 13.01—Officers—offices filled (continued)

Statute	Section or article	Description
New Jersey	4:13-20	President, vice president, secretary, treasurer
New Mexico [1]	53-4-19	Similar to Standard Act
New Mexico [2]	76-12-15	Similar to Standard Act, other offices as in bylaws
New York	64	Similar to Standard Act
North Carolina [1]	54-123	Similar to Standard Act
North Carolina [2]	54-147	Similar to Standard Act, may need chairman and vice chairman
North Dakota	10-15-29(1), (2)	Similar to Standard Act, other offices as in bylaws
Ohio	1729.14	Similar to Standard Act
Oklahoma [1]	346	President, vice president, secretary, treasurer
Oklahoma [2]	361o	Similar to Standard Act, other offices as in bylaws
Oregon	62.295(1), (2)	Similar to Standard Act, board chairman, others chosen by board
Pennsylvania [1]	12012, 12014	President, secretary, treasurer
Pennsylvania [2]	12123	Similar to Standard Act, other offices as in bylaws
South Carolina [1]	33-45-120	President, secretary, treasurer
South Carolina [2]	33-47-940	Similar to Standard Act
South Dakota	47-17-14, 15	Similar to Standard Act, other offices as in bylaws
Tennessee	43-16-121	Similar to Standard Act
Texas [1]	1396-50.01(22)	Similar to Standard Act
Texas [3]	5749	Similar to Standard Act, or chairman and vice chairman
Utah	3-1-15	President, secretary, treasurer, other offices as in bylaws

Vermont	1013	Similar to Standard Act
Virginia [2]	13.1-326	President, secretary, treasurer, other offices as in bylaws
Washington [1]	23.86.080	President, vice president, secretary, treasurer, in bylaws
Washington [2]	24.32.150	Similar to Standard Act, or chairman and vice chairman
West Virginia	19-4-11	Similar to Standard Act
Wisconsin	185.35(1), (2)	Similar to Standard Act, other offices as in bylaws
Wyoming	17-171(5)	President and secretary, power to appoint

Table 13.02—Officers—combined offices

Statute	Section or article	Description
STANDARD	883f-13	Secretary and treasurer combined into secretary-treasurer
Alabama [2]	2-10-61	Similar to Standard Act
Alabama [3]	2-10-95	Similar to Standard Act
Alaska	10.15.175	Similar to Standard Act, manager may be vice president
Arizona	10-712	Similar to Standard Act
Arkansas [1]	64-1508	Similar to Standard Act
Arkansas [2]	77-913	Similar to Standard Act
Arkansas [3]	77-1013	Similar to Standard Act
California [1]	54149	Any offices except president, secretary may be held by same person
California [2]	12601	Similar to Standard Act
Colorado [1]	7-55-105	Similar to Standard Act

Table 13.02—Officers—combined offices (continued)

Statute	Section or article	Description
Colorado [2]	7-56-114(1)	Similar to Standard Act
Delaware	8522	Similar to Standard Act
District of Columbia	29-819	Similar to Standard Act
Florida [1]	618.13	Similar to Standard Act
Georgia	65-209	Similar to Standard Act
Hawaii	421-15	May combine any 2 of vice presidents, secretary, treasurer
Idaho	22-2613	Similar to Standard Act
Illinois [1]	311	Similar to Standard Act
Illinois [2]	452	Similar to Standard Act
Indiana	15-7-1-12	Any offices except president, secretary may be held by same person
Iowa [1]	497.7	Similar to Standard Act
Iowa [2]	498.9	Similar to Standard Act
Iowa [3]	499.37	Similar to Standard Act
Kansas [1]	17-1510	Similar to Standard Act
Kansas [2]	17-1612	Similar to Standard Act
Kentucky [1]	272.020(3)	Similar to Standard Act
Kentucky [2]	272.181	Similar to Standard Act
Louisiana [1]	81	Similar to Standard Act
Louisiana [2]	132	Similar to Standard Act
Maine	1873	May combine any 2 of vice presidents, secretary, treasurer
Minnesota [1]	308.11	Similar to Standard Act
Minnesota [2]	308.63	Similar to Standard Act
Mississippi [2]	79-19-23	Similar to Standard Act
Missouri [1]	274.120	Similar to Standard Act
Missouri [2]	357.080(2)	Similar to Standard Act
Montana [1]	35-15-304(4)	Similar to Standard Act
Montana [3]	35-17-312	Similar to Standard Act
New Hampshire	301:22	Similar to Standard Act
New Jersey	4:13-20	Similar to Standard Act
New Mexico [1]	53-4-19	Similar to Standard Act
New Mexico [2]	76-12-15	Similar to Standard Act
New York	64	Similar to Standard Act
North Carolina [1]	54-123	Similar to Standard Act
North Carolina [2]	54-147	Similar to Standard Act
North Dakota	10-15-29(1)	Similar to Standard Act
Ohio	1729.14	Similar to Standard Act
Oklahoma [1]	346	Similar to Standard Act
Oklahoma [2]	361o	Similar to Standard Act
Oregon	62.295(1)	Similar to Standard Act, may combine president and board chairman
Pennsylvania [2]	12123	May combine any 2 of vice president, secretary, treasurer
South Carolina [1]	33-45-120	Similar to Standard Act
South Carolina [2]	33-47-940	Similar to Standard Act

Table 13.02—Officers—combined offices (continued)

Statute	Section or article	Description
South Dakota	47-17-14	Similar to Standard Act, as prescribed in bylaws
Tennessee	43-16-121	Similar to Standard Act
Texas [1]	1396-50.01(22)	May combine any offices except president-secretary
Texas [3]	5749	Similar to Standard Act
Utah	3-1-15	May combine any 2 of vice president, secretary, treasurer
Vermont	1013	Similar to Standard Act
Virginia [2]	13.1-326	May combine any 2 of vice president, secretary, treasurer
Washington [2]	24.32.150	Similar to Standard Act
West Virginia	19-4-11	Similar to Standard Act
Wisconsin	185.35(1)	Similar to Standard Act

Table 13.03.01—Officers—qualifications—directors

Statute	Section or article	Description
STANDARD	883f-13	President and vice presidents must be directors
Alabama [2]	2-10-61	President, vice presidents must be directors
Alabama [3]	2-10-95	President, vice presidents must be directors
Alaska	10.15.175	President, one vice president must be directors
Arizona	10-712	President and vice presidents must be directors
Arkansas [1]	64-1508	All officers must be directors
Arkansas [2]	77-913	President and vice presidents must be directors
California [2]	12601	President and vice presidents except manager must be directors
Colorado [1]	7-55-105	Need not be directors unless bylaws require
Colorado [2]	7-56-114(1)	Need not be directors unless bylaws require, may prohibit
Delaware	8522	President and vice president must be directors
District of Columbia	29-819	President and one vice president must be directors
Florida [1]	618.13	President and vice presidents must be directors
Georgia	65-209	President, vice presidents must be directors, but articles may modify
Hawaii	421-15	President and one vice presidents directors, succession
Idaho	22-2613	President and one vice president must be directors
Illinois [1]	311	All except manager may be directors
Illinois [2]	452	President and vice presidents must be directors
Indiana	15-7-1-12	President and one vice president directors, succession
Iowa [1]	497.7	All officers must be directors
Iowa [2]	498.9	All officers must be directors
Iowa [3]	499.37	All officers must be directors
Kansas [1]	17-1510	All officers except secretary must be directors
Kansas [2]	17-1612	President and one vice president must be directors
Kentucky [1]	272.020(3)	All officers must be directors
Kentucky [2]	272.181	President and vice presidents must be directors

Table 13.03.01—Officers—qualifications—directors (continued)

Statute	Section or article	Description
Louisiana [1]	81	President and vice presidents must be directors
Louisiana [2]	132	President and vice presidents directors, articles or bylaws may modify
Maine	1873	President and one vice president directors, succession
Maryland	5-517(c)	President and vice president must be directors
Minnesota [1]	308.11	President, vice president must be directors unless chrm, v. chrm. elected
Minnesota [2]	308.63	President and vice president must be directors
Mississippi [2]	79-19-23	Secretary, treasurer need not be directors
Missouri [1]	274.120	President and vice presidents must be directors
Missouri [2]	357.080(2)	All officers except secretary, treasurer must be directors
Montana [1]	35-15-304(4)	President and vice presidents must be directors
Montana [3]	35-17-312	President and vice presidents must be directors
New Hampshire	301:22	President and vice presidents must be directors
New Jersey	4:13-20	President and vice presidents must be directors
New Mexico [1]	53-4-19	President and one vice president must be directors
New Mexico [2]	76-12-15	President and one vice president must be directors
New York	64	President and first vice president directors and members
North Carolina [1]	54-123	Each officer must be director
North Carolina [2]	54-147	President, vice president must be directors unless chrm., vice chrm. elected
North Dakota	10-15-29(1)	All officers except secretary, treasurer must be directors
Ohio	1729.14	President and vice presidents must be directors
Oklahoma [1]	346	President and vice presidents must be directors
Oklahoma [2]	361o	President and one vice president must be directors
Oregon	62.295(1)	At least one principal officer must be director
Pennsylvania [1]	12014	Requirements in bylaws
Pennsylvania [2]	12123	President and one vice president must be members
South Carolina [1]	33-45-120	All officers must be directors
South Carolina [2]	33-47-940	President and vice presidents must be directors
South Dakota	47-17-14	All officers except secretary, treasurer must be directors
Tennessee	43-16-121	President and vice presidents must be directors
Texas [3]	5749	President and vice presidents must be directors
Utah	3-1-15	President, one vice president directors, succession, articles may modify
Vermont	1013	President and vice presidents must be directors
Virginia [2]	13.1-326	President, one vice president directors, succession
Washington [1]	23.86.080	Each officer must be members of association
Washington [2]	24.32.150	President, vice president directors, unless chairman, v. chairman elected
West Virginia	19-4-11	President and vice presidents must be directors
Wisconsin	185.35(1)	Each principal officer, except secretary, treasurer director

Table 13.03.02—Officers—qualifications—treasurer

Statute	Section or article	Statute	Section or article
STANDARD	883f-13	Louisiana [1]	81
		Louisiana [2]	132
Alabama [2]	2-10-61	Minnesota [2]	308.63
Arkansas [2]	77-913	Mississippi [2]	79-19-23
Arkansas [3]	77-1013	Montana [3]	35-17-312
California [1]	54149	New Hampshire	301:22
Colorado [1]	7-55-105	New Mexico [2]	76-12-15
Colorado [2]	7-56-114(1)	North Carolina [2]	54-147
Florida [1]	618.13	Ohio	1729.14
Georgia	65-209	South Carolina [2]	33-47-940
Idaho	22-2613	Tennessee	43-16-121
Illinois [2]	452	Texas [3]	5749
Indiana	15-7-1-12	Vermont	1013
Kansas [2]	17-1612	Washington [2]	24.32.150
Kentucky [2]	272.181	West Virginia	19-4-11

Table 13.03.03—Officers—qualifications—bonding

Statute	Section or article	Description
Colorado [2]	7-56-115	Must be bonded if funds or negotiable instruments handled
Delaware	8522	Board shall require bonding of treasurer; others if necessary
District of Columbia	29-832	Bonding required for officer handling \$1,000; others if desired
Illinois [2]	452	Must be bonded if funds or negotiable instruments handled
Minnesota [2]	308.64	Must be bonded if funds or negotiable instruments handled
Missouri [1]	274.130	Must be bonded if funds or negotiable instruments handled
New Hampshire	301:23	Must be bonded if funds or negotiable instruments handled
New Jersey	4:13-20	Board shall require bonding of treasurer; others if necessary
New Mexico [2]	51-15-32	Bonding required for officer handling \$1,000; others if desired
New York	65	Bonded before handling \$1,000 or securities, approved by board
Ohio	1729.15	Must be bonded if funds or negotiable instruments handled
Oklahoma [1]	346	Must be bonded if funds or negotiable instruments handled
Pennsylvania [1]	12017	Officers must be bonded
South Carolina [1]	33-45-120	Secretary, treasurer to give bond as board requires
South Carolina [2]	33-47-940	Treasurer shall be bonded
Tennessee	43-16-122	Must be bonded if funds or negotiable instruments handled
Texas [3]	5757	Must be bonded if funds or negotiable instruments handled
West Virginia	19-4-12	Must be bonded if funds or negotiable instruments handled

Table 13.04—Officers—selection

Statute	Section or article	Description
STANDARD	883f-13	Directors shall elect
Alabama [2]	2-10-61	Similar to Standard Act
Alabama [3]	2-10-95	Similar to Standard Act
Alaska	10.15.175	Elected annually by board, time and manner in bylaws
Arkansas [1]	64-1508	Elected annually by directors
Arkansas [2]	77-913	Similar to Standard Act
Arkansas [3]	77-1013	Similar to Standard Act
California [1]	54149	Similar to Standard Act
California [2]	12601	Elected annually by directors
Colorado [1]	7-55-105	Elected annually by board, time and manner in bylaws
Colorado [2]	7-56-114(1)	Elected by board, time and manner in bylaws
Delaware	8522	Appointed annually by directors
District of Columbia	29-819	Elected annually by directors unless bylaws otherwise provide
Florida [1]	618.13	Similar to Standard Act
Georgia	65-209	Similar to Standard Act, but articles may provide for selection by members
Hawaii	421-15	Board shall elect
Idaho	22-2613	Similar to Standard Act
Illinois [1]	311	Elected annually by directors
Illinois [2]	452	Similar to Standard Act
Indiana	15-7-1-12	Bylaws may provide president, vice president, member election
Iowa [1]	497.7	Elected annually by directors
Iowa [2]	498.9	Elected annually by directors
Iowa [3]	499.37	Similar to Standard Act
Kansas [1]	17-1510	Elected annually by directors
Kansas [2]	17-1612	Similar to Standard Act
Kentucky [1]	272.020(3)	Elected annually by directors
Kentucky [2]	272.181	Similar to Standard Act
Louisiana [1]	81	Similar to Standard Act
Louisiana [2]	132	Directors shall elect, may be elected by members if in articles or bylaws
Maine	1873	Board shall elect
Minnesota [1]	308.11	Similar to Standard Act
Minnesota [2]	308.63	Similar to Standard Act
Mississippi [2]	79-19-23	Similar to Standard Act
Missouri [1]	274.120	Similar to Standard Act
Missouri [2]	357.080(2)	Elected annually by directors
Montana [1]	35-15-304(4)	Elected by stockholders or board as bylaws provide
Montana [3]	35-17-312	Similar to Standard Act
New Hampshire	301:22	Similar to Standard Act
New Mexico [1]	53-4-19	Elected annually by directors unless bylaws provide otherwise
New Mexico [2]	76-12-15	Elected by directors as bylaws provide
New York	64	Elected annually by board

Table 13.04—Officers—selection (continued)

Statute	Section or article	Description
North Carolina [1]	54-123	Elected annually by board
North Carolina [2]	54-147	Similar to Standard Act
North Dakota	10-15-29(1)	Elected annually by board, time and manner in bylaws
Ohio	1729.14	Similar to Standard Act
Oklahoma [1]	346	Appointed annually by board
Oklahoma [2]	361o	Elected by directors, manner and terms in bylaws
Oregon	62.295(1)	Elected annually by board, time and manner in bylaws
Pennsylvania [1]	12014	Elected by members
Pennsylvania [2]	12123	Similar to Standard Act
South Carolina [1]	33-45-120	Elected annually by directors
South Carolina [2]	33-47-940	Similar to Standard Act
South Dakota	47-17-14	Elected annually by board, time and manner in bylaws
Tennessee	43-16-121	Similar to Standard Act
Texas [1]	1396-50.01(22)	Elected annually by directors unless bylaws provide otherwise
Texas [3]	5749	Similar to Standard Act
Utah	3-1-15	Similar to Standard Act
Vermont	1013	Similar to Standard Act
Virginia [2]	13.1-326	Similar to Standard Act
Washington [1]	23.86.080	Elected annually by directors by ballot
Washington [2]	24.32.150	Similar to Standard Act

West Virginia	19-4-11	Similar to Standard Act
Wisconsin	185.35(1)	Elected annually by board, time and manner in bylaws

Table 13.05.01—Officers—removal—board action

Statute	Section or article	Description
Alaska	10.15.175(c)	Board may remove
Delaware	8523	Board may remove
Hawaii	421-16	Majority vote of directors after membership petition
Maine	1874	Majority vote of directors after membership petition
Maryland	5-518(b)	Board may remove any officer
Mississippi [2]	79-19-27	Suspension pending hearing, vote of two-thirds of directors
New Jersey	4:13-22	Two-thirds vote of directors, officer who is director
North Dakota	10-15-29(3)	Board may remove
Oregon	62.295(3)	Board may remove
Pennsylvania [2]	12124(b)	Majority vote of directors
South Dakota	47-17-17	Board may remove
Utah	3-1-16	Majority vote of directors after changes
Virginia [2]	13.1-327	Majority of directors after member petition
West Virginia	185.35(3)	Board may remove

Table 13.05.02—Officers—removal—charges and reasons

Statute	Section or article	Description
STANDARD	883f-15	Written charges signed by 5 percent of members
Alabama [2]	2-10-63	Similar to Standard Act, except 10 percent petition
Alaska	10.15.175(c)	If in board's judgment best interests of association will be served
Arizona	10-713(A)	Similar to Standard Act, except 10 percent petition
Arkansas [2]	77-915	Similar to Standard Act, except 10 percent petition
Arkansas [3]	77-1010(j)	Manner and method may be in bylaws
California [1]	54150	Similar to Standard Act
Colorado [2]	7-56-117(1)	Similar to Standard Act
Delaware	8523	For cause
District of Columbia	29-820	With or without cause
Florida [1]	618.14	Similar to Standard Act, except 10 percent petition
Georgia	65-210	Similar to Standard Act, except 10 percent petition
Hawaii	421-16	Similar to Standard Act, except 10 percent petition
Idaho	22-2615	Similar to Standard Act, except 10 percent petition
Illinois [2]	455	Similar to Standard Act
Indiana	15-7-1-14	Similar to Standard Act
Iowa [1]	497.6	For cause
Kansas [2]	17-1614	Similar to Standard Act, except 10 percent petition
Kentucky [2]	272.261	Similar to Standard Act, except 10 percent petition
Louisiana [2]	134	Similar to Standard Act, except 10 percent petition
Maine	1874	Similar to Standard Act, except 10 percent petition, misconduct, incompetency
Maryland	5-518(b)	If in board's judgment best interests of association will be served
Minnesota [1]	308.11	Stockholders for cause
Minnesota [2]	308.66	Similar to Standard Act, except 10 percent petition
Mississippi [2]	79-19-27	Similar to Standard Act, except 10 percent petition
Missouri [1]	274.140(1), (2)	Similar to Standard Act
Montana [3]	35-17-313(1)	Similar to Standard Act, except 10 percent petition
New Jersey	4:13-22	For cause
New Mexico [1]	53-4-20	With or without cause
North Carolina [1]	54-123	For cause
North Carolina [2]	54-149	Similar to Standard Act, except 10 percent petition
North Dakota	10-15-29(3)	If in board's judgment best interests of association will be served
Ohio	1729.16	Similar to Standard Act
Oklahoma [1]	345	For cause
Oregon	62.295(3)	If in board's judgment best interests of association will be served
Pennsylvania [1]	12014	For good and sufficient cause
Pennsylvania [2]	12124(b)	If in board's judgment best interests of association will be served
South Carolina [1]	33-45-110	For cause
South Carolina [2]	33-47-950	Similar to Standard Act, except 10 percent petition
South Dakota	47-17-17	If in board's judgment best interests of association will be served
Tennessee	43-16-130	Similar to Standard Act

Table 13.05.02—Officers—removal—charges and reasons (continued)

Statute	Section or article	Description
Texas [1]	1396-50.01(23)	For cause
Texas [3]	5751	Similar to Standard Act, except 10 percent petition
Utah	3-1-16	Similar to Standard Act, 10 percent member petition, misconduct, incompetency
Virginia [2]	13.1-327	Similar to Standard Act, except 10 percent petition, misconduct, incompetency
Washington [1]	23.86.080	For cause
Washington [2]	24.32.200	Similar to Standard Act, except 10 percent petition
West Virginia	19-4-14	Similar to Standard Act
Wisconsin	185.35(3)	If in board's judgment best interests of association will be served
Wyoming	17-10-113	Similar to Standard Act, except 10 percent petition

Table 13.05.03—Officers—removal—meeting

Statute	Section or article	Description
STANDARD	883f-15	Next regular or special meeting
Alabama [2]	2-10-63	Similar to Standard Act
Arizona	10-713(A)	Similar to Standard Act
Arkansas [2]	77-915	Similar to Standard Act
California [1]	54150	Similar to Standard Act
Colorado [2]	7-56-117(1)	Similar to Standard Act
Delaware	8523	Regular or special board meeting
District of Columbia	29-820	Meeting required
Florida [1]	618.14	Similar to Standard Act
Georgia	65-210	Similar to Standard Act
Idaho	22-2615	Similar to Standard Act
Illinois [1]	311	Meeting required
Illinois [2]	455	Similar to Standard Act
Indiana	15-7-1-14	Similar to Standard Act
Iowa [1]	497.6	Regular or special meeting
Iowa [3]	499.37	Meeting called for purpose
Kansas [2]	17-1614	Similar to Standard Act
Kentucky [1]	272.020(2)	Vote at meeting
Kentucky [2]	272.261	Similar to Standard Act
Louisiana [2]	134	Similar to Standard Act
Maine	1874	First board meeting after hearing
Minnesota [1]	308.11	Regular or special meeting
Minnesota [2]	308.66	Similar to Standard Act
Mississippi [2]	79-19-27	Similar to Standard Act
Missouri [1]	274.140(1), (2)	Similar to Standard Act
Montana [3]	35-17-313(1)	Similar to Standard Act

Table 13.05.03—Officers—removal—meeting (continued)

Statute	Section or article	Description
New Jersey	4:13-22	Director meeting
New Mexico [1]	53-4-20	Regular or special meeting
North Carolina [2]	54-149	Similar to Standard Act
Ohio	1729.16	Similar to Standard Act
Oklahoma [1]	345	Regular meeting or special meeting called for purpose
South Carolina [1]	33-45-110	Meeting required
South Carolina [2]	33-47-950	Similar to Standard Act
Tennessee	43-16-130	Similar to Standard Act
Texas [1]	1396-50.01(23)	Similar to Standard Act
Texas [3]	5751	Similar to Standard Act
Utah	3-1-16	First board meeting after hearing
Washington [1]	23.86.080	Meeting required
Washington [2]	24.32.200	Similar to Standard Act
West Virginia	19-4-14	Similar to Standard Act
Wyoming	17-10-113	Similar to Standard Act

Table 13.05.04—Officers—removal—hearing

Statute	Section or article	Description
STANDARD	883f-15	Officer given charges and opportunity to be heard
Alabama [2]	2-10-63	Similar to Standard Act
Arizona	10-713(A)	Similar to Standard Act
Arkansas [2]	77-915	Similar to Standard Act
California [1]	54150	Similar to Standard Act
Colorado [2]	7-56-117(1)	Similar to Standard Act
Delaware	8523	Opportunity to be heard
District of Columbia	29-820	Opportunity to be heard
Florida [1]	618.14	Similar to Standard Act
Georgia	65-210	Similar to Standard Act
Hawaii	421-16	Similar to Standard Act
Idaho	22-2615	Similar to Standard Act
Illinois [2]	455	Similar to Standard Act
Indiana	15-7-1-14	Similar to Standard Act
Kansas [2]	17-1614	Similar to Standard Act
Kentucky [2]	272.281	Similar to Standard Act
Louisiana [2]	134	Similar to Standard Act
Maine	1874	Opportunity to be heard
Minnesota [2]	308.66	Similar to Standard Act

Table 13.05.04—Officers—removal—hearing (continued)

Statute	Section or article	Description
Mississippi [2]	79-19-27	Similar to Standard Act
Missouri [1]	274.140(1), (2)	Similar to Standard Act
Montana [3]	35-17-313(1)	Similar to Standard Act
New Mexico [1]	53-4-20	Shall have opportunity to be heard at meeting
North Carolina [2]	54-149	Similar to Standard Act
Ohio	1729.16	Similar to Standard Act
Oklahoma [1]	345	Opportunity to be heard
South Carolina [2]	33-47-950	Similar to Standard Act
Tennessee	43-16-130	Similar to Standard Act
Texas [1]	1396-50.01(23)	Opportunity to be heard
Texas [3]	5751	Similar to Standard Act
Utah	3-1-16	Opportunity to be heard
Virginia [2]	13.1-327	Opportunity to be heard
Washington [2]	24.32.200	Similar to Standard Act
West Virginia	19-4-14	Similar to Standard Act
Wyoming	17-10-113	Similar to Standard Act

Table 13.05.05—Officers—removal—vote

Statute	Section or article	Description
STANDARD	883f-15	Majority vote of members
Alabama [2]	2-10-63	Similar to Standard Act
Arizona	10-713(A)	Similar to Standard Act
Arkansas [2]	77-915	Similar to Standard Act
California [2]	54150	Similar to Standard Act
Colorado [2]	7-56-117(1)	Similar to Standard Act
Delaware	8523	Vote of two-third of directors present at meeting
District of Columbia	29-820	Vote of two-third of members voting at meeting
Florida [1]	618.14	Similar to Standard Act
Georgia	65-210	Similar to Standard Act
Hawaii	421-16	Majority vote of directors
Idaho	22-2615	Similar to Standard Act
Illinois [1]	311	Majority vote of stockholders at meeting or by proxy
Illinois [2]	455	Similar to Standard Act
Indiana	15-7-1-14	Similar to Standard Act
Iowa [1]	497.6	Majority of stockholders

Table 13.05.05—Officers—removal—vote (continued)

Statute	Section or article	Description
Iowa [3]	499.37	Majority vote of all voting members
Kansas [2]	17-1614	Similar to Standard Act
Kentucky [1]	272.020 (2)	Majority vote of stockholders
Kentucky [2]	272.261	Vote of two-third of members voting at meeting or by proxy
Louisiana [2]	134	Majority vote of members
Maine	1874	Majority vote of directors
Minnesota [2]	308.66	Similar to Standard Act
Mississippi [2]	79-19-27	Similar to Standard Act
Missouri [1]	274.140(1), (2)	Similar to Standard Act
Montana [3]	35-17-313(1)	Similar to Standard Act
New Jersey	4:13-22	Vote of two-third directors present and voting
New Mexico [1]	53-4-20	Vote of two-thirds members voting at meeting
North Carolina [2]	54-149	Similar to Standard Act
Ohio	1729.16	Similar to Standard Act
Oklahoma [1]	345	Vote of two-thirds members of meeting, majority must be present
Pennsylvania [2]	12124(b)	Vote of majority of directors
South Carolina [1]	33-45-110	Majority of stockholders at meeting
South Carolina [2]	33-47-950	Similar to Standard Act
Tennessee	43-16-130	Similar to Standard Act
Texas [1]	1396-50.01(23)	Majority of members voting at meeting

Texas [3]	5751	Similar to Standard Act
Utah	3-1-16	Majority vote of board
Virginia [2]	13.1-327	Majority vote of board
Washington [1]	23.86.080	Majority of stockholders at meeting
Washington [2]	24.32.200	Similar to Standard Act
West Virginia	19-4-14	Similar to Standard Act
Wyoming	17-10-113	Similar to Standard Act

Table 13.05.06—Officers—removal—replacement

Statute	Section or article	Description
STANDARD	883f-15	Replacement by majority of members at meeting to remove
Alabama [2]	2-10-63	Similar to Standard Act
Arkansas [2]	77-915	Similar to Standard Act
California [1]	54150	Similar to Standard Act
Colorado [2]	7-56-117(1)	Similar to Standard Act
District of Columbia	29-820	Filled by vote provided for election of directors
Florida [1]	618.14	Similar to Standard Act
Georgia	65-210	Similar to Standard Act
Idaho	22-2615	Similar to Standard Act
Illinois [2]	455	Similar to Standard Act
Indiana	15-7-1-14	Similar to Standard Act

Table 13.05.06—Officers—removal—replacement (continued)

Statute	Section or articles	Description
Iowa [1]	497.6	Majority of stockholders
Kansas [2]	17-1614	Similar to Standard Act
Kentucky [2]	272.261	Similar to Standard Act, except two-thirds vote
Louisiana [2]	134	Similar to Standard Act
Minnesota [1]	308.11	Stockholders have power to replace
Minnesota [2]	308.66	Similar to Standard Act
Mississippi [2]	79-19-27	Similar to Standard Act
Missouri [1]	274.140(1), (2)	Similar to Standard Act
Montana [3]	35-17-313(1)	Similar to Standard Act
New Mexico [1]	53-4-20	By vote as required for election of directors
North Carolina [2]	54-149	Similar to Standard Act
Ohio	1729.16	Similar to Standard Act
Oklahoma [1]	346	Filled for unexpired term by board
South Carolina [1]	33-45-110	Majority of stockholders of meeting
South Carolina	33-47-950	Similar to Standard Act
Tennessee	43-16-130	Similar to Standard Act
Texas [1]	1396-50.01(23)	Filled by vote as required for election of director
Texas [3]	5751	Similar to Standard Act
Washington [1]	23,86,080	Majority of stockholders at meeting
Washington [2]	24.32,200	Similar to Standard Act

West Virginia	19-4-14	Similar to Standard Act
Wyoming	17-10-113	Similar to Standard Act

Table 13.06—Officers—compensation

Statute	Section or article	Description
STANDARD	883f-12	May provide fair remuneration for time actually spent
Alabama [2]	2-10-60	Similar to Standard Act
Alabama [3]	2-10-94	Similar to Standard Act
Alaska	10,15,180	Board may provide reasonable compensation
Arizona	10-711(B)	Similar to Standard Act
Arkansas [2]	77-912	Similar to Standard Act
Arkansas [3]	77-1012	Similar to Standard Act, where not otherwise prohibited in bylaws
California [1]	54147	Similar to Standard Act
Colorado [1]	7-55-107(f)	May allow suitable compensation
Colorado [2]	7-56-113(2)	Similar to Standard Act
Florida [1]	618.12(2)	Similar to Standard Act
Georgia	65-208	Similar to Standard Act
Idaho	22-2612	Similar to Standard Act
Illinois [2]	451	Similar to Standard Act
Indiana	15-7-1-11(g)	Similar to Standard Act
Kansas [2]	17-1611	Similar to Standard Act

Table 13.06—Officers—compensation (continued)

Statute	Section or article	Description
Kentucky [2]	272.171(5)	Similar to Standard Act
Louisiana [1]	80	Similar to Standard Act
Louisiana [2]	131	Similar to Standard Act
Maryland	5-516(a)	Similar to Standard Act
Minnesota [2]	308.62	Similar to Standard Act
Mississippi [2]	79-19-21	Similar to Standard Act
Missouri [1]	274.110(4)	Similar to Standard Act
Montana [3]	35-17-311(2)	Similar to Standard Act
New Hampshire	301:24	Similar to Standard Act
North Carolina [2]	54-146(c)	Similar to Standard Act
North Dakota	10-15-30(2)	Board may provide reasonable compensation
Ohio	1729.13	Similar to Standard Act
Oklahoma [1]	344	Similar to Standard Act
Oregon	62.300(3)	Board may provide reasonable compensation
Pennsylvania [1]	12014	May provide remuneration
South Carolina [2]	33-47-930	Similar to Standard Act
South Dakota	47-17-18	Board may provide reasonable compensation
Tennessee	43-16-117	Similar to Standard Act
Vermont	1014	Similar to Standard Act
Washington [2]	24.32.110	Similar to Standard Act
West Virginia	19-4-10	Similar to Standard Act
Wisconsin	185.36(2)	Board may provide reasonable compensation

Table 13.07—Officers—responsibilities and liabilities

Statute	Section or article	Description
Alabama [3]	2-10-95	Duties those of corporation officers, additional as in bylaws
Alaska	10.15.010	May indemnify officers, former officers
	10.15.175(c)	Authority and duties as bylaws, board provide
Arkansas [1]	64-1510	Duties shall be formulated in bylaws
Colorado [1]	7-55-106	Authority and duties as bylaws, board provide
Colorado [2]	7-56-114(2)	Authority and duties as bylaws, board provide
Delaware	8508(5)	Directors may prescribe duties
Illinois [1]	311	Manager shall be under director control at all times
North Dakota	10-15-29	Authority and duties as bylaws, officers provide
Oregon	62.125(13)	May indemnify officers, former officers
	62.295(3)	Authority and duties as bylaws, board provide
Pennsylvania [2]	12112(16)	May indemnify officers, former officers
	12112.1	Detailed description of indemnification
South Dakota	47-17-19	May indemnify officers, former officers
	47-17-16	Authority and duties as bylaws, board provide
Wisconsin	185.03(10)	May indemnify officers, former officers

Table 14.01—The patronage relationship—cooperative as agent

Statute	Section or article	Description
STANDARD	883f-6(c)	Power to act as agent or representative of members
Alabama [2]	2-10-54(6)	Similar to Standard Act
Alabama [3]	2-10-99(8)	Association shall have power to act as agent for members
Arizona	10-705(3)	Similar to Standard Act, adding patrons
Arkansas [2]	77-906(c)	Similar to Standard Act
Arkansas [3]	77-1006(j)	Similar to Standard Act
California [1]	54173	Similar to Standard Act
Colorado [2]	7-56-107(c)	Similar to Standard Act
Delaware	8507, 8541	May act as agent, purchase or sell for patron
Florida [1]	618.07(3)	Similar to Standard Act
Georgia	65-213(c)	Similar to Standard Act
Hawaii	421-9(b)(1)	May act as agent, broker, acting in fact for members
Idaho	22-2606(c)	Similar to Standard Act
Illinois [2]	445(c)	Similar to Standard Act
Indiana	15-7-1-5(d)	Similar to Standard Act
Iowa [3]	499.7(1)	Conduct business either as principle or agent for members
Kansas [2]	17-1605(d)	Similar to Standard Act
Kentucky [2]	272.211(4)	Similar to Standard Act
Louisiana [1]	74(4)	Similar to Standard Act
Louisiana [2]	125(3)	Similar to Standard Act
Maine	1828(2)(A)	May act as agent, broker, acting in fact for members
Maryland	5-502(2), 504(5), 526	May act as buying and selling agent for patrons
Minnesota [1]	308.05	Shall have power as agent, to buy, sell, deal
Minnesota [2]	308.56(3)	Similar to Standard Act
Mississippi [1]	79-17-25	May act as agent
Mississippi [2]	79-19-9(c)	Similar to Standard Act
Missouri [1]	274.060(3)	Similar to Standard Act
Montana [3]	35-17-106	Similar to Standard Act
Nebraska [2]	21-1405(3), (7)	Similar to Standard Act, and act as agent or on commission
Nevada [1]	81.120(1)(a)	Contract may make association sole agent for member
New Hampshire	301:3(V)	Similar to Standard Act
New Mexico [2]	76-12-6(c)	Similar to Standard Act
New York	14(d), 47(2) 14(k)	Similar to Standard Act, principal agent contract rules Act as agent for nonmembers
North Carolina [2]	54-151(3)	Similar to Standard Act
Ohio	1729.03(c)	Similar to Standard Act
Oklahoma [2]	361e(c)	Similar to Standard Act
Oregon	62.355(1)(b), (d)	Member agrees to authorize association to act in marketing contracts
Pennsylvania [2]	12112(7)	May act as agent, acting in fact for members
Rhode Island	7-7-6(j)	Similar to Standard Act

Table 14.01—The patronage relationship—cooperative as agent (continued)

Statute	Section or article	Description
South Carolina [2]	33-47-230(3)	Similar to Standard Act
Tennessee	43-16-108	Similar to Standard Act
Texas [2]	2520	Authority to act as selling and purchasing agents for members only
Texas [3]	5742(c)	Similar to Standard Act
Utah	3-1-9(II)(a)	May act as agent, acting in fact for members
Vermont	994(5)	Similar to Standard Act
Virginia [2]	13.1-320(b)(1)	May act as agent, broker, acting in fact for members
Washington [2]	24.32.050(3)	Similar to Standard Act
West Virginia	19-4-4(c)	Similar to Standard Act
Wisconsin	185.41(1)	Member agrees to authorize association to act in marketing contracts
Wyoming	17-10-109(9)	Similar to Standard Act

Table 14.02.01—The patronage relationship—nonmember business—power

Statute	Section or article	Description
STANDARD	883f-6(a)	May also buy, sell, and deal in nonmember products
Alabama [2]	2-10-54	May render services to nonmembers
Alabama [3]	2-10-99	May render services to nonmembers
Alaska	10.15.270	Nonmember business noted in antitrust provision
Arizona	10-705(1)	Nonmember business noted
Arkansas [2]	77-906(a)	Nonmember business noted
California [1]	54179	Nonmember business noted
Colorado [1]	7-55-101(a)	Nonmember business noted
Colorado [2]	7-56-107(a)	Articles of incorporation may limit business to members
Georgia	65-213(a)	Similar to Standard Act
Hawaii	421-9(b)(8)	Similar to Standard Act
Idaho	22-2606(a)	Similar to Standard Act
Illinois [2]	445(j)	Nonmember business noted
Indiana	15-7-1-5(b)	Similar to Standard Act
Iowa [2]	498.3	Nonmember business noted
Iowa [3]	499.3	Association may limit dealings; prohibited for livestock shipping
Kansas [2]	17-1604	Unless articles provide otherwise, may do business with nonmember
Kentucky [2]	272.211(2)	Power to limit dealings to members only
Louisiana [2]	125(1)	Limited to necessary and incidental to member business
Maine	1828(2)(H)	Similar to Standard Act
Maryland	5-501(b)(3)	Nonmember business noted
Massachusetts [3]	11	May not handle nonmember products except for storage
Michigan	21.99	Noted in applicability of act
Minnesota [2]	308.56(1)	Articles may provide limits
Mississippi [1]	79-17-25	May render services to nonmembers
Mississippi [2]	79-19-9(a)	Limited to necessary and incidental to member business
Missouri [1]	274.060(1)	Nonmember business noted
Montana [3]	35-17-106	Nonmember business noted
Nebraska [1]	21-1303	Association may prohibit or limit nonmember business
Nebraska [2]	21-1405(3), (7)	May buy, sell for others, may be agent for nonmember business.
Nevada [1]	81.020(4)	May deal in products of nonmembers

Table 14.02.01—The patronage relationship—nonmember business—power (continued)

Statute	Section or article	Description
New Hampshire	301:3(I)	Nonmember business noted
New Jersey	4:13-30	Similar to Standard Act
New Mexico [2]	76-12-6(j)	Similar to Standard Act
New York	14(b), 111(a)(3)	Nonmember business noted
North Carolina [1]	54-117	Nonmember business noted
North Carolina [2]	54-151(1)	Nonmember business noted
Ohio	1729.03(A)	May limit to member business except for storage
Oklahoma [1]	341	No nonmember business except for storage
Oklahoma [2]	361e(j)	Similar to Standard Act
Oregon	62.845	Nonmember business noted
Pennsylvania [2]	12112(18)	Similar to Standard Act
South Carolina [2]	33-47-460	Nonmember business noted
Tennessee	43-16-108	Similar to Standard Act
Texas [3]	5742(h)	Similar to Standard Act
Utah	3-1-9(11)(h)	Similar to Standard Act
Vermont	994(1)	Nonmember business noted
Virginia [2]	13.1-320(b)(9)	Similar to Standard Act
Washington [2]	24.32.050(1)	Similar to Standard Act
West Virginia	19-4-4(a)	Association may fix terms of nonmember business

Table 14.02.02—The patronage relationship—nonmember business—proportion

Statute	Section or article	Description
Standard	883f-6(a)	Not more than 50 percent
Alabama [2]	2-10-54	Not more than 50 percent
Alabama [3]	2-10-99	Not more than 50 percent
Arizona	10-705(1)	Not more than 50 percent
Arkansas [2]	77-906(a)	Not more than 50 percent
California [1]	54179	Not more than 50 percent
Colorado [1]	7-55-101(a)	Not more than 50 percent
Colorado [2]	7-56-107(a)	Not more than 50 percent
Florida [1]	618.07(11)	Not more than 50 percent
Georgia	65-213(a)	Not more than 50 percent
Hawaii	421-9(b)(8)	Not more than 50 percent
Idaho	22-2606(a)	Not more than 50 percent
Illinois [2]	445(j)	Not more than 50 percent
Indiana	15-7-1-5(b)	Not more than 50 percent
Iowa [2]	498.3	Not more than 50 percent
Iowa [3]	499.3	Not more than 50 percent
Kansas [2]	17-1604	Not more than 50 percent
Kentucky [2]	272.211(2)	Not more than 50 percent
Louisiana [2]	125(1)	Not more than 50 percent
Maine	1828(2)(h)	50 percent limit, 15 percent for nonmember, nonproducer
Maryland	5-501(b)(3)	Not more than 50 percent

Table 14.02.02—The patronage relationship—nonmember business—proportion (continued)

Statute	Section or article	Description
Michigan	21.99	Not more than 50 percent
Minnesota [2]	308.56(1)	Not more than 50 percent, products, supplies, service
Mississippi [1]	79-17-25	Not more than 50 percent
Mississippi [2]	79-19-9(a)	Not more than 50 percent
Missouri [1]	274.060(1)	Not more than 50 percent
Montana [3]	35-17-106	Not more than 50 percent
Nevada [1]	81.020(4)	Not more than 50 percent
New Hampshire	301:3(I)	Not more than 50 percent for marketing and purchasing
New Jersey	4:13-30	50 percent limit, 15 percent for nonmembers, nonproducers, if tax exempt
New Mexico [2]	76-12-6(j)	Not more than 50 percent
New York	14(b), 111(a)(3)	Not more than 50 percent
North Carolina [1]	54-117	Not more than 50 percent
North Carolina [2]	54-151(1)	Not more than 50 percent, includes services
Ohio	1729.03(A)	Not more than 50 percent
Oklahoma [2]	361e(j)	Not more than 50 percent
Oregon	62.845	Not more than 50 percent
Pennsylvania [2]	12112(18)	Not more than 50 percent
South Carolina [2]	33-47-460	Not more than 50 percent
Tennessee	43-16-108	Not more than 50 percent
Texas [3]	5742(h)	Not more than 50 percent, products and supplies

Utah	3-1-9(II)(h)	50 percent rule, 15 percent rule for nonproducers, nonmembers
Vermont	994(1)	Not more than 50 percent
Virginia [2]	13.1-320(b)(9)	Not more than 50 percent
Washington [2]	24.32.050(1)	Not more than 50 percent

Table 14.02.03—The patronage relationship—nonmember business—measurement

Statute	Section or article	Description
Standard	883f-6(a)	In value
Alabama [2]	2-10-54	In value, U. S. Government business excluded
Alabama [3]	2-10-99	In value, U. S. Government business excluded
Arizona	10-705(1)	In value
Arkansas [2]	77-906(a)	In volume
California [1]	54179	In value
Colorado [1]	7-55-101(a)	In value
Colorado [2]	7-56-107(a)	In volume
Florida [1]	618.07(11)	In value
Georgia	65-213(a)	In value
Hawaii	421-9(b)(8)	In annual value
Idaho	22-2606(a)	In amount
Illinois [2]	445(j)	In value in any fiscal year
Indiana	15-7-1-5(b)	In value in the same fiscal year
Iowa [2]	498.3	In value
Iowa [3]	499.3	In value; government bodies, corporate landowners excepted

Table 14.02.03—The patronage relationship—nonmember business—measurement (continued)

Statute	Section or article	Description
Kansas [2]	17-1604	In value
Kentucky [2]	272.211(2)	In amount
Louisiana [2]	125(1)	In value
Maine	1828(2)(H)	In value
Maryland	5-501(b)(3)	In value
Minnesota [2]	308.56(1)	In value
Mississippi [1]	79-17-25	In value
Mississippi [2]	79-19-9(a)	In value
Missouri [1]	274.060(1)	In value in any business year
Montana [3]	35-17-106	In volume
Nevada [1]	81.020(4)	In value
New Hampshire	301:3(I)	In value
New Jersey	4:13-30	In value
New Mexico [2]	76-12-6(j)	In value
New York	111(a)(3)	In value
North Carolina [1]	54-117	In value
North Carolina [2]	54-151(1)	In value in any fiscal year
Ohio	1729.03(A)	Total of similar products in any fiscal year
Oklahoma [2]	361e(j)	In value during any fiscal year
Oregon	62.845	In value
Pennsylvania [2]	12112(18)	In annual volume
South Carolina [2]	33-47-460	In value
Tennessee	43-16-108	In value
Texas [3]	5742(h)	In value
Utah	3-1-9(II)(h)	In value, U. S. Government business excluded
Vermont	994(1)	In value
Virginia [2]	13.1-320(b)(9)	In annual value
Washington [2]	24.32.050(1)	The amount transacted in any one fiscal year

Table 14.03.03—The patronage relationship—patronage refunds—requirement generally

Statute	Section or article	Description
Alabama [3]	2-10-103	May make patronage dividends or distributions to members
Alaska	10.15.275	Net proceeds or savings shall be paid periodically, in bylaws
Arkansas [1]	64-1510	Bylaws must contain manner of distributing profits
California [2]	12201	Earnings may be used for general welfare or distributed according to patronage
Colorado	7-55-101	Distribution of earnings based on patronage, labor performed, services
Connecticut [1]	33-193	Shall be such distribution as prescribed in bylaws
Delaware	8535	Remainder may, in directors' discretion, be distributed
District of Columbia	29-831	At least once a year, shall apportion as articles, bylaws provide
Florida [1]	618.15	Net income shall be distributed on basis of patronage
Georgia	65-231	Net income may be distributed to members and nonmembers
Hawaii	421-11(c)	Net margins shall be distributed
Illinois [1]	319	So much as directors decide but shall be distributed
Illinois [2]	454.4	Net income shall be distributed on basis of patronage
Indiana	15-7-1-13(f)	Net earnings or savings shall be distributed, bylaws noted
Iowa [1]	497.19	Net profits shall be distributed

Table 14.03.03—The patronage relationship—patronage refunds—requirement generally (continued)

Statute	Section or article	Description
Iowa [2]	498.23	Remainder of surplus returned to members as patronage dividend
Iowa [3]	499.30	At least once a year, shall apportion as articles, bylaws provide
Kansas [1]	17-1501	Profits prorated to association shareholders
Kansas [2]	17-1609(j)	Bylaws may provide manner of prorating patronage dividends
Kentucky [1]	272.010(1)	Remainder of profits prorated to stockholders or customers
Maine	1912(3)	Net income shall be distributed
Maryland	5-525(a)	Each cooperative shall apportion and distribute net proceeds on savings
Massachusetts [1]	2	Shall distribute its earnings or profits
Massachusetts [2]	6	Directors shall distribute net earnings
Michigan	21.107	Bylaws shall provide how net margins distributed
Minnesota [1]	308.12(1)	Net income shall be distributed on the basis of patronage
Missouri [2]	357.730(1)	Net margins shall be distributed at least annually
Montana	35-15-412	Profits or net earnings shall be distributed at least annually
Nebraska [1]	21-1302(3)	Articles shall provide for distribution of net earnings or savings
Nevada [2]	81.240(2)	Bylaws may provide that directors may suspend or pay profits at their discretion
New Jersey	4:13-32, 33	Balance remaining after deductions shall be distributed
New Mexico [1]	53-4-31	Directors or members shall apportion savings at least annually
New Mexico [2]	76-12-12(d)	Undistributed balance shall be distributed
New York	72	Net margins may be distributed in discretion of directors
North Carolina [1]	54-126, 127	Directors, subject to members, shall apportion earnings, at least annually
North Dakota	10-15-334(e)	Directors shall determine and distribute at least annually
Ohio	1729.10(F)	Net income to be distributed to members
Oklahoma [1]	347	Excess fees or charges to be returned
Oklahoma [2]	361e(b), (d)	Directors shall apportion at least annually, member approval
Oregon	62.415(1)	Net proceeds or savings shall be paid periodically, in bylaws
Pennsylvania [1]	12015	Shall be an accounting each quarter
Pennsylvania [2]	12126	Net proceeds shall be paid periodically, in bylaws
South Carolina [1]	33-45-180	Directors shall apportion earnings, subject to members
South Dakota	47-16-41	Directors shall determine and distribute at least annually
Texas [1]	1396-50.01(34)(a)	Members or directors shall apportion net savings annually
Texas [2]	2518	Directors may divide profits among members
Utah	3-1-11(c)	Net income shall be distributed
Virginia [1]	13.1-306	Directors shall apportion earnings annually, subject to members
Virginia [2]	13.1-322(e)	Net savings shall be distributed
Washington	23.86.170	Profits or net earnings shall be distributed as often as annually
Wisconsin	185.45	Directors shall determine and distribute at least annually
Wyoming	17-10-115(a), 116(a)	Directors must apportion and distribute net margins annually

Table 14.03.05—The patronage relationship—patronage refunds—expenses

Statute	Section or article	Description
Georgia	65-231	Other authorized deductions
Iowa [3]	499.30	Earnings in excess of operating expenses distributed
Maryland	5-525(e)	All costs and expenses of operation
New Jersey	4:13-32, 33	After payment of expenses
North Dakota	10-15-33(1), (2)	Operating expenses, costs, taxes other expenses, employee share
Oklahoma [1]	347	Expenses in service to members
Pennsylvania [1]	12015(I), (II)	Depreciation, preliminary expenses
Pennsylvania [2]	12126(e)	All costs and expenses of operation
South Dakota	47-16-41, 42, 44	Operating expenses, costs, taxes, other expenses, employee shares
Virginia [2]	13.1-322(e)	Costs and expenses
Wisconsin	185.45(1)	Operating expenses, costs, taxes, other expenses, employee shares
Wyoming	17-10-115(a), 116(b)	Expenses, employee basis, capital expenditures

Table 14.03.06—The patronage relationship—patronage refunds—dividends on stock

Statute	Section or article	Description
Alaska	10.15.290	Dividends paid on capital stock
Arkansas [1]	64-1503	After fixed dividends
California [2]	12201	Interest on capital stock
Delaware	8535	Dividends on preferred and common stock
District of Columbia	29-831(2)	Return on capital
Hawaii	421-11(c)	Dividends on stock
Illinois [1]	323	Bylaws may provide for distributions on stock
Indiana	15-7-1-13(f)	Dividends on stock
Iowa [3]	499.30	Fixed dividends on stock or memberships
Kansas [1]	17-1501	Fixed dividends on stock
Kentucky [1]	272.010(1)	Fixed dividends on stock
Maine	1912(3)	Dividends on stock
Maryland	5-525(e)	Any dividends on capital stock and interest on other investments
Massachusetts [2]	6(2)	Payment of dividends
Michigan	21.107	Dividends on stock
Minnesota [1]	308.06(2)(8)	Dividends on stock
Missouri	357.130(1)	Dividends on stock
Montana [1]	35-15-411	Dividends on stock
Nebraska	21-1302(3)	Distribution for dividends
New Jersey	4:13-33	Interest on stock
New Mexico [1]	53-4-31(2)	Interest, dividends on capital
New Mexico [2]	76-12-12(c)	Interest on membership capital on stock
North Carolina [1]	54-126	Dividends on capital
North Dakota	10-15-33(2)(c)	Capital dividend

Table 14.03.06—The patronage relationship—patronage refunds—dividends on stock (continued)

Statute	Section or article	Description
Oklahoma [2]	3611(c)	Interest on membership capital or stock
Oregon	62.415(5)	Dividends paid on capital stock
Pennsylvania [1]	12015(III)	Interest on stock
Pennsylvania [2]	12126(e)	Dividends paid on capital stock, interest on other equity
South Carolina [1]	33-45-180(1)	Dividends on paid up stock
South Dakota	47-16-42	Capital dividend
Texas [1]	1396-50.01(34)(a)(1)	Investment dividends on invested capital
Utah	3-1-11(c)	Dividends on stock
Virginia [1]	31.1-306	Dividends on capital stock
Virginia [2]	13.1-322(e)	Dividends on outstanding stock or membership capital
Washington	23.86.160	Dividends on stock
Wisconsin	185.45(2)	Capital stock dividends
Wyoming	17-10-115(a)	Dividend on paid up capital stock

Table 14.03.07—The patronage relationship—patronage refunds—reserves

Statute	Section or article	Description
Delaware	8535	Reserve funds
District of Columbia	29-831(1)	Reserve funds
Florida [1]	618.15	Additions to reserves
Georgia	65-231	Additions to reserves
Hawaii	421-11(c)	Additions to reserves
Illinois [2]	545.4	Additions to reserves
Indiana	15.7-1-13(f)	Establish reserves
Iowa [1]	497.17	Reserve funds
Iowa [2]	498.23	Reserve funds
Iowa [3]	499.30	Reserve funds
Kentucky [1]	272.030	May create reserves before profits prorated
Maine	1912(3)	Additions to reserves
Massachusetts [1]	2	Contingent or sinking fund
Massachusetts [2]	6(I)	Reserve fund
Michigan	21.107	Reserve fund
Minnesota [1]	308.06(2)(8)	Additions to reserves
Missouri [2]	357.130(1)	Reserves
Montana [1]	35-15-411	Reserves
New Jersey	4:13-32, 33	Establishment of reserve funds
New Mexico [1]	53-4-31(1)	Surplus fund

Table 14.03.07—The patronage relationship—patronage refunds—reserves (continued)

Statute	Section or article	Description
New Mexico [2]	76-12-12(d)	Reserve and surplus
New York	72	Reasonable sums for reserves
North Carolina [1]	54-126	Reserve
North Dakota	10-15-33(1)(3)(a)	Reserve
Ohio	1729-10(F)	Reserves
Oklahoma [2]	3611(d)	Additions to reserve and surplus
Pennsylvania [1]	12015(IV)	Reserve fund
South Carolina [1]	33-45-180(2)	Reserve fund
South Dakota	47-16-41	Reserves
Texas [1]	1396-50.01(34)(a)(2)	Fund for association's general welfare
Texas [2]	2518	Directors may pass profits to surplus fund
Utah	3-1-11(c)	Additions to reserves
Virginia [1]	13.1-306	Reserve fund
Virginia [2]	13.1-322(e)	Additions to reserves
Washington [2]	23.86.160	Reserves
Wisconsin	185.45(1)	Reserves
Wyoming	17-10-115(a), 116(b)	Reserve fund

Table 14.03.08—The patronage relationship—patronage refunds—educational purposes

Statute	Section or article	Description
District of Columbia	29-831(3)	Educational fund
Iowa [1]	497.18	Educational fund
Iowa [2]	498.23	Educational fund
Iowa [3]	499.30	Educational fund
Massachusetts [2]	6(3)	To be used in teaching cooperation
Montana	35-15-411	Educational fund
Nebraska [1]	21-1302(3)	May apportion funds to promote cooperative and improve agriculture
New Mexico [1]	53-4-31(3)	Educational fund
North Carolina [1]	54-126	Educational fund
North Dakota	10-15-33(2)(a)	Educational fund
Pennsylvania [1]	12015(V)	Propaganda and social fund
South Carolina [1]	33-45-180(3)	Educational fund
South Dakota	47-16-43	Educational fund
Texas [1]	1396-50.01(34)(a)(2)	Educational fund
Virginia [1]	13.1-306	Educational fund
Wisconsin	185.45(2)(a)	For teaching cooperative principles
Wyoming	17-10-115(a), 116(b)	Educational fund to teach cooperation

Table 14.03.09—The patronage relationship—patronage refunds—other rules

Statute	Section or article	Description
Alaska	10.15.290	In accordance with generally accepted accounting principles
Florida [1]	618.15	Income to include receipts, dividends from subsidiary
Illinois [1]	319	Distribution in proportion to member's deposit with association
Illinois [2]	454.4	Receipts and dividends from subsidiaries, investments are income
Indiana	15-7-1-13(f)	Net earnings applied to restore deficit
Maryland	5-525(e)	Application of general accepted accounting principles
New Jersey	4:13-32, 33	Directors may make deductions from nonmember refunds for liability coverage
New Mexico [1]	53-4-31(d)	Amounts due nonmembers may be placed in educational fund, conditions
New Mexico [2]	76-12-12(d)	Receipts from any source
North Dakota	10-15-33(6), (7)	May be applied to prior years' losses, deductions for farm organizations
Ohio	1729.10(F)	Income to include receipts, dividends from subsidiary
Oklahoma [2]	3611(d)	Amounts due nonmembers may be placed in educational fund, conditions
Oregon	62.415(5)	In accordance with generally accepted accounting principles
Pennsylvania [2]	12126(a) 12126(e)	Bylaws may govern apportionment of net losses In accordance with generally accepted accounting principles
South Dakota	47-16-53	Net proceeds may be applied to prior year's losses
Wisconsin	185.45(6)	Net proceeds may be applied to prior year's losses

Table 14.03.10—Patronage relationship—patronage refunds—apportionment

Statute	Section or article	Description
Alaska	10-15.275, 285	Ratio of patronage to total, may classify by type
Arkansas [1]	64-1503	Prorated to stockholders on purchases or sales or both
California [2]	12201, 12805(c)	Uniformly on basis of volume of business, proportionately and equitably
Colorado [1]	7-55-101(a)	Wholly or in part on basis of or in proportion to business
District of Columbia	29-831(4)	Uniform rate in proportion to patronage
Florida [1]	618.15	Must be on basis of patronage
Georgia	65-231	May be distributed on basis of patronage
Hawaii	421-11(c)	Shall be distributed on basis of patronage
Illinois [1]	319, 323	In proportion provided in bylaws, based on percentages of purchases or sales
Illinois [2]	454.4	Must be on basis of patronage
Indiana	15-7-1-13(f)	Shall be distributed on a patronage basis
Iowa [1]	497.19	Amount of purchases of shareholders and employee wages
Iowa [2]	498.23	Prorated on uniform basis to member upon member's business
Iowa [3]	499.30	Allocated ratably in proportion to business done
Kansas [1]	17-1501	Prorated to stockholders upon purchases from or sales to association

Table 14.03.10—Patronage relationship—patronage refunds—apportionment (continued)

Statute	Section or article	Description
Kansas [2]	17-1609(j)	Prorated to stockholders upon purchases from or sales to association
Kentucky [1]	272.010(1)	Prorated upon purchases from or sales to association
Maine	1912(3)	Shall be distributed on the basis of patronage
Maryland	5-525(d)	Patronage according to pool, commodity or type
Massachusetts [1]	2	Distribute earnings in such manner as bylaws provide
Massachusetts [2]	6(4)	Uniform distribution on basis of purchases , sales, wages
Michigan	21.107	Bylaws may provide
Minnesota [1]	308.06(2)(8)	On basis of patronage, articles must provide
Missouri [2]	357.130(1)	Based on amount of sales or purchases or both
Montana [1]	35-15-401(2)	Owners of common stock share profits according to par value
Nebraska [1]	21-1302(3)	On basis of or in proportion to value of business, labor, rates based on comm.
New Jersey	4:13-32, 33	Patronage basis in proportion to patrons business
New Mexico [1]	53-4-31(4)	Same uniform rate in proportion to individual patronage
New Mexico [2]	76-12-12(d)	Patronage basis according to amount or value
New York	72	Uniform distribution according to bylaws or contract
North Carolina [1]	54-126	Uniform dividend on amount of purchases, goods delivered, wages
North Dakota	10-15-33(3)	Ratio of patronage to total, may be classified by type
Ohio	1729.10(F)	Distributed only on basis of patronage
Oklahoma [2]	3611(d)	On basis of patronage, according to amount or value
Oregon	62.415(1), (3)	Ratio of patronage to total, may classify by type
Pennsylvania [1]	12015(VI)	Based on purchases and wages
Pennsylvania [2]	12126(c)	Based on patronage, may classify by type
South Carolina [1]	33-45-180(4)(a)	Amount of purchases of or sales to shareholders, employee wages
South Dakota	47-16-48, 49	Ratio of patronage to total, may be classified by type
Texas [1]	1396-50.01(34)(a)(4)	In proportion to individual patronage
Texas [2]	2518	Cash contributions to working capital or patronage
Utah	3-1-11(c)	Distributed on the basis of patronage
Virginia [1]	13.1-306	Uniform dividend based on amount purchased, wages
Virginia [2]	13.1-322(e)	Distributed on basis of patronage
Washington [1]	23.86.160	In proportion to business, may classify by type
Wisconsin	185.45(3), (4)	Ratio or patronage to total, may be classified by type
Wyoming	17-10-115(a), 116(b)	Based on volume of business

Table 14.03.11—The patronage relationship—patronage refund—nonmembers

Statute	Section or article	Description
Alabama [3]	2-10-103	May make patronage dividends or distributions to members
Alaska	10.15.275	Members' patronage
Arkansas [1]	64-1503	Remainder prorated to stockholders based upon purchases
Delaware	8535	Stockholder patrons may be entitled to double that for nonmember patrons
District of Columbia	29-831(4)	Uniform rate to all patrons based on patronage
Florida [1]	618.15	Refunds made to members
Georgia	65-231	To members and nonmember patrons

Table 14.03.11—The patronage relationship—patronage refund—nonmembers (continued)

Statute	Section or article	Description
Hawaii	421-11(c)	Shall be distributed to members and nonmembers on patronage
Illinois [1]	323	To purchasers or sellers
Illinois [2]	454.4	To members
Indiana	17-7-1-13(f)	May restrict to members or be at different rate
Iowa [2]	498.23	Returned to members
Iowa [3]	499.30	Allocated to members and subscribers
Kansas [1]	17-1501	Prorated to association's several stockholders
Kansas [2]	17-1609(j)	Prorated to association's several stockholders or members
Kentucky [1]	272.010(1)	Prorated to stockholders or customers
Maine	1912(3)	Made to members and nonmembers
Maryland	5-525(a)	To persons entitled to receive them
Massachusetts [1]	2	Distribute among workmen, purchasers, stockholders
Massachusetts [2]	6(4)	Uniform distribution to shareholders or employees
Michigan	21.107	Bylaws may provide for dividends to nonmembers
Minnesota [1]	308.12(1)	Bylaws may provide for equal distributions to members, nonmembers
Montana [1]	35-15-111	Uniform dividends to patrons and employees
	35-15-401	Owners of common stock to share in margins
Nebraska [1]	21-1302(3)	Members and other patrons
New Jersey	4:13-32, 33	Payment to patrons, members, nonmember nonproducers
New Mexico [1]	53-4-31(4)	Funds to nonmembers allocated only on request, subscribers
New Mexico [2]	76-12-12(d)	May be restricted to members, or same or different rate for nonmembers
New York	72	Refunds to members or patrons
North Carolina [1]	54-126	Allocation to shareholders, employees, half the amount to nonshareholders
North Dakota	10-15-33(3), (4)	Distribution to patrons, need not pay to nonmembers
Ohio	1729.10(F)	Distributed to members only
Oklahoma [2]	3611(d)	May be restricted to members, or some or different for nonmembers
Oregon	62.415(1)	Member's patronage
Pennsylvania [1]	12015(IV)	Employees, members, nonmembers
Pennsylvania [2]	12126(a)	May be restricted to members or some or different for nonmembers
South Carolina [1]	33-45-180(4)	One-half to shareholders and employees, one-half to nonshareholders
South Dakota	47-16-51	May pay to members only or to nonmembers at different rate
Texas [1]	1396-50.01(34)(a)(4)	Members and subscribers
Texas [2]	2518	Members
Virginia [1]	13.1-306	Uniform dividends to stockholders, employees, one-half to nonstockholders
Virginia [2]	13.1-322(e)	May restrict to members or be at same or different rate
Washington [1]	23.86.160	May pay nonstockholders rate not exceeding stockholders
West Virginia	19-4-4(a)	Unless assn. provides otherwise, nonmembers shall not participate in benefits
Wisconsin	185.45(4)	May pay to members only or to nonmembers at different rate
Wyoming	17-10-115(a), 116(b)	Shall distribute to members and nonmembers

Table 14.03.12—The patronage relationship—patronage refunds—distribution form

Statute	Section or article	Description
Alaska	10.15.280	Cash, credits, stock, certificates, securities, other
California [2]	12201, 12805(d)	Applied to membership; cash, stock evidences of indebtedness, goods, services
District of Columbia	29-831(d)	Cash or shares in revolving fund; applied to membership
Hawaii	421-11(c)	May be applied to membership by bylaws
Iowa [3]	499.30, 32	Limits on noncash distribution; applied to membership
Maine	1912(3)	May be applied to membership by bylaws
Maryland	5-525(b)(3)	May be credited toward membership
	5-525(c)	Cash, credits, capital stock, certificates of interest, equity
Massachusetts [2]	6(4)	One half of uniform dividend credited to purchase of membership stock
Minnesota [1]	308.12(4)	Cash, credits, revolving fund certificates, its own or other securities
Mississippi [1]	79-17-25	Applied to membership at option of association
Missouri [2]	357.130(1)	In such time and manner as bylaws provide
New Jersey	4:13-32, 33	May be applied to membership, may retain, certificates, notes
New Mexico [1]	53-4-21(4)(c)	May be applied to membership
New Mexico [2]	76-12-12(d)	May be applied to membership by bylaws
New York	72	May be credited to account of capital stock or securities
North Carolina [1]	54-116(11)	Bylaws may provide manner of payment
	54-126	May be credited to capital stock for nonmembers
North Dakota	10-15-33(5)	Cash, credits, stock, certificates, securities, other
Oklahoma [2]	3611(d)	Applied to membership at option of association

Oregon	62.415(2)	Cash, credits, stock, certificates, securities, other
Pennsylvania [1]	12015(VI)	May be credited toward purchase of stock
Pennsylvania [2]	12126(a)	May be credited toward membership certificates or stock
	12126(b)	Cash, credits, stock, certificates, securities, other
South Carolina [1]	33-45-180(4)(b)	May be applied to membership
South Dakota	47-16-52	Cash, credits, stock, certificates, securities, other
Texas [1]	1396-50.01(34)(a)(4)	Cash, property, membership certificates, investment certificates
Utah	3-1-11(c)	May be applied to membership by bylaws
Virginia [2]	13.1-322(e)	May be applied to membership by bylaws
Washington [1]	23.86.160	May be in stock or equity certificates, at directors' discretion
Wisconsin	185.45(5)	Cash, credits, stock, certificates, securities, other
Wyoming	17-10-115(a), 116(b)	Applied to membership

Table 14.03.13—The patronage relationship—patronage refunds—unclaimed distribution

Statute	Section or article	Description
Alaska	10.15.295	After 6 years, then 6 months publication, mail, forfeiture and reversion
Arizona	10-721	After 10 years, unclaimed reserves used for education, research
Kentucky [2]	272.291	After 5 years, notice, association may retain and distribute
North Dakota	10-15-34	After 6 years, then 6 months publication, mail, forfeiture and reversion
Oregon	62.425	After 6 years, then 6 months publication, mail, forfeiture and reversion

Table 14.04.01—The patronage relationship—marketing contract—bylaws

Statute	Section or article	Description
STANDARD	883f-17	Bylaws may provide for the marketing contract
Alabama [2]	2-10-54(8)	Similar to Standard Act
Alaska	10.15.215	Marketing contract may be contained in bylaws
Arizona	10-706(A)(10)	Similar to Standard Act
Arkansas [2]	77-910(h)	Similar to Standard Act
Arkansas [3]	77-1010(i)	Similar to Standard Act
California [1]	54119	Similar to Standard Act
Colorado [2]	7-56-111(h)	Similar to Standard Act
Delaware	8511	Contract-like terms may be in bylaws
Florida [1]	618.09(8)	Similar to Standard Act
Georgia	65-207(h)	Similar to Standard Act
Idaho	22-2610(h)	Similar to Standard Act
Illinois [2]	499(h)	Similar to Standard Act
Indiana	15-7-1-9(i)	Bylaws may contain contract requirements imposed on member
Kansas [2]	17-1609(h)	Similar to Standard Act
Kentucky [2]	272.151(2)(h)	Similar to Standard Act
Louisiana [1]	78(9)	Similar to Standard Act
Louisiana [2]	129(8)	Similar to Standard Act
Massachusetts [3]	13	Approved or established form of marketing contract, penalties
Minnesota [2]	308.60(8)	Similar to Standard Act
Mississippi [2]	79-19-17(h)	Similar to Standard Act
Missouri [1]	274.090(10)	Similar to Standard Act
Montana [3]	35-17-206(h)	Similar to Standard Act
New Hampshire	301:11(VIII)	Similar to Standard Act
New Mexico [2]	76-12-10(h)	Similar to Standard Act
New York	70(1)	Similar to Standard Act
North Carolina [2]	54-136(8)	Similar to Standard Act
Ohio	1729.11(H)	Similar to Standard Act
Oklahoma [2]	361i(h)	Similar to Standard Act
Pennsylvania [2]	12121(5)	Rules of making contracts
South Carolina [2]	33-47-810(10)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746(h)	Similar to Standard Act
Vermont	1001(7)	Similar to Standard Act
Washington [2]	19-4-8(h)	Similar to Standard Act

Table 14.04.02—The patronage relationship—marketing contract—requirement

Statute	Section or article	Description
STANDARD	883f-17	Every member or stockholder may be required to sign
Alabama [2]	2-10-58(8)	Similar to Standard Act
Arizona	10-706(A)(10)	Similar to Standard Act
Arkansas [2]	77-910(h)	Similar to Standard Act
Arkansas [3]	77-1010(i)	Similar to Standard Act
California [1]	54119	Similar to Standard Act
Colorado [2]	7-56-14(h)	Similar to Standard Act
Connecticut [2]	33-212	Similar to Standard Act
Florida [1]	618.09(8)	Similar to Standard Act
Florida [2]	619.07(5)	Power to make contracts requiring members to sell
Georgia	65-207(h)	Similar to Standard Act
Hawaii	421-18(a)	Similar to Standard Act
Idaho	22-2610(h)	Similar to Standard Act
Illinois [2]	449(h)	Similar to Standard Act
Indiana	15-7-1-15	Association may require members to sell agricultural products
Iowa [2]	498.19	May require members to sell through or buy from association
Kansas [2]	17-1609(h)	Similar to Standard Act
Kentucky [2]	272.151(2)(h)	Similar to Standard Act
Louisiana [1]	78(9)	Similar to Standard Act, mandatory
Louisiana [2]	129(8)	Similar to Standard Act, mandatory
Minnesota [2]	308.60(8)	Similar to Standard Act
Mississippi [2]	79-19-17(h)	Similar to Standard Act
Missouri [1]	274.090(10)	Similar to Standard Act
Montana [3]	35-17-206(h)	Similar to Standard Act
Nebraska [1]	21-1304	May require members to sell their products to association
Nevada [1]	81.120	Power to contract requiring members to market through association
New Hampshire	301:11(VIII)	Similar to Standard Act
New Jersey	4:13-27	May require members to sell their products to association
New Mexico [2]	76-12-10(h)	Similar to Standard Act
North Carolina [2]	54-136(8)	Similar to Standard Act
Ohio	1729.11(H)	Similar to Standard Act
Oklahoma [1]	343	May make marketing contract requiring member sale to association
Oklahoma [2]	361i(h), 361p(a)	Similar to Standard Act, may require as membership condition
Rhode Island	7-7-6(g)	Power to contract requiring members to market through association
South Carolina [2]	33-47-810(10)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act

Table 14.04.02—The patronage relationship—marketing contract—requirement (continued)

Statute	Section or article	Description
Texas [3]	5746(h)	Similar to Standard Act
Utah	3-1-17(1)	May require members to patronize association
Vermont	1001(7)	Similar to Standard Act
Virginia [2]	13.1-329(a)	May require members to sell products to association
Washington [2]	24.32.210	May require members to sell products to association
West Virginia	19-4-8(h)	Similar to Standard Act
Wyoming	17-10-121(a)	May require members to sell their products to association

Table 14.04.03—The patronage relationship—marketing contract—exclusive rights

Statute	Section or article	Statute	Section or article
STANDARD	883f-17	Nebraska [1]	21-1304
		Nebraska [2]	21-1405(4)
Alabama [2]	2-10-65	Nevada [1]	81-120(1)
Alaska	10.15.215(1)	New Hampshire	301:31
Arizona	10-716(A)	New Jersey	4:13-27
Arkansas [2]	77-917		
California [1]	54261	New Mexico [2]	76-12-16(a)
		New York	70(1)
Colorado [2]	7-56-119	North Carolina [2]	54-152(a)
Connecticut [2]	33-212	Ohio	1729.18
Delaware	8541	Oklahoma [1]	343

Florida [1]	618.17	Oklahoma [2]	361p(a)
Florida [2]	619.07(5)	Oregon	62.355(1)
		Pennsylvania [2]	12125(a)
Georgia	65-215	Rhode Island	7-7-6(g)
Hawaii	421-18(a)	South Carolina [2]	33-47-1110
Idaho	22-2617		
Illinois [2]	457	Tennessee	43-16-133
Indiana	15-7-1-15	Texas [3]	5753
		Utah	3-1-17(1)
Iowa [2]	498.19	Vermont	1018
Iowa [3]	499.8	Virginia [2]	13.1-329(a)
Kansas [2]	17-1616		
Kentucky [2]	272.221(1)	Washington [2]	24.32.210
Louisiana [2]	136	West Virginia	19-4-16
		Wisconsin	185.41(1)
Massachusetts [3]	16	Wyoming	17-10-121(a)
Minnesota [2]	308.68		
Mississippi [2]	79-19-31		
Missouri [1]	274.200		
Montana [3]	35-17-401		

Table 14.04.04—The patronage relationship—marketing contract—sale or resale

Statute	Section or article	Statute	Section or article
STANDARD	883f-17	Mississippi [2]	79-19-31
		Missouri [1]	274.200
Alabama [2]	2-10-65	Montana [3]	35-17-401
Arkansas [2]	77-917	Nevada [1]	81-120(4)
California [1]	54262	New Hampshire	301:31
Colorado [2]	7-56-119	New Mexico [2]	76-12-16(a)
Connecticut [2]	33-212	New York	70(4)
Delaware	8543	North Carolina [2]	54-152(a)
Florida [1]	618.17	Ohio	1729.18
Florida [2]	619.07(5)	Oklahoma [2]	361p(a)
Georgia	65-215	Pennsylvania [2]	12125(a)
Idaho	22-2617	South Carolina [2]	33-47-1110
Illinois [2]	457	Tennessee	43-16-133
Indiana	15-7-1-15	Texas [3]	5753
Iowa [3]	499.8	Utah	3-1-17(1)
Kansas [2]	17-1616	Vermont	1018
Kentucky [2]	272.221(1)	Virginia [2]	13.1-329(a)
Louisiana [2]	136	Washington [2]	24.32.210
Massachusetts [3]	16	West Virginia	19-4-16
Minnesota [2]	308.68	Wyoming	17-10-117, 121(a)

Table 14.04.05—The patronage relationship—marketing contract—title to product

Statute	Section or article	Statute	Section or article
STANDARD	883f-17	Kansas [2]	17-1616
		Kentucky [2]	272.221(1)
Alabama [2]	2-10-65	Louisiana [2]	136
Alaska	10-716(c)	Maine	1828(2)(A)
Arkansas [2]	77-917	Massachusetts [3]	16
California [1]	54262	Minnesota [2]	308.68
Colorado [2]	7-56-119	Mississippi [2]	79-19-31
Connecticut [2]	33-212	Missouri [1]	274.200
Delaware	8541	Montana [3]	35-17-401
Florida [1]	618.17	Nebraska [2]	21-1405(3)
Florida [2]	619.07(5)	Nevada [1]	81-120(4)
Georgia	65-215	New Hampshire	301:31
Hawaii	421-18(a)	New Mexico [2]	76-12-16(a)
Idaho	22-2617	New York	70(4)
Illinois [2]	457	North Carolina [2]	54-152(a)
Indiana	15-7-1-15		
Iowa [3]	499.8		

Table 14.04.05—The patronage relationship—marketing contract—title to product (continued)

Statute	Section or article	Statute	Section or article
Ohio	1729.18	Vermont	1018
Oklahoma [2]	361p(a)	Virginia	13.1-329(a)
Pennsylvania [2]	12125(a)	Washington [2]	24.32.210
South Carolina [2]	33-47-1110	West Virginia	19-4-16
Tennessee	43-16-133	Wyoming	17-10-117, 121(a)
Texas [3]	5753		
Utah	3-1-17(1)		

Table 14.04.06—The patronage relationship—marketing contract—title passage

Statute	Section or article	Statute	Section or article
STANDARD	883f-17	Mississippi [2]	79-19-31
California [1]	54261	Missouri [1]	274.200
Colorado [2]	7-56-119	Montana [3]	35-17-407, 408
Connecticut [2]	33-212	Nevada [1]	81-120(2)
Delaware	8543	New Hampshire	301:31
Hawaii	421-18(a)	New Mexico [2]	76-12-16(a)
Illinois [2]	457	Oklahoma [2]	361p(a)
Indiana	15-7-1-15	South Carolina [2]	33-47-1110
		Tennessee	43-16-133
		Utah	3-1-17(1)

Louisiana [2] 136
 Massachusetts [3] 16
 Minnesota [2] 308.68

Vermont 1018
 West Virginia 19-4-16

Table 14.04.07—The patronage relationship—marketing contract—presumptions

Statute	Section or article	Description
STANDARD	883f-18(c)	Conclusively presumed that landowner can control products
Arkansas	77-1017(c)	Similar to Standard Act
California [1]	54266	Similar to Standard Act
Colorado [2]	7-56-120(3)	Similar to Standard Act
Connecticut	33-213	Similar to Standard Act
Kentucky [2]	272.211(4)	Presumption that landlord not aware of tenants' membership and contract
Minnesota [2]	308.69	Similar to Standard Act
Mississippi [2]	79-19-33(3)	Similar to Standard Act
Missouri [1]	274.210(3)	Similar to Standard Act
New Hampshire	301:34	Similar to Standard Act
Utah	3-1-17(V)	Similar to Standard Act
Vermont	1021	Similar to Standard Act
West Virginia	19-4-17	Similar to Standard Act

Table 14.04.08—The patronage relationship—marketing contract—payment

Statute	Section or article	Statute	Section or article
STANDARD	883f-17	Massachusetts [3]	16
		Minnesota [2]	308.68
Alabama [2]	2-10-65	Mississippi [2]	79-19-31
Alabama [3]	2-10-103	Missouri [1]	274.200
Arizona	10-716(c)	Montana [3]	35-17-401
Arkansas [2]	77-917	Nevada [1]	81-120(4)
California [1]	54262	New Hampshire	301:31
Colorado [2]	7-56-119	New York	70(4)
Connecticut [2]	33-212	North Carolina [2]	54-152(a)
Delaware	8543	Ohio	1729.18
Florida [1]	618.17	Pennsylvania [2]	12125(a)
Florida [2]	619.07(5)	South Carolina [2]	33-47-1110
Georgia	65-215	Tennessee	43-16-133
Idaho	22-2617	Texas [3]	5753
Illinois [2]	457	Vermont	1018
Indiana	15-7-1-15	Virginia [2]	13.1-329(a)
Iowa [3]	499.8	Washington [2]	24.32.210
Kansas [2]	17-1616	West Virginia	19-4-16
Kentucky [2]	272.221(1)	Wyoming	17-10-117, 121(a)
Louisiana [2]	136		

Table 14.04.09—The patronage relationship—marketing contract—term

Statute	Section or article	Description
STANDARD	883f-17	Not more than 10 years
Alabama [2]	2-10-65	Not more than 10 years
Arizona	10-716(A), (B)	Not more than 10 years; 30 years if yearly withdrawal option
Arkansas [2]	77-917	Not more than 10 years
California [1]	54261	Not more than 15 years
Colorado [2]	7-56-119	Not more than 10 years
Connecticut [2]	33-212	Not more than 10 years
Delaware	8541	Must provide yearly withdrawal opportunity
Florida [1]	618.17	Any period of time
Florida [2]	619.07(5)	Not more than 10 years
Georgia	65-215	Not more than 10 years
Hawaii	421-18(a)	May exceed 10 years with annual withdrawal privilege
Idaho	22-2617	Not more than 10 years
Illinois [2]	457	Any period of time
Indiana	15-7-1-15	Not more than 10 years
Iowa [2]	498.19	Annual withdrawal privilege

Table 14.04.09—The patronage relationship—marketing contract—term (continued)

Statute	Section or article	Description
Iowa [3]	499.8	Not less than 1 year, must be 10-day yearly withdrawal period
Kansas [2]	17-1616	Not more than 10 years
Kentucky [2]	272, 221(1)	Any period of time except must have yearly withdrawal option
Louisiana [2]	136	Not more than 10 years
Maryland	5-522(b)	Self renewing up to 5 years, 60-day withdrawal period
Massachusetts [3]	16	Not exceeding 10 years
Minnesota [2]	308.68	Not exceeding 5 years, except self renewing with option
Mississippi [2]	79-19-31	Not more than 10 years
Missouri	274.200	Not more than 10 years
Montana [3]	35-17-411	Not more than 10 years
Nebraska [1]	21-1304	Not more than 5 years, after 2 years must have withdrawal option
Nebraska [2]	21-1405(4)	Not more than 5 years
New Hampshire	301:31	Not more than 10 years
New Jersey	4:13-27	Must provide yearly withdrawal opportunity
New Mexico [2]	76-12-16(a)	For natural persons, yearly withdrawal option after 3 years
New York	70(1)	Any period of time except must have yearly withdrawal option
North Carolina [2]	54-152(a)	Not more than 10 years
Ohio	1729.18	Not more than 10 years
Oklahoma [1]	343	Not more than 10 years
Oklahoma [2]	361p(a)	For natural persons, yearly withdrawal option after 3 years

Pennsylvania [2]	12125(a)	Must specify yearly period for withdrawal
Rhode Island	7-7-6(g)	Not more than 10 years
South Carolina [2]	33-47-1110	Not more than 10 years
Tennessee	43-16-133	Not more than 10 years
Texas [3]	5753	Not more than 10 years
Utah	3-1-17(I)	If more than 3 years, period each year for withdrawal
Vermont	1018	Any period of time
Virginia [2]	13.1-329(a)	Not more than 10 years
Washington [2]	24.32.210	Any period of time except after 10 years, yearly withdrawal option
West Virginia	19-4-16	Not more than 20 years
Wisconsin	185.41(2)	Not exceeding 5 years, except self renewing with option
Wyoming	17-10-121(a)	Not more than 10 years

Table 14.04.10—The patronage relationship—marketing contract—filing

Statute	Section or article	Description
Alaska	10.15.230 to 260	Contract or uniform contract, list of parties, termination filed
Arizona	10-717	Pilot agreement, list of parties, property description
Hawaii	421-18(d)	Contract or uniform contract, list of parties, termination filed
Montana [3]	14-423, 424	Agreement covering livestock, wool, other livestock products
New Mexico [2]	76-12-16(d), (e)	Contract describing property or services, names of parties, termination

Table 14.04.10—The patronage relationship—marketing contract—filing (continued)

Statute	Section or article	Description
Oklahoma [2]	361p(b), (c)	Contract describing property or services, names of parties, termination
Oregon	62.360(1), (4)	Contract or uniform contract, list of parties, termination filed
Utah	3-1-17(VI)	Contract or uniform contract, list of parties
Virginia [2]	13.1-330	Detailed description of contract filing, sample, list of signers
Wisconsin	185.42	Contract or uniform contract, list of parties, termination filed

Table 14.04.11—The patronage relationship—marketing contract—effect of filing

Statute	Section or article	Description
Alaska	10.15.250	Constructive notice of terms, perfection of interests, association rights
Hawaii	421-18(d)	Constructive notice of terms, perfection of interests, association rights
Montana [3]	35-17-406	Constructive notice of agreement, association rights
New Mexico [2]	76-12-16(d)	Filed contract serves as notice
Oregon	62.360(3)	Constructive notice of terms, perfection of interests, association rights
Utah	3-1-17(VI)	Constructive notice of terms, perfection of interests, association rights
Virginia [2]	13.1-330(c)	Constructive notice of terms, perfection of interests, association rights
Wisconsin	185.42(3)	Constructive notice of terms, perfection of interests, association rights

Table 14.04.12—The patronage relationship—marketing contract—liquidated damages

Statute	Section or article	Description
STANDARD	883f-18	Bylaws or contract, specific sums for breach, enforceable (see text)
Alabama [2]	2-10-65	Similar to Standard Act
Alaska	10.15.220	May fix in contract, amount per unit, percentage or specified sum
Arizona	10-716(D)	Similar to Standard Act
Arkansas [2]	77-917	Similar to Standard Act
Arkansas [3]	77-1017(a)	Similar to Standard Act
California [1]	54264	Similar to Standard Act
Colorado [2]	7-56-120(1)	Similar to Standard Act
Connecticut [2]	33-213	Similar to Standard Act
Delaware	8511	Similar to Standard Act
Florida [1]	618.18(1)	Similar to Standard Act
Florida [2]	619.07(6)	Similar to Standard Act
Georgia	65-215	Similar to Standard Act
Hawaii	421-17(b)	Contract may fix liquidated damages
Idaho	22-2617	Similar to Standard Act
Illinois [2]	458(a)	Similar to Standard Act

Table 14.04.12—The patronage relationship—marketing contract—liquidated damages (continued)

Statute	Section or article	Description
Indiana	15-7-1-16.1(a)	Similar to Standard Act
Iowa [2]	498.19	Contract may provide
Iowa [3]	499.9	Contract may provide
Kansas [2]	17-1616	Similar to Standard Act
Kentucky [2]	272.221(2)	Similar to Standard Act
Louisiana [2]	137	Similar to Standard Act
Maryland	5-522(c)	Contract may provide
Massachusetts [3]	17	Contract may provide
Minnesota [2]	308.69	Similar to Standard Act
Mississippi [2]	79-19-33(1)	Similar to Standard Act
Missouri [1]	274.210(1)	Similar to Standard Act
Montana [3]	35-17-401	Similar to Standard Act
Nebraska [1]	21-1304	Contract with establish charge per unit or specific sum
Nebraska [2]	21-1410	Contract may fix
New Hampshire	301:32	Similar to Standard Act
New Jersey	4:13-28	Bylaws or contract, fairly related to damages suffered
New Mexico [2]	76-12-16(b)	Contract may fix
New York	70(2)	Articles, bylaws or contract may fix
North Carolina [2]	54-152(b)	Similar to Standard Act
Ohio	1729.18	Similar to Standard Act
Oklahoma [1]	343	Similar to Standard Act
Oregon	62-355(2)	May fix in contract, amount per unit, percentage
Pennsylvania [2]	12125(b)	Bylaws or contract may apply patronage refunds
Rhode Island	7-7-16	Contract may fix specific reasonable sums
South Carolina [2]	33-47-1120	Similar to Standard Act
Tennessee	43-16-134	Similar to Standard Act
Texas [3]	5753	Similar to Standard Act
Utah	3-1-17(II)	Similar to Standard Act
Vermont	1019	Similar to Standard Act
Virginia [2]	13.1-329(b)	Similar to Standard Act
Washington [2]	24.32.210	Similar to Standard Act
West Virginia	19-4-17	Similar to Standard Act
Wisconsin	185.41(3)	Contract may fix, percentage or specific sum, limits
Wyoming	17-10-121(b)	Similar to Standard Act

Table 14.04.13—The patronage relationship—marketing contract—costs of breach

Statute	Section or article	Statute	Section or article
STANDARD	883f-18(a)	Arkansas [3]	77-1017(a)
		California [1]	54264
Alabama [2]	2-10-65		
Arizona	10-716(D)	Colorado [2]	7-56-120(1)
Arkansas [2]	77-917	Florida [1]	618,18(1)

Table 14.04.13—The patronage relationship—marketing contract—costs of breach (continued)

Statute	Section or article	Statute	Section or article
Florida [2]	619.07(6)	New Mexico [2]	76-12-16(b)
Georgia	65-215	New York	70(2)
Hawaii	421-18(b)		
		North Carolina [2]	54-152(b)
Idaho	22-2617	Ohio	1729.18
Illinois [2]	458(a)	Oklahoma [1]	343
Indiana	15-7-1-16.1(a)	Pennsylvania	12125(b)
Iowa [3]	499.9	Rhode Island	7-7-16
Kansas [2]	17-1616		
		South Carolina [2]	33-47-1120
Kentucky [2]	272.221(2)	Tennessee	43-16-134
Louisiana [2]	137	Texas [3]	5753
Minnesota [2]	308.69	Utah	3-1-17(11)
Mississippi [2]	79-19-33(1)	Vermont	1019
Missouri [1]	274.210(1)		
		Virginia [2]	13.1-329(b)
Montana [3]	35-17-401	Washington [2]	24.32.210
Nebraska [2]	21-1410	West Virginia	19-4-17
New Hampshire	301:32	Wyoming	17-10-121(b)

Table 14.04.14—The patronage relationship—marketing contract—injunction

Statute	Section or article	Statute	Section or article
STANDARD	883f-18(b)	Kentucky [2]	272.221(3)
		Louisiana [2]	137
Alabama [2]	2-10-65		
Alaska	10.15.265(a)	Maryland	5-522(d)
Arizona	10-716(E)	Massachusetts [3]	17
Arkansas [2]	77-917	Minnesota [2]	308.69
Arkansas [3]	77-1017(b)	Mississippi [2]	79-19-33(2)
		Missouri [1]	274.210(2)
California [1]	54265		
Colorado [2]	7-56-120(2)	Montana [3]	35-17-401
Connecticut [2]	33-213	Nebraska [2]	21-1410
Delaware	8511	Nevada [1]	81-120(1)(d)
Florida [1]	618.18(2)	New Hampshire	301:33
		New Jersey	4:13-29
Florida [2]	619.07(7)		
Georgia	65-215	New Mexico [1]	76-12-16(c)
Hawaii	421-18(c)	New York	70(3)
Idaho	22-2617	North Carolina [2]	54-152(c)
Illinois [2]	458(b)	Oklahoma [2]	343
		Oregon	62.365(1)
Indiana	15-7-1-16.1(b)		
Iowa [3]	499.9	Pennsylvania [2]	12125(c)
Kansas [2]	17-1616	Rhode Island	7-7-16

Table 14.04.14—The patronage relationship—marketing contract—injunction (continued)

Statute	Section or article	Statute	Section or article
South Carolina [2]	33-47-1130	Virginia [2]	13.1-329(c)
Tennessee	43-16-134	Washington [2]	24.32.210
Texas [3]	5753	West Virginia	19-4-17
Utah	3-1-17(III)	Wisconsin	185.43(1)
Vermont	1020	Wyoming	17-10-121(c)

Table 14.04.15—The patronage relationship—marketing contract—specific performance

Statute	Section or article	Statute	Section or article
STANDARD	883f-18(b)	Nebraska [2]	21-1410
Alabama [2]	2-10-65	New Hampshire	301:33
Alaska	10.15.265(a)	New Jersey	4:13-29
Arizona	10-716(E)	New Mexico [2]	76-12-16(c)
Arkansas [2]	77-917	New York	70(3)
Arkansas [3]	77-1017(b)	North Carolina [2]	54-152(c)
California [1]	54263	Oklahoma [1]	343
Colorado [2]	7-56-120(2)	Oregon	62.365(1)
Connecticut [2]	33-213	Pennsylvania [2]	12125(c)
		Rhode Island	7-7-16

Delaware	8511	South Carolina [2]	33-47-1130
Florida [1]	618.18(2)	Tennessee	43-16-134
Florida [2]	619.07(7)	Texas [3]	5753
Georgia	65-215	Utah	3-1-17(111)
Hawaii	421-18(c)	Vermont	1020
Idaho	22-2617	Virginia [2]	13.1-329(c)
Illinois [2]	458(b)	Washington [2]	24.32.210
Indiana	15-7-1-16.1(b)	West Virginia	19-4-17
Iowa [3]	499.9	Wisconsin	185.43(1)
Maryland	5-522(d)	Wyoming	17-10-121(c)
Minnesota [2]	308.69		
Mississippi [2]	79-19-33(2)		
Missouri [1]	274.210(2)		
Montana [3]	35-17-401		

Table 14.04.16—The patronage relationship—marketing contract—supplemental remedies

Statute	Section or article	Description
STANDARD	883f-18(b)	Pending adjudication, temporary restraining order and prelim. injunction for breach
Alabama [2]	2-10-65	Similar to Standard Act
Alaska	10.15.265(a)	Temporary restraining order
Arkansas [2]	77-917	Similar to Standard Act
Arkansas [3]	77-1017(b)	Injunction with special bonding requirements
California [1]	54265	Similar to Standard Act
Colorado [2]	7-56-120(2)	Similar to Standard Act
Connecticut [2]	33-213	Permanent injunction; temporary and prelim. injunction without bond for cause
Florida [1]	618.18(2)	Similar to Standard Act
Florida [2]	619.07(7)	Similar to Standard Act
Georgia	65-215	Similar to Standard Act
Hawaii	421-18(c)	Similar to Standard Act
Idaho	22-2617	Similar to Standard Act
Illinois [2]	458(b)	Similar to Standard Act
Kansas [2]	17-1616	Similar to Standard Act
Kentucky [2]	272.221(3)	Similar to Standard Act
Louisiana [2]	137	Injunction with special bonding requirements
Minnesota [2]	308.69	Similar to Standard Act
Mississippi [2]	79-19-59 79-19-33, 57	Association may recover liquidated damages in replevin action Injunction with special bonding requirements, association may replevy
Missouri [1]	274.210(2)	Similar to Standard Act
Montana [3]	35-17-401	Similar to Standard Act
Nebraska [2]	21-1410	Similar to Standard Act
New Hampshire	301:33	Similar to Standard Act, temporary restraining order only
New Jersey	4:13-29	Similar to Standard Act
New Mexico [2]	76-12-16(c) 76-12-23	Similar to Standard Act Each and all remedies given are in addition to those already existing
New York	70(3)	Similar to Standard Act, temporary restraining order only
North Carolina [2]	54-152(c)	Similar to Standard Act
Oklahoma [1]	343	Similar to Standard Act
Oklahoma [2]	361y	Each and all remedies given are in addition to those already existing
Oregon	62.365(1)	Association entitled to temporary restraining order
Pennsylvania [2]	12125(b) 12125(c)	Similar to Standard Act, may terminate membership on breach Similar to Standard Act

Table 14.04.16—The patronage relationship—marketing contract—supplemental remedies (continued)

Statute	Section or article	Description
Rhode Island	7-7-16	Pending adjudication of breach, court may grant just and proper temporary relief
South Carolina [2]	33-47-1130	Similar to Standard Act
Tennessee	43-16-134	Similar to Standard Act
Texas [3]	5753	Similar to Standard Act
Utah	3-1-17(III) 3-1-17(IV)	Similar to Standard Act Remedies provided are not exclusive
Vermont	1020	Similar to Standard Act, temporary restraining order only
Virginia [2]	13.1-329(c)	Similar to Standard Act
Washington [2]	24.32.210	Similar to Standard Act
West Virginia	19-4-17	Similar to Standard Act
Wisconsin	185.43(1)	Similar to Standard Act, temporary restraining order only
Wyoming	17-10-121(c)	Similar to Standard Act

Table 14.04.17—The patronage relationship—marketing contract—interference with contract

Statute	Section or article	Description
STANDARD	883f-26	Knowingly induce breach, damages, fine, misdemeanor (see text)
Alaska	10.15.265(b), 270	Similar to Standard Act; but no misdemeanor, \$500 damages
Arizona	10-723	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Arkansas [2]	77-924	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Arkansas [3]	77-1021	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Colorado [2]	7-56-128	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Delaware	8551, 8552	Prohibits interf. with mbrshp. or contracts rights, blacklisting by buyer, penal.
Hawaii	421-19	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Idaho	22-2624	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Illinois [2]	467	Prohibits solicitation or acceptance by buyer, damages, injunction
Indiana	15-7-1-24, 26	Similar to Standard Act; \$100 damages
Louisiana [2]	145	Similar to Standard Act; \$1,000 damages, \$100 - \$1,000 fine
Maine	1778	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Michigan	21.110	Prohibits solicitation, abetting breach; \$500 damages, cost, injunction
Minnesota [2]	308.78	Similar to Standard Act; \$500 damages
Mississippi [2]	79-19-49	Similar to Standard Act; \$1,000 damages, \$100 - \$1,000 fine
Missouri [1]	274.260, 270	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
New Hampshire	301:47	Similar to Standard Act; \$500 damages, misdemeanor if natural person, fel. otherwise
New Jersey	4:13-44	Unfair practice to interfere with producers' rights
New York	74	Prohibits solicitation, abetting breach; \$100 damages, costs, injunction
North Carolina [2]	54-157	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Ohio	1729.181	Unfair practice to interfere with producers' rights
Oklahoma [2]	361r, 361s	Similar to Standard Act; actual damages, \$100 - \$1,000 fine, injunction
Oregon	62.365(2)	Similar to Standard Act; but no misdemeanor, \$500 damages injunction
Pennsylvania [2]	12125(d)	Similar to Standard Act; but no misdemeanor, damages, injunction, fees
South Carolina [2]	33-47-1150	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine

Table 14.04.17—The patronage relationship—marketing contract—interference with contract (continued)

Statute	Section or article	Description
Texas [3]	5761	Similar to Standard Act, but no misdemeanor, treble actual damages
Utah	3-1-18	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Vermont	1029	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Virginia [2]	13.1-329(d)	Similar to Standard Act, but no misdemeanor, actual, \$500 damages
West Virginia	19-4-27	Similar to Standard Act; damages, and injunction
Wisconsin	185.43(2)	Similar to Standard Act, but no misdemeanor, injunction, damages
Wyoming	17-10-122	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine

Table 14.04.18—The patronage relationship—marketing contract—false information

Statute	Section or article	Description
STANDARD	883f-26	Spreading false reports about finance, management; damages, fine
Alaska	10.15.270	Similar to Standard Act, but no misdemeanor; \$500 damages
Arizona	10-723	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Arkansas [2]	77-924	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Colorado [2]	7-56-128	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Delaware	8551	False report prohibited
District of Columbia	29-839	Similar to Standard Act; subject to fine or imprisonment
Hawaii	421-19	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Idaho	22-2624	Similar to Standard Act; \$500 damages, \$100 - \$500 fine

Illinois [2]	466	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Indiana	15-7-1-25	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Kansas [2]	17-1622	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Louisiana [2]	145	Similar to Standard Act; \$1,000 damages, \$100 - \$1,000 fine
Maine	1778	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Minnesota [2]	308.78	Similar to Standard Act; \$500 damages
Mississippi [2]	79-19-49	Similar to Standard Act; \$1,000 damages, \$100 - \$1,000 fine
Missouri [1]	274.260	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
New Hampshire	301:47	Similar to Standard Act; \$500 damages; misdemeanors if natural person
New Jersey	4:13-45(d)	Unfair practice, public enforcement
New Mexico [1]	53-4-39	Similar to Standard Act; \$100 - \$500 fine
New York	73	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
North Carolina [2]	54-157	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Oklahoma [2]	361r-361s	Similar to Standard Act; actual damages, \$100 - \$1,000 fine, injunction
Oregon	62.370	Similar to Standard Act, but no misdemeanor; \$500 damages
Pennsylvania [2]	12125(d)	Similar to Standard Act, but no misdemeanor; actual, punitive, injunction
South Carolina [2]	33-47-1150	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine

Table 14.04.18—The patronage relationship—marketing contract—false information (continued)

Statute	Section or article	Description
Texas [1]	1396-50.01(41)	Similar to Standard Act; \$25 - \$200 fine, 1- to 12-month prison
Texas [2]	5761	Similar to Standard Act, but no misdemeanor; treble damages
Utah	3-1-18	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Vermont	1029	Similar to Standard Act; \$500 damages, \$100 - \$1,000 fine
Virginia [2]	13.1-329(d)	Similar to Standard Act, but no misdemeanor; actual, \$500 damages
West Virginia	19-4-26	Similar to Standard Act, actual damages, \$100 - \$1,000 fine
Wyoming	17-10-122	Similar to Standard Act, \$500 damages, \$100 - \$1,000 fine

Table 14.04.19—The patronage relationship—marketing contract—special rules

Statute	Section or article	Statute	Section or article
Arizona	10-724	New Jersey	4:13-26.1
Delaware	8543-8545	North Carolina [2]	54-152(d)
Indiana	15-7-1-16.1(a), (d)	Pennsylvania [2]	12125(b)
Iowa [3]	499.9	Washington [2]	24.32.210
Maryland	5-526(a)		

Table 14.05—The patronage relationship—pooling

Statute	Section or article	Statute	Section or article
Delaware	8542	Nevada [1]	81.120(1)(c)
Hawaii	421-18(e)	New York	70(4)
Indiana	15-1-7-15	Oregon	62.415(3)
Kentucky [2]	272.221(1)	Pennsylvania [2]	12126(c)
Maryland	5-525(d)		

Table 14.06—The patronage relationship—product exemption rules

Statute	Section or article	Statute	Section or article
California [1]	54035	Minnesota [2]	308.72
Colorado [2]	7-56-123(2)	Mississippi [2]	79-19-37
Iowa [3]	499.55	Missouri [1]	274.300(2)
Kentucky [2]	272.281	Ohio	1729.23
Louisiana [2]	139		

Table 15.01—Association finance—nonstock associations

Statute	Section or article	Description
STANDARD	883f-3	With or without capital stock
Alabama [2]	2-10-52	With or without capital stock
Alabama [3]	2-10-91	With or without capital stock
Alaska	10.15.350(4)	With or without membership stock
Arizona	10-703(A)	Organized without capital stock
Arkansas [2]	77-903	With or without capital stock
Arkansas [3]	77-1003	With or without capital stock
California [1]	54081(e), (f)	With or without capital stock
California [2]	12402	With or without capital stock
Colorado [1]	7-55-102(f), (g)	With or without capital stock
Colorado [2]	7-56-104	With or without capital stock
Colorado [3]	7-57-102	With or without capital stock
Connecticut [2]	33-195	Organized without capital stock
District of Columbia	29-805(7)	With or without shares
Florida [1]	618.04(6), (7)	With or without capital stock
Florida [2]	619.03	Shall not have capital stock
Georgia	65-202	With or without capital stock
Hawaii	421-4(7)	With or without capital stock
Idaho	22-2603	With or without capital stock
Illinois [2]	443	With or without capital stock
Indiana	15-7-1-7(5), (6)	With or without capital stock
Iowa [2]	498.2	Without capital stock
Iowa [3]	499.40(b)	With or without capital stock
Kansas [2]	17-1603(a)	With or without capital stock
Kentucky [2]	272.121(1)	With or without capital stock
Louisiana	73	With or without capital stock
Louisiana [2]	123	With or without capital stock
Maine	1821	With or without capital stock
Maryland	5-503(b)	With or without capital stock
Massachusetts [3]	10	Without capital stock
Minnesota [1]	308.06(2)	With or without capital stock
Minnesota [2]	308.54	With or without capital stock
Mississippi [1]	79-17-7	With or without capital stock
Mississippi [2]	79-19-5	With or without capital stock
Missouri [1]	274.030	Without capital stock
Montana [3]	35-17-104	With or without capital stock
Nebraska [2]	21-1401	Without capital stock
Nevada [1]	81.020(1)	With or without stock
Nevada [2]	81.180(2)	Shall not have or issue any capital stock
Nevada [3]	81.420	Shall not have capital stock
New Hampshire	301:2	With or without capital stock

Table 15.01—Association finance—nonstock associations (continued)

Statute	Section or article	Description
New Jersey	4:13-2	With or without capital stock
New Mexico [1]	53-4-5(G)	With or without capital stock
New Mexico [2]	76-12-4	With or without capital stock
New York	10, 111	With or without capital stock
North Carolina [2]	54-131	With or without capital stock
North Dakota	10-15-05(4)	With or without capital stock, to be in articles
Ohio	1729.05	With or without capital stock
Oklahoma [1]	332	Organized without capital stock
Oklahoma [2]	361c	With or without capital stock
Oregon	62.510(1)(d)	With or without membership stock
Pennsylvania [2]	12104(4)	With or without capital stock
Rhode Island	7-7-2	With or without capital stock
South Carolina [2]	33-47-70	With or without capital stock
South Dakota	47-15-4(4)	With or without capital stock
Tennessee	43-16-104	With or without capital stock
Texas [1]	1396-50.01(8)(b)(7)	With or without shares of stock
Texas [3]	5739	With or without capital stock
Utah	3-1-5-(g)	With or without capital stock
Vermont	993	With or without capital stock
Virginia [2]	13.1-316(d)	With or without capital stock
Washington [2]	24.32.020	With or without capital stock
West Virginia	19-4-2	With or without capital stock
Wisconsin	185.05(1)(d)	With or without capital stock
	185.11(1)	May be organized on membership basis without capital stock
Wyoming	17-10-103	With or without capital stock

Table 15.02—Association finance—membership fee

Statute	Section or article	Description
STANDARD	883f-10(g)	Permissive in bylaws, fees, collection, purposes for which used
Alabama [2]	2-10-58(7)	Similar to Standard Act
Alaska	10.15.350(4)	Must be stated in articles
Arizona	10-706(A)(7)	Similar to Standard Act
Arkansas [2]	77-910(g)	Similar to Standard Act
Arkansas [3]	77-1010(h)	Similar to Standard Act

Table 15.02—Association finance—membership fee (continued)

Statute	Section or article	Description
California [1]	54118	Similar to Standard Act
Colorado [1]	7-55-103(j)	Permissive, bylaw provision, amount of membership fee
Colorado [2]	7-56-111(g)	Similar to Standard Act
Colorado [3]	7-57-103	Permissive, bylaw provision, amount of membership fee
Florida [1]	618.09(7)	Similar to Standard Act
Florida [2]	619.06(4)	Similar to Standard Act
Georgia	65-207(g)	Similar to Standard Act
Idaho	22-2610(g)	Similar to Standard Act
Illinois [2]	449(g)	Similar to Standard Act
Indiana	15-7-1-9(h)	Similar to Standard Act
Iowa [2]	498.4	Must be stated in articles
Iowa [3]	499.14	Articles must specify issuing price of memberships
Kansas [2]	17-1609(g)	Similar to Standard Act
Kentucky [2]	272.151(2)(g)	Similar to Standard Act
Louisiana [1]	78(8)	Similar to Standard Act
Louisiana [2]	129(7)	Similar to Standard Act
Massachusetts [3]	13	Permissive, entrance fees
Minnesota [2]	308.60(7)	Similar to Standard Act
Mississippi [1]	79-17-19	Permissive in bylaw for membership fees and dues
Mississippi [2]	79-19-17(g)	Similar to Standard Act
Missouri [1]	274.090(1)(7)	Similar to Standard Act
Montana [3]	35-17-106(g)	Similar to Standard Act
Nevada [1]	81.090(5)	Permissive in bylaws for membership fee, if any
Nevada [2]	81.200(1)(g), 81.230(4)(g)	Similar to Standard Act, and set forth in articles
Nevada [3]	81.480(4)	Permissive in bylaws
New Hampshire	301:11(V11)	Similar to Standard Act
New Jersey	4:13-18(e)	Similar to Standard Act but mandatory
New Mexico [1]	53-49(A)	Permissive in bylaws, method and terms of admissions
New Mexico [2]	76-12-10(G)	Similar to Standard Act
North Carolina [2]	54-136(7)	Similar to Standard Act
Ohio	1729.11(G)	Similar to Standard Act
Oklahoma [2]	361i(g)	Similar to Standard Act
Oregon	62.510(1)(d)	Must be stated in articles
Rhode Island	7-7-6(m)	Permissive in bylaws, any matter relative to members
South Carolina [2]	33-47-810(7)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746(g)	Similar to Standard Act
Vermont	1001(6)	Similar to Standard Act
West Virginia	19-4-8(g)	Similar to Standard Act

Table 15.03.01—Association finance—stock associations—authorization

Statute	Section or article	Description
STANDARD	883f-3	With or without capital stock
Alabama [2]	2-10-52	With or without capital stock
Alabama [3]	2-10-91	With or without capital stock
Alaska	10.15.045	May issue stock
Arkansas [1]	64-1507	Stock mentioned
Arkansas [2]	77-903	With or without capital stock
Arkansas [3]	77-1003	With or without capital stock
California [1]	54081(e),(f)	With or without capital stock
California [2]	12402	With or without capital stock
Colorado [1]	7-55-102(f), (g)	With or without capital stock
Colorado [2]	7-57-102	With or without capital stock
Colorado [3]	7-56-104	With or without capital stock
Connecticut [1]	33-187	May issue stock
Delaware	8508(13)	May issue capital stock
District of Columbia	29.805(7)	With or without shares
Florida [1]	618.04(6), (7)	With or without capital stock
Georgia	65-202	With or without capital stock
Hawaii	421-4(7)	With or without capital stock
Idaho	22-2603	With or without capital stock
Illinois [1]	306	May issue stock
Illinois [2]	447(g)	May issue stock
Indiana	15-7-1-7(5), (6)	With or without capital stock
Iowa [1]	497.15	May issue stock
Iowa [3]	499.40(6)	With or without capital stock
Kansas [1]	17-1502	May issue stock
Kansas [2]	17-1603(a)	With or without capital stock
Kentucky [2]	272.121(1)	With or without capital stock
Louisiana [1]	73	With or without capital stock
Louisiana [2]	123	With or without capital stock
Maine	1821	With or without capital stock
Maryland	5-503(b)	With or without capital stock
Massachusetts [1]	1	May issue stock
Massachusetts [2]	4	May issue stock
Minnesota [1]	308.06(2)	With or without capital stock
Minnesota [2]	308.54	With or without capital stock
Mississippi [1]	79-17-7	With or without capital stock

Table 15.03.01—Association finance—stock associations—associations—authorization (continued)

Statute	Section or article	Description
Mississippi [2]	79-19-5	With or without capital stock
Missouri [2]	357.040	May issue stock
Montana	35-15-401	May issue stock
Montana [3]	35-17-104	With or without capital stock
Nebraska [1]	21-1302(2)	May issue stock
Nevada [1]	81.020(1)	With or without capital stock
New Hampshire	301:2	With or without capital stock
New Jersey	4:13-2	With or without capital stock
New Mexico [1]	53-4-5(G)	With or without shares, to be in articles
New Mexico [2]	76-12-4	With or without capital stock
New York	10,111	With or without capital stock
North Carolina [1]	54-119	May issue stock
North Carolina [2]	54-131	With or without capital stock
North Dakota	10-15-05(4)	With or without capital stock
Ohio	1729.05	With or without capital stock
Oklahoma [2]	361c	With or without capital stock
Oregon	62.510(1)(d)	With or without membership stock
Pennsylvania [1]	12004	May issue stock
Pennsylvania [2]	12104(4)	With or without capital stock
Rhode Island	7-7-2	With or without capital stock
South Carolina [1]	33-45-80	May issue capital stock
South Carolina [2]	33-47-70	With or without capital stock
South Dakota	47-15-4(4)	With or without capital stock
Tennessee	43-16-104	With or without capital stock
Texas [1]	1396-50.01(8)(b)(7)	With or without shares
Texas [3]	5739	With or without capital stock
Utah	3-1-5(g)	With or without capital stock
Vermont	993	With or without capital stock
Virginia [2]	13.1-316(d)	With or without capital stock
Washington [2]	24.32.020	With or without capital stock
West Virginia	19-4-2	With or without capital stock
Wisconsin	185.05(1)(d), 185.11(1)	With or without capital stock
Wyoming	17-10-103	With or without capital stock

Table 15.03.02—Association finance—stock associations—amount of stock

Statute	Section or article	Description
STANDARD	883f-8(g)	Amount set forth in articles
Alabama [1]	2-10-56	Amount set forth in articles
Alabama [2]	2-10-98	Amount set forth in articles
Alaska	10.15.350(5)	Number of shares set forth in articles
Arkansas [1]	64-1504	Amount set forth in articles
Arkansas [2]	77-908(g)	Amount set forth in articles

Table 15.03.02—Association finance—stock associations—amount of stock (continued)

Statute	Section or article	Description
Arkansas [3]	77-1008(g)	Amount set forth in articles
California [1]	54081(f)	Aggregate par value of all shares set forth in articles
California [2]	12402	Aggregate par value of all shares set forth in articles
Colorado [1]	7-55-102(f)	Amount set forth in articles
Colorado [2]	7-56-109(g)	Amount set forth in articles
Colorado [3]	7-57-102	Amount set forth in articles
Connecticut [1]	33-186	Shall be fixed by articles not exceeding \$500,000
Delaware	8503(5)	Amount set forth in articles
District of Columbia	29-805(8)	Amount set forth in articles
Florida [1]	618.04(7)	Amount set forth in articles
Georgia	65-203(g)	Amount set forth in articles
Hawaii	421-1(7)	Total authorized number of par value shares set forth in articles
Idaho	22-2608(f)	Amount set forth in articles
Illinois [2]	447(g)	Amount set forth in articles
Indiana	15-7-1-7(a)(b)	Total number of shares which the association may issue set forth in articles
Iowa [1]	497.2	Amount set forth in articles
Iowa [3]	499.40(6)(a)	Authorized number of shares set forth in articles
Kansas [1]	17-1506	Amount set forth in articles
Kansas [2]	17-1607(g)	Amount set forth in articles
Kentucky [2]	272.131(7)	Amount set forth in articles
Louisiana [1]	76(6)	Amount set forth in articles
Louisiana [2]	127(6)	Amount set forth in articles
Maine	1823(7)	Total authorized number of par value shares set forth in articles
Maryland	5-505(b)(iii)	Aggregate par value of all shares set forth in articles
Massachusetts [2]	4	Not less than \$100 nor more than \$5 million
Minnesota [1]	308.06(2)(3)	Total authorized number of shares set forth in articles
Minnesota [2]	308.58(7)	Amount set forth in articles
Mississippi [1]	79-17-23	Amount set forth in articles
Mississippi [2]	79-19-13(g)	Amount set forth in articles
Missouri [2]	357.020	Amount set forth in articles
Montana [1]	35-15-201(1)(b)	Articles must set forth association's stock
Nevada [1]	81.040(5)	Amount set forth in articles
New Hampshire	301:4(VII)	Amount set forth in articles
New Jersey	4:13-4(f)	Total authorized capital stock set forth in articles
New Mexico [1]	53-4-5(H)	Amount of authorized capital set forth in articles

Table 15.03.02—Association finance—stock associations—amount of stock (continued)

Statute	Section or article	Description
New Mexico [2]	76-12-7(H)	Amount set forth in articles
New York	11(8)	Total amount set forth in articles
North Carolina [1]	54-113	Amount authorized in articles
North Carolina [2]	54-134(7)	Amount set forth in articles
Ohio	1729.06(F)	Amount set forth in articles
Oklahoma [2]	361f(h)	Amount set forth in articles
Pennsylvania [1]	12003(IV)	Amount set forth in articles, if fixed amount
Pennsylvania [2]	12110(4)	Total authorized capital stock set forth in articles
Rhode Island	7-7-3(5)	Amount set forth in articles
South Carolina [1]	33-45-40(5)	Amount set forth in articles
South Carolina [2]	33-47-210(7)	Amount authorized in articles
South Dakota	47-16-21	Amount stated in articles
Tennessee	43-16-110	Amount set forth in articles
Texas [1]	1396-50.01(8)(b)(8)	Amount set forth in articles
Texas [3]	5744(g)	Amount set forth in articles
Utah	3-1-5(g)	Total authorized number of shares in articles
Vermont	995(7)	Amount set forth in articles
Washington [1]	23.86.050(5)	Amount set forth in articles
Washington [2]	24.32.070(7)	Amount set forth in articles
West Virginia	19-4-6(g)	Total number of shares set forth in articles

Wisconsin	185.21(1)	May issue amount of stock stated in articles
Wyoming	17-10-105(a)(iii)(B)	Amount set forth in articles

Table 15.04.01—Association finance—membership stock—subscription

Statute	Section or article	Statute	Section or article
Alaska	10-15-085	South Dakota	47-16-29
North Dakota	10-15-22	Wisconsin	185.22
Oregon	62.205		

Table 15.04.02—Association finance—membership stock—payment from refunds

Statute	Section or article	Description
California [2]	12805(c)	At least 50 percent must be applied toward purchase
District of Columbia	29-831	Application to purchase of stock
Hawaii	421-11(c)	May apply to purchase of membership, 2 years
Iowa [3]	499.32	May apply to purchase of membership, 2 years
Maine	1912(3)	May apply to purchase of membership, 6 years
Maryland	5-525(b)(3)	May be applied toward membership fee, stock
Massachusetts [2]	6(4)	May be credited toward the purchase of stock
Minnesota [1]	308.12(1)	May be credited toward value of membership share or certificate
Mississippi [1]	79-17-25	May be applied toward membership fee
New Jersey	4:13-32, 33	May be applied toward membership fee, stock

Table 15.04.02—Association finance—membership stock—payment from refunds (continued)

Statute	Section or article	Description
New Mexico [1]	53-4-31(D)(2)	May be credited toward capital stock purchase
New Mexico [2]	76-12-12(D)	May be credited toward membership certificate, share of common stock
New York	72	May be credited toward capital stock purchase
North Carolina [2]	54-126	May be credited toward capital stock
Oklahoma [2]	3611(d)	May apply to purchase of membership, 2 years
Pennsylvania [1]	12015(V1)	May be credited toward purchase of stock
Pennsylvania [2]	12126(a)	May apply to purchase of membership
South Carolina [1]	33-45-180(4)(b)	May be credited toward capital stock purchase
Texas [1]	1396-50.01(34)(a)	May be credited to capital subscription
Utah	3-1-11(c)	May apply to purchase of membership, 2 years
Virginia [2]	13.1-322(e)	Bylaws may provide credit toward purchase of membership
Wyoming	17-10-115(a), -116(a)	May apply to purchase of membership, 2 years

Table 15.04.03—Association finance—membership stock—form of payment

Statute	Section or article	Description
STANDARD	883f-14	Promissory note in full or partial payment
Alabama [2]	2-10-62	Promissory note in full or partial payment
Alaska	10.15.060	Cash or property valued by board
Arkansas [2]	77-914	Promissory note in full or partial payment
Arkansas [3]	77-1014	Promissory note in full or partial payment
California [1]	54235	Promissory note in full or partial payment
Colorado [2]	7-56-116(2)	Promissory note in full or partial payment
Connecticut [1]	33-191	Paid in cash
Florida [1]	618.15	Promissory note in full or partial payment
Georgia	65-206	Promissory note in full or partial payment
Idaho	22-2614	Promissory note in full or partial payment
Illinois [1]	316, 322	Paid partly in cash, but must be paid within 1 year
Illinois [2]	454.2	Promissory note in full or partial payment
Indiana	15-7-1-13(a)	Promissory note in full or partial payment
Iowa [1]	497.15	Partly paid in cash as prerequisite for voting rights
Iowa [3]	499.16	Part payment in cash, balance covered by note
Kansas [2]	17-1613	Promissory note in full or partial payment
Kentucky [2]	272.201(2)	Promissory note in full or partial payment
Louisiana [2]	133	Promissory note in full or partial payment
Minnesota [1]	308.07(2)	Payment in cash or its equivalent
Minnesota [2]	308.65	Promissory note in full or partial payment

Table 15.04.03—Association finance—membership stock—form of payment (continued)

Statute	Section or article	Description
Mississippi [1]	79-17-23	Cash, property or services fairly equal to par value
Montana [1]	35-15-401(1)	May be paid in installments
Montana [3]	35-17-302(2)	Promissory note in full or partial payment
New Hampshire	301:26	Promissory note in full or partial payment
New Jersey	4:13-23	Promissory note in full or partial payment
New York	40	Promissory note in full or partial payment
North Carolina [2]	54-148(b)	Promissory note in full or partial payment
North Dakota	10-15-21	Money, labor done, property valued by board
Ohio	1729.10(B)	Promissory note in full or partial payment
Oregon	62.175(3)	Cash or property valued by board
Pennsylvania [1]	12004	One sum, periodic installments, subscription, dividends
Pennsylvania [2]	12114(b)	Promissory note in full or partial payment
South Carolina [1]	33-45-60	Labor or property; money to be paid if not delivered
South Carolina [2]	33-47-610	Promissory note in full or partial payment
South Dakota	47-16-27	Money, labor done, property valued by board
Tennessee	43-16-124	Promissory note in full or partial payment
Texas [3]	5750	Promissory note in full or partial payment
Vermont	1015	Promissory note in full or partial payment

Virginia [2]	13.1-322(a)	Promissory note in full or partial payment
	13.1-322(g)	Money, notes, patronage refunds at par value
Washington [2]	24.32.160	Promissory note in full or partial payment
West Virginia	19-4-13	Promissory note in full or partial payment
Wisconsin	185.21(4)	Money, labor done, property valued by board
Wyoming	17-10-110(b)	Promissory note in full or partial payment

Table 15.04.04—Association finance—membership stock—issuance

Statute	Section or article	Statute	Section or article
STANDARD	883f-14	Georgia	65-206
		Hawaii	421-11(a)
Alabama [2]	2-10-62	Idaho	22-2614
Alaska	10.15.060	Illinois [1]	316
Arkansas [2]	77-914	Illinois [2]	454.2
Arkansas [3]	77-1014		
California [1]	54235	Indiana	15-7-1-13(a)
		Iowa [1]	497.15
California [2]	12801	Iowa [3]	499.16
Colorado [2]	7-56-116(2)	Kansas [2]	17-1613
Connecticut (1)	33-191	Kentucky [2]	272.201(2)
District of Columbia	29-825		
Florida [1]	618.15		

Table 15.04.04—Association finance—membership stock—issuance (continued)

Statute	Section or article	Statute	Section or article
Louisiana [2]	133	Oregon	62.175(3)
Maine	1912(1)	Pennsylvania [1]	12004
Maryland	5-509		
Minnesota [1]	308.07(2)	Pennsylvania [2]	12114(b)
Minnesota [2]	308.65	South Carolina [2]	33-47-610
		South Dakota	47-16-27
Mississippi [1]	79-17-23	Tennessee	43-16-124
Mississippi [2]	79-19-25	Texas [1]	1396-50.01(28)(a)
Montana [3]	35-17-302(2)		
New Hampshire	301:26	Texas [3]	5750
New Jersey	4:13-23	Utah	3-1-11(a)
		Vermont	1015
New Mexico [1]	53-4-25	Virginia [1]	13.1-305
New Mexico [2]	76-12-12(B)	Virginia [2]	13.1-322(a)
New York	40		
North Carolina [1]	54-119	Washington [1]	23.86.110
North Carolina [2]	54-148(b)	Washington [2]	24.32.160
		West Virginia	19-4-13
North Dakota	10-15-21	Wisconsin	185.21(4)
Ohio	1729.10(B)	Wyoming	17-10-110(b)
Oklahoma [2]	361k(b)		

Table 15.04.05—Association finance—membership stock—lien on stock

Statute	Section or article	Statute	Section or article
STANDARD	883f-14	Minnesota [2]	308.65
		Montana [3]	35-17-302(2)
Alabama [2]	2-10-62		
Arkansas [2]	77-914	New Hampshire	301:26
Arkansas [3]	77-1014	New York	40
California [1]	54235	North Carolina [2]	54-148(b)
Colorado [2]	7-56-116(2)	Ohio	1729.10(B)
		Pennsylvania [2]	12114(b)
Florida [1]	618.15		
Georgia	65-206	South Carolina [2]	33-47-610
Idaho	22-2614	Tennessee	43-16-124
Illinois [2]	454.2	Texas [3]	5750
Indiana	15-7-1-13(a)	Vermont	1015
		Virginia [2]	13.1-322(a)
Kansas [2]	17-1613		
Kentucky [2]	272.201(2)	West Virginia	19-4-13
Louisiana [2]	133	Wyoming	17-10-110(b)

Table 15.04.06—Association finance—membership stock—limits on ownership

Statute	Section or article	Description
STANDARD	883f-14	Limit of one-twentieth, bylaws may provide less
Alabama [2]	2-10-62	Limit of 20 percent of common stock, bylaws may provide less
Alabama [3]	2-10-98	Limit of 20 percent of common stock
Arkansas [1]	64-1509	Limit of 10 percent of capital stock
Arkansas [2]	77-914	Limit of one-twentieth of common stock, bylaws may provide less
Arkansas [3]	77-1015	Limit of one-twentieth of common stock, fewer than 20 then 1 only, bylaws may provide less
California [1]	54236	Bylaws may limit amount of common stock owned
California [2]	12403	Limit, if any, must be stated in articles
Colorado [1]	7-55-107(g)	Association has power to adopt bylaws limiting stock ownership
Colorado [2]	7-56-116(4)	Bylaws may limit amount of common stock owned
Delaware	8508(13)	Limit of 5 percent of common stock
District of Columbia	29-805(10)	Articles must limit
Florida [1]	618.15	Limit of one-third, bylaws may provide less, member associations excepted
Georgia	65-206	Limit of 20 percent of common stock, bylaws may provide less
Hawaii	421-10(b)	Articles may limit ownership of common stock
Idaho	22-2614	Limit of one-twentieth of common stock, bylaws may provide less
Illinois [1]	306, 313	No more than 5 shares or \$500 of capital stock
Illinois [2]	454.4	Limit of one-twentieth of common stock, bylaws may provide less
Indiana	15-7-1-13(c)	May be fixed in articles or bylaws
Kansas [1]	17-1502, 1511	Limit of 5 pct. of total cap. stock, also applies to member association
Kansas [2]	17-1613	Limit of 20 pct. of common stock, bylaws may provide less, member assn. excepted
Kentucky [2]	272.201(4)	Limit of 49 pct. of voting stock for member assn., bylaws may provide less
Louisiana [2]	133	Limit of one-tenth of the common stock, bylaws may provide less
Maine	1911(2)	Articles may limit
Maryland	5-508(a)(3)	Association may limit shares of stock one member may own
Massachusetts [1]	2	Limit of \$1,000 on shares owned
Massachusetts [2]	4	Limit of one-tenth total issued and outstanding stock
Michigan	21-102	Limits may be fixed in articles or bylaws
Minnesota [2]	308.65	Limit of one-twentieth of common stock, bylaws may provide less
Mississippi [2]	79-19-25	Limit of one-twentieth common, and one-twentieth of preferred stock, bylaws may provide less
Missouri [2]	357.050	Limit of 10 percent aggregate of all shares
Montana [1]	35-15-202	Limit of one share of common stock per member
Montana [3]	35-17-302(3)	Limit of one-twentieth of common stock, bylaws may provide less
Nebraska [1]	21-1303(3)	Association has power to limit
New Mexico [2]	51-15-5(10)	Articles may provide limit
North Carolina [1]	54-120	Limit of 20 percent paid-in capital stock

Table 15.04.06—Association finance—membership stock—limits on ownership (continued)

Statute	Section or article	Description
North Carolina [2]	54-148(d)	May fix or limit stock per member in bylaws
Ohio	1729.10(E)	Limit of one-twentieth of common stock, bylaws may provide less
Pennsylvania [1]	12006	Limit of \$1,000, members may increase limit by vote
South Carolina [1]	33-45-90	Limit of one-fifth of capital stock
South Carolina [2]	33-47-650	Limit of one-twentieth of issued common stock, bylaws may provide less than one-twentieth
Texas [3]	5750	Limit of one-twentieth of issued common stock, bylaws may provide less
Utah	3-1-10(b)	Limit of 1 share of voting stock
Virginia [1]	13.1-302	Limit of \$1,000 par value shares
Virginia [2]	13.1-321(b)	Articles may limit voting stock
Washington [1]	23.86.110, 140	Limit of one-fifth assn. stock, also for member assn. with modification
Washington [2]	24.32.160	Limit of 10 percent of common stock, bylaws may provide less
West Virginia	19-4-13	Bylaws may limit
Wyoming	17-10-110(d)	Limit of 20 percent of common stock, bylaws may provide less

Table 15.04.07—Association finance—membership stock—limits on transfer

Statute	Section or article	Description
STANDARD	883f-14	Limited transfer
Alabama [2]	2-10-62	Limited transfer for common stock
Alabama [3]	2-10-98	Limited transfer
Alaska	10.15.050, 055	Association may limit transfer
Arkansas [2]	77-914	Limited transfer
California [1]	54237	Limited transfer
Colorado [1]	7-55-107(e)	Association may limit transfer
Colorado [2]	7-56-116(b)	Limited transfer
Delaware	8531	Limited transfer
District of Columbia	29-826	Limited transfer
Florida [1]	618.15	Limited transfer
Georgia	65-206, 228	Limited transfer
Idaho	22-2614	Limited transfer
Illinois [1]	327	Limited transfer
Illinois [2]	454.6	Limited transfer
Indiana	15-7-1-13(e)	Limited transfer

Table 15.04.07—Association finance—membership stock—limits on transfer (continued)

Statute	Section or article	Description
Iowa [3]	499.17	Limited transfer
Kansas [2]	17-1613	Limited transfer
Kentucky [2]	272.201(8)	Limited transfer
Louisiana [1]	75, 82	Limited transfer
Louisiana [2]	126, 133	Limited transfer
Maryland	5-508(c)	Association may limit transfer
Michigan	21-103	Association may limit transfer
Minnesota [1]	308.06(2)(5)	Limited transfer
Minnesota [2]	308.65	Limited transfer
Mississippi [1]	79-17-23	Limited transfer
Mississippi [2]	79-19-25	Limited transfer
Montana [1]	35-15-403	Limited transfer
Montana [3]	35-17-302(4)	Limited transfer
Nebraska [1]	21-1303(1)	Association may limit transfer
New Hampshire	301:30	Limited transfer
New Jersey	4:13-23	Limited transfer
New Mexico [1]	53-4-26	Limited transfer
New Mexico [2]	76-12-12(E)	Limited transfer
New York	40	Limited transfer
North Carolina [1]	54-120	Limited transfer
North Carolina [2]	54-148(g)	Limited transfer
North Dakota	10-15-20(2)	Limited transfer
Ohio	1729.10(I)	Limited transfer
Oklahoma [2]	361k(c)	Limited transfer
Oregon	62.175(2)	Association may limit transfer
Pennsylvania [1]	12004	Transfer according to bylaws
Pennsylvania [2]	12115(a)	Limited transfer
Rhode Island	7-7-12	Limited transfer
South Carolina [2]	33-47-650	Limited transfer
South Dakota	47-16-22	Limited transfer
Tennessee	43-16-128	Limited transfer
Texas [1]	1396-50.01(29)	Transfer according to bylaws
Texas [3]	5750	Limited transfer
Virginia [2]	13.1-322(c)	Limited transfer
Washington [2]	24.32.160	Limited transfer
West Virginia	19-4-13	Limited transfer
Wisconsin	185.21(2)	Limited transfer
Wyoming	17-10-110(f)	Limited transfer

Table 15.05.01—Association finance—preferred stock—specific reference

Statute	Section or article	Description
STANDARD	883f-14	May issue preferred stock
Alabama [2]	2-10-62	May issue preferred stock
Alaska	10.15.045	Shares may be divided into classes
Arkansas [2]	77-914	May issue preferred stock
Arkansas [3]	77-1014	May issue preferred stock
Colorado [2]	7-56-116(6)	May issue preferred stock
Delaware	8508(14)	May issue preferred stock
Florida [1]	618.15	May issue preferred stock to members and nonmembers
Georgia	65-206	May issue preferred stock
Hawaii	421-11(e)	May issue preferred stock to members and nonmembers
Idaho	22-2614	May issue preferred stock
Illinois [2]	454.6	May issue preferred stock to members and nonmembers
Indiana	15-7-1-13(j)	Classes of stock noted
Iowa [3]	499.22	May divide shares into common and preferred stock
Kansas [3]	17-1613	May issue preferred stock
Kentucky [2]	272.201(7)	May issue preferred stock
Louisiana [2]	133	May issue preferred stock
Maine	1912(5)	May issue preferred stock to members and nonmembers
Minnesota [2]	308.65	May issue preferred stock to members and nonmembers
Mississippi [1]	79-17-23	May issue preferred stock
Missouri [2]	357.040	By unanimous agreement may have both preferred and common stock
Montana [2]	35-15-401(2)	May have common and preferred stock
Nevada [1]	81.040(5)	May issue preferred stock
New Hampshire	301:29	May issue preferred stock to members and nonmembers
New Mexico [2]	76-12-12(E)	May issue preferred stock to members and nonmembers
New York	10	May issue different classes of stock to members and nonmembers
North Carolina [1]	54-134(7), 148(f)	May issue preferred stock
North Dakota	10-15-20(1)	May issue preferred stock
Ohio	1729.10(H)	May issue preferred stock to any person
Oklahoma [2]	361k(d)	May issue preferred stock to members and nonmembers
Oregon	62.175(1)	Shares may be divided into classes
Pennsylvania [2]	12114(a)	May issue preferred stock to any person
South Carolina [2]	33-47-620	May issue preferred stock
South Dakota	47-15-4(6)	Shares may be divided into classes
Tennessee	43-16-111, 127	May be divided into preferred and common stock
Texas [3]	5750	May issue preferred stock

Table 15.05.01—Association finance—preferred stock—specific reference (continued)

Statute	Section or article	Description
Utah	3-1-5(g)	May issue preferred stock to members and nonmembers
Vermont	995(8)	May issue preferred stock
Virginia [2]	13.1-322(g)	May issue nonvoting stock to members and nonmembers
Washington [2]	24.32.070(7), 160	May issue preferred stock
West Virginia	19-4-13	May issue preferred stock
Wisconsin	185.21(1), (2)	Stock may be divided into 2 or more classes, issued to any person
Wyoming	17-10-110(g)	May issue preferred stock

Table 15.05.02—Association finance—preferred stock—preferences

Statute	Section or article	Description
STANDARD	883f-8	Articles must state preferences and privileges
Alabama [2]	2-10-56	Similar to Standard Act
Alabama [3]	2-10-98	Similar to Standard Act
Alaska	10.15.045	Preferences, limitations and relative rights to be in articles
Arkansas [2]	77-908(g)	Similar to Standard Act
Arkansas [3]	77-1008(g)	Similar to Standard Act
California [1]	54081(f)	Similar to Standard Act
California [2]	12404	Similar to Standard Act
Colorado [2]	7-56-109(g)	Similar to Standard Act

District of Columbia	29-805(8)	Similar to Standard Act
Florida [1]	618.04(7)	Similar to Standard Act
Georgia	65-203(g)	Similar to Standard Act
Hawaii	421-4(7)	Similar to Standard Act
Idaho	22-2608(f)	Similar to Standard Act
Illinois [1]	305(f)	Similar to Standard Act
Illinois [2]	447(g)	Similar to Standard Act
Indiana	15-7-1-7(a)(b)	Similar to Standard Act
Iowa [3]	499.40(6)(a)	Similar to Standard Act
Kansas [2]	17-1607(g)	Similar to Standard Act
Kentucky [2]	272.131(7)	Similar to Standard Act
Louisiana [1]	76(6)	Similar to Standard Act
Louisiana [2]	127(6)	Similar to Standard Act
Maine	1823(7)	Similar to Standard Act
Minnesota [1]	308.06(2)(3)	Similar to Standard Act
Minnesota [2]	308.58(7)	Similar to Standard Act
Mississippi [1]	79-17-23	Articles must state particulars as to stock classes
Mississippi [2]	79-19-13(g)	Similar to Standard Act
Nevada [1]	81.040(5)	Similar to Standard Act
New Hampshire	301:4(VIII)	Similar to Standard Act
New Jersey	4:13-4(f)	Similar to Standard Act
New Mexico [1]	53-4-8(H)	Similar to Standard Act

Table 15.-5.02—Association finance—preferred stock—preferences (continued)

Statute	Section or article	Description
New Mexico [2]	76-12-7(H)	Similar to Standard Act
New York	11(8)	Articles must state designations, preferences, privileges
North Carolina [2]	54-134(7)	Similar to Standard Act
North Dakota	10-15-05(6)	Preferences, limitations and relative rights to be in articles
Ohio	1729.06(F)	Similar to Standard Act
Oklahoma [2]	361f(h)	Similar to Standard Act
Oregon	62.175(1)	Preferences, limitations and relative rights to be in articles
Pennsylvania [2]	12110(4)	Similar to Standard Act
Rhode Island	7-7-3(5)	Articles to state description of classes, terms of creation
South Carolina [2]	33-47-210(7)	Similar to Standard Act
South Dakota	47-15-4(6), 21	Preferences, limitations and relative rights to be in articles
Tennessee	43-16-111	Similar to Standard Act
Texas [1]	1396-50.01(8)(b)(8)	Similar to Standard Act
Texas [3]	5744(g)	Similar to Standard Act
Utah	3-1-5(g)	Similar to Standard Act
Vermont	995(8)	Similar to Standard Act
Virginia [2]	13.1-316(d)	Articles must give description of capital stock
Washington [2]	24.32.070(7)	Similar to Standard Act
West Virginia	19-4-6(g)	Similar to Standard Act
Wisconsin	185.21(1)	Preferences, limitations and relative rights to be in articles

Table 15.05.03—Association finance—preferred stock—modifying rights

Statute	Section or article	Description
Alaska	10.15.375	Nonvoting shareholder may vote on articles amendment
District of Columbia	29-807	Two-thirds preferred shareholder approval for amending article preferences
Hawaii	421-11(e)	Two-thirds preferred shareholder consent for amending article preferences
Maine	1825(1), 1828(1)	Two-thirds preferred shareholder consent for amending article preferences
Maryland	5-506(2)	Two-thirds preferred shares consent for amending articles preferences
Minnesota [1]	308.07(1)	Classes of stock may be altered at regular or special meetings
New Hampshire	301:5	Two-thirds preferred share consent for amending article preferences
New Mexico [1]	53-4-7	Two-thirds preferred shareholder vote for amending article preferences
New York	12, 111	Two-thirds preferred shareholder approval for amending article preferences
Oregon	62.560	Nonvoting shareholder may vote on article amendment
Pennsylvania [2]	12120(a)	Two-thirds preferred shareholder approval for amending article preferences
Utah	3-1-7(a), 11(e)	Majority preferred shareholder consent for amending article preferences
Virginia [1]	13.1-301.1	Two-thirds preferred shareholder consent for amending article preferences
Virginia [2]	13.1-318	Two-thirds shareholder consent for amending article preferences
Wisconsin	185.52	Nonvoting shareholders may vote on article amendment

Table 15.05.04—Association finance—preferred stock—limits on transfer

Statute	Section or article	Description
Alaska	10.15.055	Nonmembership stock freely transferable unless articles restrict
Iowa [3]	499.24	Transferable without regard to membership eligibility
Maryland	5-508(c)	Restrictions must appear in charter and on certificate
Michigan	21.103	Association may limit transfer of any stock
Minnesota [1]	308.06(2)(5)	Shares transferred only with board approval
Mississippi [1]	79-17-23	Voting preferred stock transferable only to producers
Mississippi [2]	79-19-17	Voting preferred stock transferable only to producers
Nebraska [1]	21-1303(1)	Association may limit transfer
North Dakota	10-15-20(2)	Nonmembership stock transferable unless articles restrict
Oregon	62.175(2)	Nonmembership stock freely transferable unless bylaws limit
Pennsylvania [2]	12115(c)	Limited transfer of preferred stock
South Dakota	47-16-22	Nonmembership stock transferable unless articles restrict
Wisconsin	185.21(2)(b)	Nonmembership stock transferable unless articles restrict

Table 15.06.01—Association finance—shares of stock—number of shares

Statute	Section or article	Statute	Section or article
STANDARD	883f-8(g)	Illinois [1]	305(r)
		Illinois [2]	447(g)
		Indiana	15-7-1-7(a)(b)
Alabama [2]	2-10-56	Iowa [1]	497.2
Alabama [3]	2-10-98	Iowa [3]	499.40(6)(a)
Alaska	10.15.350(5)	Kansas [1]	17-1506
Arkansas [1]	64-1504	Kansas [2]	17-1607(g)
Arkansas [2]	77-908(g)	Kentucky [2]	272.131(7)
Arkansas [3]	77-1008(g)	Louisiana [1]	76(6)
California [1]	54081(f)	Louisiana [2]	127(6)
California [2]	12402, 4	Maine	1823(7)
Colorado [1]	7-55-102(f)	Maryland	5-505(b)(i)
Colorado [2]	7-56-109(g)	Minnesota [1]	308.06(2)(3)
Colorado [3]	7-57-102	Minnesota [2]	308.58(7)
Delaware	8503(5)	Mississippi [2]	79-19-13(g)
District of Columbia	29-805(7)	Missouri [2]	357.020
Florida [1]	618.04(7)	Nevada [1]	81.040(5)
Georgia	65-203(g)	New Hampshire	301:4(VII)
Hawaii	421-4(7)		
Idaho	22-2608(f)		

Table 15.06.01—Association finance—shares of stock—number of shares (continued)

Statute	Section or article	Statute	Section or article
New Jersey	4:13-4(f)	South Carolina [2]	33-47-210(7)
New Mexico [1]	53-4-5(H)	South Dakota	47-15-4(b)
New Mexico [2]	76-12-7(H)		
New York	11(8)	Tennessee	43-16-110(g)
North Carolina [1]	54-113	Texas [1]	1396-50.01(8)(b)(8)
		Texas [3]	5744(g)
North Carolina [2]	54-134(7)	Utah	3-1-5(g)
North Dakota	10-15-05(6)	Vermont	995(7)
Ohio	1729.06(F)		
Oklahoma [2]	361f(h)	Washington [1]	23.86.050(5)
Oregon	62.510(1)(e)	Washington [2]	24.32.070(7)
		West Virginia	19-4-6(g)
Pennsylvania [2]	12110(4)	Wisconsin	185.05(1)(f)
Rhode Island	7-7-3(5)	Wyoming	17-10-105(a)(iii)(B)
South Carolina [1]	33-45-40(6)		

Table 15.06.02—Association finance—shares of stock—value per share

Statute	Section or article	Statute	Section or article
Illinois [1]	306	Pennsylvania [1]	12004
Illinois [2]	447(g)	South Carolina [1]	33-45-80
Montana [1]	35-15-401		

Table 15.06.03—Association finance—shares of stock—par value

Statute	Section or article	Description
STANDARD	883f-8(g)	Must be stated in articles
Alabama [2]	2-10-56	Must be stated in articles
Alabama [3]	2-10-98	Must be stated in articles
Alaska	10.15.060, 350(5)	Must be stated in articles, if any
Arkansas [1]	64-1504	Must be stated in articles
Arkansas [2]	77-908(g)	Must be stated in articles
Arkansas [3]	77-1008(g)	Must be stated in articles
California [1]	54081(f)	Must be stated in articles, if any
California [2]	12402, 4	Must be stated in articles, if any
Colorado [1]	7-55-102(f)	Must be stated in articles
Colorado [2]	7-56-109(g)	Must be stated in articles
Colorado [3]	7-57-102	Must be stated in articles
Delaware	8503(5)	Must be stated in articles
District of Columbia	29-805(8)	Must be stated in articles
Florida [1]	618.04(7)	Must be stated in articles, if any
Georgia	65-203(g)	Must be stated in articles

Table 15.06.03—Association finance—shares of stock—par value (continued)

Statute	Section or article	Description
Hawaii	421-4(7)	Must be stated in articles
Idaho	22-2608(f)	Must be stated in articles
Illinois [1]	305(f)	Must be stated in articles
Illinois [2]	447(g), 454.1	Must be stated in articles; may issue no-par stock
Indiana	15-7-1-7(a)(6)	Must be stated in articles, if any
Iowa [1]	497.2	Must be stated in articles
Iowa [3]	499.40(6)(a)	Must be stated in articles, if any
Kansas [1]	17-1506	Must be stated in articles
Kansas [2]	17-1607(g)	Must be stated in articles
Kentucky [2]	272.131(7)	Must be stated in articles
Louisiana [1]	76(6)	Must be stated in articles
Louisiana [2]	127(6)	Must be stated in articles
Maine	1823(7)	Must be stated in articles
Maryland	5-505(b)(ü)	Must be stated in articles
Massachusetts [1]	1	Shares must have par value
Massachusetts [2]	3	Shares must have par value
Minnesota [1]	308.06(2)(3)	Must be stated in articles
Minnesota [2]	308.58(7)	Must be stated in articles
Mississippi [1]	79-17-23	All shares shall have definite par value
Mississippi [2]	79-19-13(g)	Must be stated in articles
Missouri [2]	357.020	Must be stated in articles
Montana [1]	35-15-401(3)	Multiple par values permitted
Nevada [1]	81.040(5)	Must be stated in articles
New Hampshire	301:4(VII)	Must be stated in articles, if any
New Jersey	53-4-5(H)	Must be stated in articles
New Mexico [1]	53-4-5(H)	Must be stated in articles
New Mexico [2]	76-12-7(H)	Must be stated in articles, if any
New York	11(8)	Must be stated in articles, if any
North Carolina [1]	54-113, 116(8)	Must be stated in articles and bylaws
North Carolina [2]	54-134(7)	Must be stated in articles
North Dakota	10-15-05(6), 20(1)	Must be stated in articles, no-par stock prohibited
Ohio	1729.06(F)	Must be stated in articles
Oklahoma [2]	361f(h)	Must be stated in articles, if any
Oregon	62.510(1)(e)	Must be stated in articles, if any
Pennsylvania [2]	12110(4)	Must be stated in articles
Rhode Island	7-7-3(5)	Must be stated in articles, if any
South Carolina [1]	33-45-40(b)	Must be stated in articles
South Carolina [2]	33-47-210(7)	Must be stated in bylaws
South Dakota	47-15-4(6), 47-16-21	Must be stated in articles, no-par stock prohibited
Tennessee	43-16-110	Must be stated in articles

Table 15.06.03—Association finance—shares of stock—par value (continued)

Statute	Section or article	Description
Texas [1]	1396-50,01(8)(b)(8)	Must be stated in articles, if any
Texas [3]	5744(g)	Must be stated in articles
Utah	3-1-5(g)	Must be stated in articles, if any
Vermont	995(7)	Must be stated in articles
Virginia [1]	13.1-301	No-par stock prohibited
Washington [1]	23.86,050(5)	Must be stated in articles
West Virginia	19-4-6(f)	Must be stated in articles, if any
Wisconsin	185.05(1)(f), .21(1)(b)	Must be stated in articles; no-par stock prohibited
Wyoming	17-10-105(a)(iii)(B)	Must be stated in articles

Table 15.06.04—Association finance—shares of stock—common stock certificates

Statute	Section or article	Description
STANDARD	883f-14	Restrictions on transfer must be printed on face
Alabama [2]	2-10-62	Similar to Standard Act
Alaska	10,15,070	Several items required including transfer restrictions, relative rights
Arkansas [2]	77-914	Similar to Standard Act
California [1]	54237	Similar to Standard Act
Colorado [2]	7-56-116(6)	Similar to Standard Act
Delaware	8531	Redemption provision and transfer restriction required
District of Columbia	29-825	Voting, proxy and repurchase terms required
Florida [1]	618.15	Similar to Standard Act
Georgia	65-206, -228	Similar to Standard Act
Idaho	22-2614	Similar to Standard Act
Illinois [2]	454.6	Similar to Standard Act
Indiana	15-7-1-13(e)	Similar to Standard Act
Iowa [3]	499.15	Dividends, ownership, voting, transfer redemption restrictions required
Kansas [2]	17-1613	Similar to Standard Act
Kentucky [2]	272.201(8)	Similar to Standard Act, applicable to voting stock
Louisiana [1]	82	Similar to Standard Act
Louisiana [2]	133	Similar to Standard Act
Maryland	5-508(c)	Transfer restrictions must appear on certificate
Michigan	21.101	Bylaw or article statement on transfer, voting or proxy limits
Minnesota [2]	308.65	Similar to Standard Act
Mississippi [2]	79-19-25	Similar to Standard Act
Montana [3]	35-17-302(4)	Similar to Standard Act
New Hampshire	301:30	Similar to Standard Act
New Jersey	4:13-23	Notice of nontransferability on face or attached
New Mexico [1]	53-4-25	Must note statutes on one vote, proxy vote, transfer restrictions

Table 15.06.04—Association finance—shares of stock—common stock certificates (continued)

Statute	Section or article	Description
North Carolina [2]	54-148(f)	Similar to Standard Act
North Dakota	10-15-21	Several items required including transfer restrictions, relative rights
Ohio	1729.10(I)	Similar to Standard Act
Oregon	62.185	Several items required including transfer restrictions, relative rights
Pennsylvania [2]	12115(d), 12114(f)	Restrictions on transfer, sale, association rights, may vote lien
South Carolina [2]	33-47-650	Similar to Standard Act
South Dakota	47-16-28	Several items required including transfer restrictions, relative rights
Tennessee	43-16-128	Similar to Standard Act
Texas [1]	1396-50.01(28)(a)	Voting, proxy, and repurchase terms required
Texas [3]	5750	Similar to Standard Act
Virginia [2]	13.1-322(c)	Similar to Standard Act
Washington [2]	24.32.160	Similar to Standard Act
West Virginia	19-4-13	Similar to Standard Act
Wisconsin	185.21(3)	Several items required including transfer restrictions, relative rights
Wyoming	17-10-110(f)	Similar to Standard Act

Table 15.06.05—Association finance—shares of stock—preferred stock certificates

Statute	Section or article	Description
STANDARD	883f-14	Terms and conditions of redemption required
Alabama [2]	2-10-62	Terms and conditions of redemption required
Alaska	10.15.070	Several items required including preferences, relative rights
Arkansas [2]	77-914	Terms and conditions of redemption required
Arkansas [3]	77-1014	Terms and conditions of redemption required
Florida [1]	618.15	Terms and conditions of redemption required
Georgia	65-206	Terms and conditions of redemption required
Hawaii	421-11(e)	Terms and conditions of redemption required
Idaho	22-2614	Terms and conditions of redemption required
Illinois [2]	454.6	Terms and conditions of redemption required
Iowa [3]	499.15	Dividends, restrictions on ownership, voting, redemption
Kansas [2]	17-1613	Terms and conditions of redemption required
Kentucky [2]	272.201(7)	Terms and conditions of redemption required
Louisiana [2]	133	Terms and conditions of redemption required
Maine	1912(5)	Terms and conditions of redemption required
Maryland	5-508(c)	Transfer restrictions must appear on certificate
Michigan	21.101	Bylaw or article statement on transfer, voting, or proxy limits
Minnesota [2]	308.65	Terms and conditions of redemption required
Mississippi [2]	79-19-25	Terms and conditions of redemption required, transfer if voting

Table 15.06.05—Association finance—shares of stock—preferred stock certificates (continued)

Statute	Section or article	Description
New Hampshire	301:29	Terms and conditions of redemption required
New Mexico [2]	76-12-12(F)	Terms and conditions of redemption required
North Carolina [2]	54-148(f)	Terms and conditions of redemption required
North Dakota	10-15-21	Several items required including preferences, relative rights
Ohio	1729.10(H)	Terms and conditions of redemption required
Oklahoma [2]	361k(d)	Terms and conditions of redemption required
Oregon	62.185	Several items required including preferences, relative rights
Pennsylvania [2]	12114(f), 12115(d)	Restrictions on transfer, sale, association rights, vote with lien
South Carolina [2]	33-47-620	Terms and conditions of redemption required
South Dakota	47-16-28	Several items required including preferences, relative rights
Tennessee	43-16-127	Terms and conditions of redemption required
Texas [1]	1396-50.01(28)(b)	Transfer restrictions contained in bylaws
Texas [3]	5750	Terms and conditions of redemption required
Utah	3-1-11(e)	Terms and conditions of redemption required
Vermont	1017	Terms and conditions of redemption required
Virginia [2]	13.1-322(g)	Terms and conditions of redemption required for nonvoting
Washington [2]	24.32.160	Terms and conditions of redemption required

West Virginia	19-4-13	Terms and conditions of redemption required
Wisconsin	185.21(3)	Several items required including preferences, relative rights
Wyoming	17-10-110(g)	Terms and conditions of redemption required

Table 15.06.06—Association finance—shares of stock—use as payment

Statute	Section or article	Statute	Section or article
STANDARD	883f-19	Louisiana [2]	138
Alabama [2]	2-10-66	Maryland	5-528(a)
Arkansas [2]	77-918	Michigan	21.106
California [1]	54203	Minnesota [2]	308.70
California [2]	12802	Mississippi [2]	79-19-35
Colorado [2]	7-56-121	New Hampshire	301:35
Georgia	65-216	New Mexico [2]	76-12-12(f)
Idaho	22-2618	New York	71
Illinois [1]	315	North Carolina [1]	54-121
Illinois [2]	459	North Carolina [2]	54-153
Indiana	15-7-1-17	Ohio	1729.21
Iowa [1]	497.13	Oklahoma [2]	361k(d)
Iowa [3]	499.25	South Carolina [2]	33-47-630

Table 15.06.06—Association finance—shares of stock—use as payment (continued)

Statute	Section or article	Statute	Section or article
Tennessee	43-16-135	Washington [1]	23.86.180
Texas [3]	5754	Washington [2]	24.32.240
Vermont	1022	West Virginia	19-4-18
Virginia [1]	13.1-304		
Virginia [2]	13.1-338		

Table 15.07.01—Association finance—patronage based contributions—periodic contributions

Statute	Section or article	Description
STANDARD	883f-10(h)	Periodic payment or service charge may be in bylaws
Alabama [2]	2-10-58(8)	Similar to Standard Act
Alabama [3]	2-10-103	May make charges to members and deductions from proceeds
Arizona	10-706(A)(7), (8)	Annual dues, assessments, and service charges may be in bylaws
Arkansas [2]	77-910(h)	Similar to Standard Act
Arkansas [3]	77-1010(i)	Similar to Standard Act
California [1]	54119	Similar to Standard Act
Colorado [2]	7-56-111(h)	Similar to Standard Act
Florida [1]	618.09(8)	Similar to Standard Act
Florida [2]	619.06(4)	Similar to Standard Act
Georgia	65-207(h)	Similar to Standard Act
Idaho	22-2610(h)	Similar to Standard Act
Illinois [2]	449(h)	Similar to Standard Act
Indiana	15-7-1-9(i)	Similar to Standard Act
Iowa [3]	499.26	Unless articles prohibit, bylaws and directors may assess service charges
Kansas [2]	17-1609(h)	Similar to Standard Act
Kentucky [2]	272.151(2)(h)	Similar to Standard Act
Louisiana [1]	78(9)	Similar to Standard Act
Louisiana [2]	129(8)	Similar to Standard Act
Maryland	5-526(a)	May make uniform charges to members
Massachusetts [3]	13	Similar to Standard Act
Minnesota [2]	308.60(8)	Similar to Standard Act
Mississippi [1]	79-17-27	May make charges to members and nonmembers
Mississippi [2]	79-19-17(h)	Similar to Standard Act
Missouri [1]	274.090(1)(8)	Similar to Standard Act
Montana [3]	35-17-206(h)	Similar to Standard Act
Nevada [1]	81.090(6)	Bylaws may provide for annual contribution
Nevada [3]	81.480(5)	Amounts collected annually to carry on business may be in bylaws
New Hampshire	301:11(VIII)	Similar to Standard Act
New Jersey	4:13-18(f)	Similar to Standard Act, but mandatory
New Mexico [2]	76-12-11(H)	Similar to Standard Act
North Carolina [2]	54-138(8)	Similar to Standard Act
Ohio	1729.11(H)	Similar to Standard Act

Table 15.07.01—Association finance—patronage based contributions—periodic contributions (continued)

Statute	Section or article	Description
Oklahoma [1]	347	Fees, dues, assessments or charges
Oklahoma [2]	361i(h)	Similar to Standard Act
South Carolina [2]	33-47-810(8), (9)	Similar to Standard Act
Tennessee	43-16-114	Similar to Standard Act
Texas [3]	5746(h)	Similar to Standard Act
Vermont	1001(7)	Similar to Standard Act
West Virginia	19-4-8(h)	Similar to Standard Act
Wyoming	17-10-117	Uniform charge deducted from sales price

Table 15.07.02—Association finance—patronage based contributions—noncash refunds

Statute	Section or article	Description
Alaska	10.15.280	Capital stock, certificates of interest, revolving funds, other securities
California [2]	12201, 12805(d)	Stock, evidences of indebtedness, goods, services, memberships
District of Columbia	29-831(d)	Partly in shares retired in order at fixed date
Iowa [3]	499.30	Revolving fund
Maryland	5-525(c)	Credits, capital stock, certificates of interest, certificates of equity
Minnesota [1]	308.12(4)	Credits, revolving fund certificates, or its own or other securities
Montana [3]	35-17-315	Credits, stock, revolving fund certificates, other certificates
New Jersey	4:13-32, 33	For nonstock and stock associations may keep records instead of cash payment

New York	72	May be credited to patrons for capital stock or other securities
North Dakota	10-15-33(5)	Credits, capital stock, certificates of interest, revolving fund, other securities
Oregon	62.415(2)	Capital stock, certificates of interest, revolving funds, other securities
Pennsylvania [2]	12126(b)	Credits, capital stock, certificates of indebtedness, revolving fund
South Dakota	47-16-52	Credits, capital stock, certificates of interest, revolving funds, other securities
Texas [1]	1396-50.01(34)(a)	Property, membership or investment certificates, or combination
Washington [1]	23.86.160	May be in capital stock, equity certificates at director discretion
Wisconsin	185.45(5)	Credits, capital stock, certificates of interest, revolving funds, other securities

Table 15.08.01—Association finance—limits on dividends—common stock

Statute	Section or article	Description
STANDARD	883f-17	Interest limited to 8 percent
Alabama [2]	2-10-65	Interest limited to 8 percent
Alabama [3]	2-10-98	Dividends on capital stock limited to 8 percent
Alaska	10.15.095	May pay dividends if capital not impaired
Arkansas [2]	77-917	Interest limited to 8 percent
California [1]	54120	Limited to 8 percent on stock or membership capital, bylaws may restrict

Table 15.08.01—Association finance—limits on dividends—common stock (continued)

Statute	Section or article	Description
California [2]	12201	Interest on capital stock limited to 5 percent
Colorado [1]	7-55-101(b)	Shall be limited as prescribed in bylaws
Colorado [2]	7-56-119	Interest or dividends limited to 8 percent
Delaware	8532	Dividends limited to 6 percent
District of Columbia	29-822	Return on capital limited to 6 percent, 50 percent of net savings, noncumulative
Florida [1]	618,15	Dividends limited to 8 percent of par or amount paid
Georgia	65-215	Dividends limited to 8 percent
Hawaii	421-11(b)	Dividends limited to 8 percent, may be cumulative
Idaho	22-2617	Interest limited to 8 percent
Illinois [2]	454.4	Dividends limited to 8 percent of par or amount paid
Indiana	15-7-1-15	Interest limited to 8 percent
Iowa [3]	499.23	Dividends limited to 8 percent, noncumulative
Kansas [2]	17-1616, 1609(5)	Interest limited to 8 percent, except interest paid to parent by subsidiary
Kentucky [2]	272.221(1)	Interest or dividends on stock limited to 8 percent
Louisiana [2]	136	Interest limited to 8 percent
Maine	1912(2)	Dividends limited to 8 percent, may be cumulative
Massachusetts [2]	6	Dividends on capital stock limited to 7 percent
Michigan	21.99, 21.107	Dividends limited to 8 percent
Minnesota [1]	308.06(2)(6)	Articles must limit dividends to 8 percent
Minnesota [2]	308.68	Interest limited to 8 percent
Mississippi [1]	79-17-23	Dividends limited to 8 percent
Mississippi [2]	79-19-31	Interest limited to 8 percent
Missouri [2]	357.130(1)	Dividends limited to 10 percent
Montana [1]	35-15-411	Dividends limited to 6 percent
Nebraska [1]	21-1302(2)	Dividends on capital stock limited to 8 percent
Nevada [1]	81.020(3), 120(4)	Dividends limited to 8 percent
New Hampshire	301:31	Interest or dividends on capital stock limited to 8 percent
New Jersey	4:13-33	Interest or dividends on stock limited to 8 percent of par
New Mexico [1]	53-4-22	Interest or dividends limited to 6 percent, 50 pct. of savings, noncumulative
New Mexico [2]	76-12-7(H)	Dividends limited to 8 percent
New York	111	Dividends on stock or membership capital limited to 12 percent
North Carolina [1]	54-126	Dividends limited to 6 percent
North Carolina [2]	54-152(a)	Interest limited to 8 percent
North Dakota	10-15-20(1)	Dividends on stock limited to 6 percent par value, noncumulative
Ohio	1729.10(F)	Interest limited to 8 percent for all stock
Oklahoma [1]	332	Dividends on membership capital limited to 8 percent
Oklahoma [2]	3611(c), 361f(h)	Interest on membership or capital stock limited to 8 percent, may be cumulative
Oregon	62.225	As authorized in articles if capital not impaired
Pennsylvania [1]	12015(III)	Limited to 6 percent on permanent capital, 5 percent for ordinary capital
Pennsylvania [2]	12114(f)	Dividends on stock limited to 8 percent

Table 15.08.01—Association finance—limits on dividends—common stock (continued)

Statute	Section or article	Description
Rhode Island	7-7-13	Limited to 8 percent on capital stock or membership capital
South Carolina [1]	33-45-180(1)	Dividends on capital stock limited to 6 percent
South Carolina [2]	33-47-1110	Dividends limited to 8 percent
South Dakota	47-16-21	Dividends on stock limited to 8 percent, noncumulative
Tennessee	43-16-133	Interest or dividends on capital stock limited to 8 percent
Texas [1]	1396-50.01(25)(a)	Bylaws may determine dividends on investment capital
Texas [3]	5753	Interest limited to 8 percent
Utah	3-1-11(b)	Dividends limited to 8 percent, may be cumulative
Vermont	1018	Interest or dividends on capital stock limited to 8 percent
Virginia [1]	13.1-306	Dividends limited to 8 percent
Virginia [2]	13.1-322(d)	Dividends limited to 8 percent actual cash value, may be cumulative
Washington [1]	23.86.160	Dividends on capital stock limited to 8 percent
Washington [2]	24.32.210	Interest limited to 8 percent
West Virginia	19-4-16	Interest or dividends on stock limited to 8 percent
Wisconsin	185.21(1)(c)	Dividends on stock limited to 8 percent par value, may be cumulative
Wyoming	17-10-115(a), 121(a)	Dividends on capital stock limited to 6 percent, noncumulative

Table 15.08.02—Association finance—limits on dividends—preferred stock

Statute	Section or article	Description
STANDARD	883f-17	Interest limited to 8 percent
Alabama [2]	2-10-65	Interest limited to 8 percent
Alabama [3]	2-10-98	Dividends on capital stock limited to 8 percent
Alaska	10.15.095	May pay dividends if capital not impaired
Arkansas [2]	77-917	Interest limited to 8 percent
California [1]	54120	Interest limited to 8 percent on stock or membership capital
California [2]	12201	Interest limited to 5 percent on capital stock
Colorado [1]	7-55-101(b)	Shall be limited as prescribed in bylaws
Colorado [2]	7-56-119	Interest or dividends on stock limited to 8 percent
Delaware	8532	Dividends or capital stock limited to 12 percent, must be cumulative
District of Columbia	29-822	Return on capital limited to 6 percent, 50 percent of net savings, noncumulative
Florida [1]	618.15	Dividends on capital limited to 8 percent of par or amount paid
Georgia	65-215	Dividends limited to 8 percent
Hawaii	421-11(b)	Dividends limited to 8 percent, may be cumulative
Idaho	22-2617	Interest limited to 8 percent
Illinois [2]	454.4	Dividends limited to 8 percent of par or amount paid

Table 15.08.02—Association finance—limits on dividends—preferred stock (continued)

Statute	Section or article	Description
Indiana	15-7-1-15	Interest limited to 8 percent
Iowa [3]	499.24	Dividends limited to 8 percent, may be cumulative
Kansas [2]	17-1609(i), 1616	Interest limited to 8 percent, except amount paid by subsidiary to parent
Kentucky [2]	272.221(1)	Interest or dividends on stock limited to 8 percent
Louisiana [2]	136	Interest limited to 8 percent
Maine	1912(2)	Dividends limited to 8 percent, may be cumulative
Massachusetts [2]	6	Interest on capital stock limited to 7 percent
Michigan	21.107	Interest on stock limited to 8 percent
Minnesota [1]	308.06(2)(6)	Dividends on stock limited to 8 percent
Mississippi [1]	79-17-23	Dividends limited to 8 percent
Mississippi [2]	79-19-31	Interest limited to 8 percent
Missouri [2]	357.130(1)	Dividends on stock limited to 10 percent
Montana [1]	35-15-401(2)	Dividends limited to 6 percent
Nebraska [1]	21-1302(2)	Dividends on capital stock limited to 8 percent
Nevada [1]	81-120(4)	Interest on stock limited to 8 percent
New Hampshire	301:31	Interest or dividends on capital stock limited to 8 percent
New Jersey	4:13-33	Interest or dividends on stock limited to 8 percent
New Mexico [1]	53-4-22	Interest or dividends limited to 6 percent of net savings, noncumulative
New Mexico [2]	76-12-7(H)	Dividends limited to 8 percent
New York	111	Dividends on stock or membership capital limited to 12 percent
North Carolina [1]	54-126	Dividends on stock limited to 6 percent
North Carolina [2]	54-152(a)	Interest limited to 8 percent
North Dakota	10-15-20(1)	Dividends on stock limited to 6 percent, noncumulative
Ohio	1729.10(F)	Dividends on all stock limited to 8 percent
Oklahoma [2]	361f(h)	Dividends on stock limited to 8 percent, may be cumulative
Oregon	62-225	As authorized in articles if capital not impaired
Pennsylvania [1]	12015(III)	Interest on permanent capital limited to 6 percent, 5 percent of ordinary capital
Pennsylvania [2]	12114(f)	Dividends on any stock limited to 8 percent, may be cumulative
Rhode Island	7-7-13	Dividends on capital stock limited to 8 percent
South Carolina [1]	33-45-180(1)	Dividends on capital stock limited to 6 percent
South Carolina [2]	33-47-1110	Dividends limited to 8 percent
South Dakota	47-16-21	Dividends on stock limited to 8 percent, noncumulative
Tennessee	43-16-133	Interest on dividends on capital stock limited to 8 percent
Texas [1]	1396-50.01(25)(a)	Bylaws may determine rate of dividends on investment capital
Texas [3]	5753	Interest limited to 8 percent
Utah	3-1-11(b)	Dividends limited to 8 percent, may be cumulative
Vermont	1018	Interest or dividends on capital stock limited to 8 percent
Virginia [1]	13.1-306	Dividends limited to 8 percent
Virginia [2]	13.1-322(d)	Dividends on stock limited to 8 percent, may be cumulative
Washington [1]	23.86.160	Dividends on capital stock limited to 8 percent

Table 15.08.02—Association finance—limits on dividends—preferred stock (continued)

Statute	Section or article	Description
Washington [2]	24.32.210	Interest limited to 8 percent
West Virginia	19-4-16	Interest or dividend on stock limited to 8 percent
Wisconsin	185.21(1)(c)	Dividends on stock limited to 8 percent may be cumulative
Wyoming	17-10-110(g)	Interest limited to 8 percent

Table 15.10.01—Association finance—reserves—authorization

Statute	Section or article	Description
STANDARD	883f-6(e)	Power to establish reserves
Alabama [2]	2-10-54(8), -65	Power to establish reserves, permission in contract terms
Alabama [3]	2-10-103	Creation and maintenance of reserves
Arizona	10-705(5)	Power to establish reserves
Arkansas [2]	77-906(3), 917	Power to establish reserves, permission in contract terms
Arkansas [3]	77-1006(e)	Power to establish reserves
California [1]	54175	May establish reserves
California [2]	12805(a)	May establish reserves
Colorado [2]	7-56-107(e), 119	Power to establish reserves, permission in contract terms
Connecticut [2]	33-199, -212	Power to establish reserves
Delaware	8536	Power to establish reserves
District of Columbia	29-831(1)	Power to establish surplus funds
Florida [1]	618.07(6), 15	Power to establish reserves
Florida [2]	619.07(5)	Permission in contract terms
Georgia	65-213(e)	Power to establish reserves
Hawaii	421-9(b)(4)	Power to establish reserves
Idaho	22-2606(e), 2617	Power to establish reserves, permission in contract terms
Illinois [2]	445(f)	Power to establish reserves
Indiana	15-7-1-5(f)	Power to establish reserves
Iowa [3]	499.30	Power to establish reserves
Kansas [2]	17-1605(f), 1616	Power to establish reserves, permission in contract terms
Kentucky [1]	272.030	May establish reserves, by two-thirds stockholders vote
Kentucky [2]	272.211(6)	Power to establish and accumulate reasonable reserves
Louisiana [1]	74(6)	Power to establish reserves
Louisiana [2]	125(5)	Power to establish reserves
Maine	1828(2)(D)	Power to establish reserves
Maryland	5-504(8)	Power to establish reserves
Massachusetts [3]	11	Power to establish reserves
Michigan	21.100	Allocated reserves not precluded by cooperative plan
Minnesota [1]	308.06(2)(8), 12	May establish reserves
Minnesota [2]	308.56(5), 68	Power to establish reserves, permission in contract terms

Table I5.10.01—Association finance—reserves—authorization (continued)

Statute	Section or article	Description
Mississippi [1]	79-17-27	Power to establish reserves
Mississippi [2]	79-19-9, 31	Power to establish reserves, permission in contract terms
Montana [3]	35-17-106(5)	Power to establish reserves
Nebraska [1]	21-1303(5)	Power to establish reserves
Nevada [1]	81.120(4)	Permission in contract terms
New Hampshire	301:3(VII)	Power to establish reserves
New Jersey	4:13-16(j)	Power to establish reserves
New Mexico [2]	76-12-6(E)	Power to establish reserves
New York	14(f), 113	Power to establish reserves
North Carolina [1]	54-116(10)	May establish reserves
North Carolina [2]	54-151(5), 152(a)	Power to establish reserves, permission in contract terms
North Dakota	10-15-33(1)(e)	May establish reserves
Ohio	1729.03(E), 18	Power to establish reserves, permission in contract terms
Oklahoma [1]	336(m)	Power to establish reserves
Oklahoma [2]	361e(e)	Power to establish reserves
Pennsylvania [1]	12015(IV)	May establish reserves
Pennsylvania [2]	12112(11), 12125(a)	Power to establish reserves, permission in contract terms
South Carolina [2]	33-47-230(5), 1110	Power to establish reserves, permission in contract terms
South Dakota	47-16-50	May establish reserves
Tennessee	43-16-108	Power to establish reserves

Texas [3]	5742(e), 5753	Power to establish reserves, permission in contract terms
Utah	3-1-9(II)(d)	Power to establish reserves
Vermont	994(7), 1018	Power to establish reserves, permission in contract terms
Virginia [1]	13.1-306	May establish reserves
Virginia [2]	13.1-320(b)(4)	Power to establish reserves
Washington [1]	23.86.160	May establish reserves
Washington [2]	24.32.050(5)	Power to establish reserves
West Virginia	19-4-4(e), 16	Power to establish reserves, permission in contract terms
Wisconsin	185.45(4)(a)	May establish reserves
Wyoming	17-10-109, -117	Power to establish reserves, permission in contract terms

Table I5.10.02—Association finance—reserves—required reserves

Statute	Section or article	Description
California [2]	12805(a)	Must establish reserve of 30 percent of paid-up stock
Connecticut [2]	33-193	Must establish reserve of 20 percent of capital stock
Delaware	8536	Must establish reserve 30 percent of paid-up stock
District of Columbia	29-831	Must establish allocated reserve of 50 percent of paid-up stock
Florida [1]	618.15	Any reserve distributed to members must be on patronage basis
Georgia	65-231	Any reserve distributed to members or others must be on patronage basis
Illinois [2]	454.4	Any reserve distribution must be on patronage basis
Indiana	15-7-1-13(g)	Any reserve distribution must be on patronage basis
Iowa [1]	497.17	Must establish reserve of 50 percent paid-up stock, from net profits
Iowa [2]	498.23	Must establish reserve of 40 percent of invested capital, from savings

Table 15.10.02—Association finance—reserves—required reserves (continued)

Statute	Section or article	Description
Iowa [3]	499.30, 31	Must establish reserve of 30 percent of paid-up stock, maximum
Maine	1912(3)	Books of associations must show patrons interest in reserves
Massachusetts [1]	2	Must establish reserve of 30 percent of paid-up stock
Massachusetts [2]	6	Must establish reserve of 30 percent of paid-up stock
Michigan	21.107	Reserves greater than 30 percent of paid-up capital considered surplus
Minnesota [1]	308.06(2)(8)	Articles may provide that records show patron interests in reserves
Mississippi [1]	79-17-27	May be distributed as deemed proper by board and bylaws
Missouri [2]	357.130(1)	Must establish reserve of 50 percent of paid-up stock
Montana [1]	35-15-411	Must establish reserve of 30 percent of paid-up stock
New Mexico [1]	53-4-31(B)	Must establish surplus of 50 percent of paid-up capital
New Mexico [2]	76-12-12(c)	Must establish reserve of 100 percent of paid-up membership or stock
New York	113	Must establish reserves according to detailed rules
North Carolina [1]	54-126	Must establish reserves of 30 percent of paid-up stock
North Dakota	10-15-33(3), (4)	Must establish allocated or unallocated reserves
Oklahoma [2]	3611(c)	Must establish reserve of 100 percent of paid-up membership or stock
Pennsylvania [1]	12015(IV)	Propaganda and social fund required
South Carolina [1]	33-45-180(2)	Must establish reserve of 30 percent of paid-up stock
Virginia [1]	13.1-306	Must establish reserves of 30 percent of paid-up stock, exception
Wyoming	17-10-115(a)	Must establish reserves of 30 percent of paid-up capital, may be more

Table 15.10.03—Association finance—reserves—sources of funds

Statute	Section or article	Description
STANDARD	883f-17	Excess of income over expenses, contract term
Alabama [2]	2-10-65	Similar to Standard Act
Alabama [3]	2-10-103	Charges to members and deductions from proceeds
Arizona	10-718(B)	Profits on income from investment in other corporations
Arkansas [2]	77-917	Similar to Standard Act
California [1]	54262(a)	Similar to Standard Act
California [2]	12805(a)	Portion of net margins
Colorado [2]	7-56-119	Similar to Standard Act
Connecticut [1]	33-193	Portion of net profits
Connecticut [2]	33-212	Portion of resale price
Delaware	8536	Portion of total net earnings
District of Columbia	29-831	Portion of net earnings
Florida [1]	618.15	From earnings
Florida [2]	619.07(5)	Similar to Standard Act
Georgia	65-215	Similar to Standard Act
Idaho	22-2617	Similar to Standard Act

Table 15.10.03—Association finance—reserves—sources of funds (continued)

Statute	Section or article	Description
Illinois [2]	454.4	From earnings
Indiana	15-7-1-13(f)	Net earnings or savings
Iowa [3]	499.30	Portion of net earnings
Kansas [2]	17-1616	Similar to Standard Act
Kentucky [1]	272.030	From net margin after payment of fixed dividends
Louisiana [2]	136	Similar to Standard Act
Massachusetts [1]	2	Portion of net profits
Massachusetts [2]	6	Portion of net profits
Michigan	21.107	From profit and earnings
Minnesota [1]	308.12	From net income
Minnesota [2]	308.68	Similar to Standard Act
Mississippi [1]	79-17-27	Proceeds from members' products
Mississippi [2]	79-19-31	Similar to Standard Act
Missouri [2]	357.130(1)	From net profits
Montana [1]	35-15-411	From net profits
Montana [3]	35-17-315	From net earnings
Nebraska [1]	21-1303(5)	From savings
Nevada [1]	81.120(4)	Similar to Standard Act
New Hampshire	301:31	Similar to Standard Act
New Jersey	4:13-31	Fees, dues, assessments, retained refunds, earnings or savings
New Mexico [1]	53-4-31	From net savings
New Mexico [2]	76-12-12(c)	From net margins
New York	72	From net margins
North Carolina [1]	54-126	Portion of net profits after dividends
North Carolina [2]	54-152(a)	Similar to Standard Act
North Dakota	10-15-33	From total and net proceeds
Oklahoma [1]	3611(c)	From undistributed balance
Pennsylvania [1]	12015(IV)	From net profits
South Carolina [1]	33-45-180(2)	From net profits
South Carolina [2]	33-47-1110	Similar to Standard Act
South Dakota	47-16-50	From net proceeds
Tennessee	43-16-133	Similar to Standard Act
Texas [3]	5753	Similar to Standard Act
Vermont	1018	Similar to Standard Act
Virginia [1]	13.1-306	From net earnings
Virginia [2]	13.1-329(a)	Similar to Standard Act
Washington [2]	24.32.210	Similar to Standard Act
West Virginia	19-4-16	Similar to Standard Act
Wisconsin	185.45(2)	From net proceeds
Wyoming	17-10-115, 121	Similar to Standard Act

Table 15.10.04—Association finance—reserves—amounts

Statute	Section or article	Description
California [2]	12805(a)	10 percent net margins, total at least 30 percent paid-up stock
Connecticut [1]	33-193	10 net profits, total at least 20 percent capital stock
Delaware	8536	10 percent total net earnings, total at least 30 percent paid-up stock
District of Columbia	29-831	10 percent net savings, total at least 50 percent paid-up capital
Iowa [1]	497.17	10 percent net profits, total at least 50 percent of paid-up stock
Iowa [2]	498.23	10 percent savings, total at least 40 percent of invested capital
Iowa [3]	499.30	10 percent net earnings, total based on stock, refunds, dollar limit
Kansas [1]	272,030	10 to 25 percent of net profits
Massachusetts [1]	2	10 percent net profits, total at least 30 percent capital stock
Massachusetts [2]	6	10 percent net profits, total at least 30 percent paid-up stock
Minnesota [1]	308.12(1)	5 percent of net income
Missouri [2]	357.130(1)	10 percent net profits, total at least 50 percent capital stock
Montana [1]	35-15-411	5 percent net profits, total at least 30 percent paid-up stock
New Mexico [1]	53-4-31(A)	10 percent net margins, at least 50 percent paid-up capital
New Mexico [2]	76-12-12(c)	10 percent net savings, at least 100 percent paid-up stock
New York	113	Total amount gain in alternatives
North Carolina [1]	54-126	10 percent net profits, total at least 30 percent paid-up stock
Oklahoma [2]	3611(c)	10 percent undistributed balance, total at least 100 percent paid-up stock
South Carolina [1]	33-45-130(2)	10 percent net profits, total at least 30 percent paid-up stock

Virginia [1]	13.1-306	10 percent net earnings, total at least 30 percent paid-up capital
Wyoming	17-10-115	10 percent net profits, total at least 30 percent paid-up capital

Table 15.10.05—Association finance—reserves—investment

Statute	Section or article	Description
STANDARD	883f-6(c)	May invest funds in bonds or other property bylaws provide
Alabama [2]	2-10-54(8)	Similar to Standard Act
Arizona	10-705(5)	May invest in stocks or bonds of related business, other
Arkansas [1]	64-1515	May invest in another association, member approval, 5 percent limit
Arkansas [2]	77-906(e)	Similar to Standard Act
Arkansas [3]	77-1006(e)	Similar to Standard Act
California [1]	54175	Similar to Standard Act
Colorado [2]	7-56-107(e)	Similar to Standard Act
Connecticut [2]	33-199	May invest reserve funds
Florida [1]	618.07(6)	Similar to Standard Act
Georgia	65-213(e)	Similar to Standard Act
Idaho	22-2606(e)	Similar to Standard Act
Illinois [2]	445(f)	Similar to Standard Act
Kansas [2]	17-1605(f)	Similar to Standard Act, and subsidiary
Louisiana [1]	74(6)	Similar to Standard Act
Louisiana [2]	125(5)	Similar to Standard Act

Table 15.10.05—Association finance—reserves—investment (continued)

Statute	Section or article	Description
Massachusetts [2]	5	At meeting may invest in building
Massachusetts [3]	11	May invest as advisable or as provided in bylaws
Minnesota [2]	308.56(5)	Similar to Standard Act
Mississippi [2]	79-19-9(e)	Similar to Standard Act
Montana [3]	35-17-106(5)	Similar to Standard Act
New Hampshire	301:3(VII)	Similar to Standard Act
New Jersey	4:13-16(j)	May invest as provided in bylaws
New Mexico [2]	76-12-6(G)	May invest in other associations, subsidiary, other securities
New York	14(f)	Similar to Standard Act
North Carolina [2]	54-151(5)	Similar to Standard Act
Ohio	1729.03(E)	Similar to Standard Act
Oklahoma [1]	336(m)	Similar to Standard Act
Oklahoma [2]	361e(e)	May invest in other associations, subsidiaries, limited property
South Carolina [2]	33-47-230(5)	Similar to Standard Act
Tennessee	43-16-108	Similar to Standard Act
Texas [3]	5742(e)	Similar to Standard Act
Vermont	994(7)	Similar to Standard Act
Washington [2]	24.32.050(5)	Similar to Standard Act
West Virginia	19-4-4(e)	Similar to Standard Act

Table 15.10.06—Association finance—reserves—special funds

Statute	Section or article	Description
STANDARD	883f-17	For retiring stock, if any, and other proper reserves
Alabama [2]	2-10-65	Similar to Standard Act
Alabama [3]	2-10-103	Expenses, obligations, property, contingencies; directors and bylaws
Arizona	10-718(B)	Distributed or handled according to board's discretion
Arkansas [2]	77-917	Similar to Standard Act
California [1]	54262(a), (b)	Similar to Standard Act
California [2]	12805(b)	May have educational fund to teach cooperation
Colorado [2]	7-56-119	For retiring stock, if any
Connecticut [1]	33-193	For contingent or sinking fund
Connecticut [2]	33-212	For retiring stock in subsidiary corporation
Delaware	8536	For purposes authorized by bylaws and board
District of Columbia	29-831	Educational fund
Florida [1]	618.15, 17	Permanent surplus fund; reserves for retiring stock, other proper reserves
Florida [2]	619.07(5)	Similar to Standard Act
Georgia	65-215	Similar to Standard Act
Idaho	22-2617	Similar to Standard Act
Illinois [2]	454.4	Permanent surplus fund; Similar to Standard Act
Indiana	15-7-1-15	Similar to Standard Act
Iowa [3]	499.30	Depreciation, contingencies; educational fund

Table 15.10.06—Association finance—reserves—special funds (continued)

Statute	Section or article	Description
Kansas [2]	17-1616	Similar to Standard Act
Louisiana [2]	136	Similar to Standard Act
Massachusetts [1]	2	Contingent or sinking fund
Massachusetts [2]	6	Fund to be used in teaching cooperation
Michigan	21.100	Future operation or future distribution
Minnesota [1]	308.12(1)	Capital reserve, educational fund, fixed asset reserve
Minnesota [2]	308.68	Proper reserves
Mississippi [1]	79-17-27	Expenses, obligations, property, contingencies
Mississippi [2]	79-19-31	Similar to Standard Act
Montana [1]	35-15-411	Educational fund
Montana [3]	35-17-315(1)	Capital reserve, educational fund, fixed assets reserve
New Hampshire	301:31	Similar to Standard Act
New Jersey	4:13-16(j)	For contingencies, working capital, revolving funds
New Mexico [1]	53-4-31(c)	Educational fund
New Mexico [2]	76-12-6(E)	Permanent surplus fund as addition to capital
New York	113	Depreciation, depletion, obsolescence, bad debts
North Carolina [1]	54-126	Educational fund for teaching cooperation
North Carolina [2]	54-152(a)	Similar to Standard Act
North Dakota	10-15-33(1), (2)	Educational fund, depreciation, uncollectible accounts
Ohio	1729.18	Similar to Standard Act
Oklahoma [2]	361e(e)	Permanent surplus fund as addition to capital
Pennsylvania [1]	12015(V)	Propaganda and social fund
South Carolina [1]	33-45-180(2)	Educational fund for teaching cooperation
South Carolina [2]	33-47-1110	Similar to Standard Act
South Dakota	47-16-41, -43	Educational fund, depreciation, uncollectible accounts
Tennessee	43-16-133	Similar to Standard Act
Texas [1]	1396-50.01(34)(a)	Educational fund and fund for general welfare
Texas [3]	5753	Similar to Standard Act
Vermont	1018	Similar to Standard Act
Virginia [1]	13.1-306	Educational fund
Virginia [2]	13.1-329(a)	Similar to Standard Act
Washington [2]	24.32.210	Similar to Standard Act
West Virginia	19-4-16	Similar to Standard Act
Wisconsin	185.45(1)(2)	Fund for teaching cooperative principles, depreciation, uncollectible
Wyoming	17-10-115(a), -116(a)	Educational fund to teach cooperation, stock retirement, others

Table 15.11—Association finance—revolving funds

Statute	Section or article	Statute	Section or article
Delaware	8537	Kentucky [2]	272.201(9)
District of Columbia	29-831(d)	New Jersey	4:13-31
Iowa [3]	499.33	Utah	3-1-9(11)(d)

Table 15.12.01—Association finance—borrowed funds—power to borrow

Statute	Section or article	Description
STANDARD	883f-6(b)	Without limitation as to amount of corporate debt or liability
Alabama [2]	2-10-54(5)	General power granted
Alabama [3]	2-10-99(2)	General power granted
Alaska	10.15.010(7)	Incur liabilities, borrow, issue notes, bonds, certificates, obligations
Arizona	10-705(2)	General power granted
Arkansas [2]	77-906(b)	General power granted
Arkansas [3]	77-1006(b)	General power granted
California [1]	54172	General power granted
Colorado [2]	7-56-107(b)	Similar to Standard Act
Delaware	8508(9)	Incur liabilities, borrow, issue notes, bonds, certificates, obligations
District of Columbia	29-804(7)	General power granted
Florida [1]	618.07(2)	Similar to Standard Act
Georgia	65-213(b)	General power granted
Hawaii	421-9(b)(7)	General power granted
Idaho	22-2606(b)	General power granted
Illinois [1]	317	General power granted
Illinois [2]	445(b)	Similar to Standard Act
Indiana	15-7-1-5(c)	Similar to Standard Act
Iowa [2]	498.20	General power granted
Iowa [3]	499.7(2)	General power granted
Kansas [2]	17-1605(c)	Similar to Standard Act
Kentucky [2]	272.211(3)	Similar to Standard Act
Louisiana [1]	74(2)	General power granted
Louisiana [2]	125(2)	General power granted
Maine	1828(2)(G)	Borrow money, give notes, bonds as security
Maryland	5-504(3)	General power granted
Minnesota [1]	308.05	Borrow, issue bonds to finance business of association
Minnesota [2]	308.56(2)	General power granted
Mississippi [1]	79-17-25	General power granted
Mississippi [2]	79-19-9(b)	General power granted
Missouri [1]	274.060(2)	Similar to Standard Act
Montana [1]	35-15-103(2)(d)	General power granted
Montana [3]	35-17-106(2)	General power granted

Table 15.12.01—Association finance—borrowed funds—power to borrow (continued)

Statute	Section or article	Description
Nebraska [3]	21-1405(6)	General power granted
Nevada [2]	81.220, 230(3)	General power to borrow within bylaw limitations
New Hampshire	301:3(III)	Similar to Standard Act
New Jersey	4:13-16(i)	To borrow maney necessary in conduct of its operations
New Mexico [1]	53-4-4(G)	General power granted
New Mexico [2]	76-12-6(H)	Similar to Standard Act
New York	14(o), (p)	To borrow, contract debts, issue obligations, limit indebtedness
North Carolina [2]	54-151(2)	General power granted
North Dakota	10-15-03(4)	Incur liabilities, borrow, issue notes, bonds, certificates, obligations
Ohio	1729.03(B)	Similar to Standard Act, except associations with capital stock
Oklahoma [1]	336(f)	To borrow money necessary in conduct of its operations
Oklahoma [2]	361e(h)	Similar to Standard Act
Oregon	62.125(7)	Incur liabilities, borrow, issue notes, bonds, certificates, obligations
Pennsylvania [2]	12112(9)	To borrow money necessary in conduct of its operations
Rhode Island	7-7-6(i)	General power granted
South Carolina [2]	33-47-230(2)	General power granted
South Dakota	47-15-30	Incur liabilities, borrow, issue notes, bonds, certificates, obligations
Tennessee	43-16-108	General power granted
Texas [2]	2520	May borrow up to 5 times working capital
Texas [3]	5742(b)	General power granted
Utah	3-1-9(II)(g)	Borrow maney, give notes, bonds as secretary
Vermont	994(3)	Similar to Standard Act
Virginia [2]	13.1-320(b)(8)	General power to borrow
Washington [2]	24.32.050(2)	General power to borrow
West Virginia	19-4-4(b)	Similar to Standard Act
Wisconsin	185.03(4)	Incur liabilities, borrow, issue notes, bonds, certificates, obligations
Wyoming	17-10-109(a)	General power to borrow

Table 15.12.02—Association finance—borrowed funds—power to mortgage

Statute	Section or article	Description
Alabama [1]	2-10-27	Power granted, majority of board to approve
Alabama [3]	2-10-99(3), (4)	Power granted
Alaska	10.15.019(5), (6), (7)	Power granted
Arizona	10-705(4)	Power granted, capital stock or bonds in other associations
Colorado [1]	7-55-106	Power granted, majority vote of board to approve
Connecticut [2]	33-199	Power granted
Delaware	8508(9)	Power granted
District of Columbia	29-804(5)	Power granted
Florida [1]	618.07(2), .08	Power granted, may mortgage stocks of farm supplies
Hawaii	421-9(b)(6)	Power granted

Table 15.12.02—Association finance—borrowed funds—power to mortgage (continued)

Statute	Section or article	Description
Illinois [1]	317	Power granted
Iowa [2]	498.20	Power granted
Iowa [3]	499.7(2), (4)	Power granted
Kentucky [2]	272.241(2)	Power granted, unless articles or bylaws prohibit
Maine	1828(2)(G)	Power granted
Maryland	5-504(3)	Power granted
Massachusetts [3]	11	Power granted
Minnesota [1]	308.05	Power granted
Mississippi [1]	79-17-25	Power granted
Montana [1]	35-15-103(2)(d)	Power granted, real and personal property
Montana [2]	35-16-405	Power granted to board
Nevada [1]	81.110(1)(e)	Power granted
Nevada [2]	81.220(8)	Power granted
Nevada [3]	81.500(2)(e)	Power granted
New Jersey	4:13-16(i)	Power granted
New Mexico [1]	53-4-4(E)	Power granted
New Mexico [2]	76-12-16(H)	Power granted
North Dakota	10-15-03(4)	Power granted
Oklahoma [1]	333, 336(e), (f)	Power granted
Oregon	62.125(5), (6), (7)	Power granted

Pennsylvania [2]	12112(9)	Power granted
South Dakota	47-15-30, 47-18-10	Power granted
Utah	3-1-9(11)(f), (g)	Power granted
Virginia [2]	13.1-320(b)(3), (7), (8)	Power granted
West Virginia	19-4-4(b)	Power granted
Wisconsin	185.03(4), 185.38(2)	Power granted

Table 15.13—Association finance—advances to members

Statute	Section or article	Statute	Section or article
STANDARD	883f-6	Idaho	22-2606(b)
Alabama [2]	2-10-54(5)	Illinois [2]	445(d)
Alabama [3]	2-10-99(7)	Indiana	15-7-1-5(d)
Arizona	10-705(2)	Iowa [3]	499.7(3)
Arkansas [2]	77-906(b)	Kansas [2]	17-1605(c)
Arkansas [3]	77-1006(b)	Kentucky [2]	272.211(3)
California [1]	54172	Louisiana [1]	74(2)
Colorado [2]	7-56-107(b)	Louisiana [2]	125(2)
Florida [1]	618.07(4)	Maine	1828(2)(c)
Georgia	65-213(b)	Maryland	5-504(4)
Hawaii	421-9(b)(3)		

Table 15.13—Association finance—advances to members (continued)

Statute	Section or article	Statute	Section or article
Minnesota [1]	308.05(1)	Oklahoma [1]	332
Minnesota [2]	308.56(2)	Oklahoma [2]	361e(d)
Mississippi [1]	79-17-25	Pennsylvania [2]	12112(10)
Mississippi [2]	79-19-9(b)	Rhode Island	7-7-6(i)
Missouri [1]	274.060(2)	South Carolina [2]	33-47-230(2)
Montana [3]	35-17-106(2)	Tennessee	43-16-108
Nebraska [2]	21-1405(1)	Texas [3]	5742(b)
New Hampshire	301:3(IV)	Utah	3-1-9(II)(c)
New Jersey	4:13-16(i)	Vermont	994(4)
New Mexico [2]	76-12-6(d)	Virginia [2]	13.1-320(b)(3)
New York	14(c)	Washington [2]	24.32.050(2)
North Carolina [2]	54-151(2)	West Virginia	19-4-4(b)
Ohio	1729.03(B)	Wyoming	17-10-109(a)

Table 15.14.01—Association finance—stock acquisition—cooperative associations

Statute	Section or article	Description
STANDARD	883f-6(d)	Acquire and hold ownership in association in related activity
Alabama [2]	2-10-54(7)	Similar to Standard Act
Alaska	10.15.010(b)	Acquire and hold ownership in domestic or foreign association
Arizona	10-705(4)	Similar to Standard Act
Arkansas [1]	64-1515	Majority vote of members, up to 5 percent of another association
Arkansas [2]	77-906(d)	Similar to Standard Act
Arkansas [3]	77-1006(d)	Similar to Standard Act
California [1]	54174	Similar to Standard Act
Colorado [2]	7-56-107(d)	Similar to Standard Act
Connecticut [2]	33-199	Similar to Standard Act
District of Columbia	29-804(6)	To own membership in and share capital of other associations
Florida [1]	618,07(5)	Similar to Standard Act
Georgia	65-213(d), 227	Similar to Standard Act
Hawaii	421-9(b)(5)	Similar to Standard Act
Idaho	22-2606(d)	Similar to Standard Act
Illinois [1]	314	Majority vote of members, up to 25 percent of another association

Table 15.14.01—Association finance—stock acquisition—cooperative associations (continued)

Statute	Section or article	Description
Illinois [2]	445(e)	Similar to Standard Act
Indiana	15-7-1-5(e)	Similar to Standard Act
Iowa [1]	497.12	Majority vote of members, up to 25 percent of capital in another association
Iowa [3]	499.7(4)	May hold interest in association dealing in same products, byproducts
Kansas [2]	17-1605(e), 1617	Similar to Standard Act
Kentucky [2]	272.211(5), 231	Similar to Standard Act
Louisiana [1]	74(5)	Similar to Standard Act
Louisiana [2]	125(4)	Similar to Standard Act
Maine	1828(2)(E)	Own and hold ownership rights of association in related activity
Maryland	5-504(7)	Similar to Standard Act
Michigan	21.105	Majority vote of members, up to 20 percent of capital in another association
Minnesota [1]	308.05	May hold stock in other association
Minnesota [2]	308.56(4)	Similar to Standard Act
Mississippi [2]	79-19-9(d)	Similar to Standard Act
Missouri [2]	357.120	All or part of stock of corporation operating on cooperative plan
Montana [3]	35-17-106(H)	Similar to Standard Act
Nebraska [2]	21-1411	Assns. permitted to acquire membership or stock in other associations
New Hampshire	301:3(VI)	Similar to Standard Act
New Jersey	4:13-16(1)	Similar to Standard Act
New Mexico [1]	53-4-4(F)	Own and hold share capital of other associations
New Mexico [2]	76-12-6(f)	Similar to Standard Act
New York	14(e)	Similar to Standard Act
North Carolina [2]	54-151(4)	Similar to Standard Act
Ohio	1729.03(D)	Similar to Standard Act
Oklahoma [2]	361e(f)	Similar to Standard Act
Oregon	62.125(6)	Acquire, own, hold shares in other cooperatives
Pennsylvania [1]	12011	May invest in stock capital of any other cooperative associations
Pennsylvania [2]	12112(14)	Own and hold ownership rights of association in related activity
Rhode Island	7-7-6(1)	Form or be stockholder in nonprofit association of producers
South Carolina [1]	33-45-816	Majority vote of members up to 25 percent of its capital in another assn.
South Carolina [2]	33-47-230(4)	Similar to Standard Act
South Dakota	47-15-31	Similar to Standard Act
Tennessee	43-16-108	Similar to Standard Act
Texas [1]	1396-50.01(6)(1)	Own and hold share capital in other associations
Texas [3]	5742(d)	Similar to Standard Act
Utah	3-1-9(II)(e)	Own and hold membership rights of association in related activity
Vermont	994(6)	Similar to Standard Act
Virginia [1]	13.1-303	Majority vote of members, up to 25 percent of its stock in another association
Virginia [2]	13.1-320(b)(5)	Own and hold membership rights of association in related activity
Washington [1]	23.86.120	Majority vote of members may invest in another association's capital stock

Table 15.14.01—Association finance—stock acquisition—cooperative associations (continued)

Statute	Section or article	Description
Washington [2]	24.32.050(4)	Similar to Standard Act
West Virginia	19-4-4(d)	Similar to Standard Act
Wyoming	17-10-109(a)(iv), (x)	Similar to Standard Act

Table 15.14.02—Association finance—stock acquisitions—other corporations

Statute	Section or article	Description
STANDARD	883f-23	Organize, own, control corporations handling products, byproducts
Alabama [2]	2-10-69	Similar to Standard Act
Alaska	10.15.010(6)	Organize and hold ownership in domestic or foreign corporation, partnership
Arizona	10-718(A)	Similar to Standard Act
Arkansas [3]	77-1019	Similar to Standard Act
California [1]	54180	Similar to Standard Act
California [2]	12804	Majority vote of stockholders, up to 25 percent of capital
Colorado [2]	7-56-125(1)	Similar to Standard Act
Connecticut [2]	33-214	Similar to Standard Act
Delaware	8508(14)	Have stock in corporation buying and selling agricultural products
District of Columbia	29-804(6)	Own membership in and share capital of any corporation
Florida [1]	618.20	Similar to Standard Act
Florida [2]	619.07(4), .08	Similar to Standard Act, if business conducted solely for agriculture

Georgia	65-217	Similar to Standard Act
Idaho	22-2621	Similar to Standard Act
Illinois [1]	314	Majority vote of stockholders, up to 25 percent stock or reserves
Illinois [2]	462	Similar to Standard Act
Indiana	15-7-1-21	Similar to Standard Act
Kansas [2]	17-1617a	Similar to Standard Act
Kentucky [2]	272.211(5), 231	Similar to Standard Act
Louisiana [2]	141	Similar to Standard Act
Maryland	5-504(7)	Similar to Standard Act
Michigan	21.105	Majority vote of members at meeting, up to 20 percent of its capital
Minnesota [1]	308.05	May acquire and hold stock in other corporations
Minnesota [2]	308.74	Similar to Standard Act
Mississippi [2]	79-19-41	Similar to Standard Act
Missouri [1]	274.220(1)	Similar to Standard Act except nonstock only
Nebraska [2]	21-1405(9)	Similar to Standard Act
New Hampshire	301:36	Similar to Standard Act
New Mexico [1]	53-4-4(F)	Own and hold share capital of other corporations
New York	122	Own and hold shares of any other corporation

Table 15.14.02—Association finance—stock acquisitions—other corporations (continued)

Statute	Section or article	Description
North Carolina [2]	54-155	Similar to Standard Act
Ohio	1729.22	Similar to Standard Act
Oklahoma [1]	336(o)	Similar to Standard Act
Oregon	62.125(6)	Acquire, own, and hold shares in other corporations
South Carolina [2]	33-47-100	Similar to Standard Act
South Dakota	47-15-31	Acquire and hold ownership in domestic or foreign corporation
Tennessee	43-16-139	Similar to Standard Act
Texas [3]	5758	Similar to Standard Act
Vermont	1023	Similar to Standard Act
Virginia [1]	13.1-303	Majority vote at meeting, up to 25 percent of its stock in corporation
Virginia [2]	13.1-320(b)(5)	Own and hold shares of corporation engaged in related activity
Washington [2]	24.32.270	Similar to Standard Act
West Virginia	19-4-22	Similar to Standard Act

Table 15.14.03—Association finance—stock acquisitions—banks for cooperatives

Statutes	Section or article	Statute	Section or article
Alabama [1]	2-10-27	Texas [3]	5742(d)
Mississippi [2]	79-19-63		

Table 15.15.01—Association finance—stock redemption—common stock repurchase

Statute	Section or article	Description
STANDARD	883f-14	May purchase its common stock in cash, within 1 year, at book value
Alabama [2]	2-10-65	Similar to Standard Act
Alabama [3]	2-10-98	Under special conditions, must repurchase shares at par or appraised value
Alaska	10.15.100	Unless articles provide otherwise, may repur. share or other evidences equity
Arkansas [2]	77-914	Similar to Standard Act
California [1]	54238	Similar to Standard Act
California [2]	12452, 12803	Right to repurchase from inactive, deceased, member wishing to transfer
Colorado [2]	7-56-116(7)	Similar to Standard Act
Delaware	8531	Right to repurchase from inactive member, required if transferee rejected
District of Columbia	29-826, 827, 830	Right to repurchase from inactive member, required if transferee rejected
Georgia	65-206	Similar to Standard Act
Idaho	22-2614	Similar to Standard Act
Illinois [2]	454.7	Similar to Standard Act
Indiana	15-7-1-13(h)	Similar to Standard Act
Kansas [2]	17-1613	Similar to Standard Act
Kentucky [2]	272.201(9)	May purchase capital stock for cash at lesser of par or book value
Louisiana [2]	133	Similar to Standard Act, except payment within 30 days
Maryland	5-508(a)(4)(11)	Board of directors has right to redeem stock
Mississippi [1]	79-17-23	Under special conditions, must repurchase shares at par or appraised value

Table 15.15.01—Association finance—stock redemption—common stock repurchase (continued)

Statute	Section or article	Description
Mississippi [2]	79-19-25	Similar to Standard Act
Montana [3]	35-17-302(5)	Similar to Standard Act
New Mexico [1]	53-4-26, 27, 30	Right to repurchase from inactive member, required if expelled or transferee rej.
New York	14(h)	Association may establish general rules for purchase of shares
North Carolina [1]	54-120	Association has repurchase right for any stock for sale
North Carolina [2]	54-148(h)	Similar to Standard Act
North Dakota	10-15-20(3)	May redeem its own stock
Ohio	1729.10(J)	Similar to Standard Act
Oregon	62.235(1)	May redeem its own stock
Pennsylvania [2]	12115(b)	May redeem common stock at book or par value
Rhode Island	7-7-12	Articles or bylaws may give association redemption right for common stock for sale
South Carolina [2]	33-47-660	Similar to Standard Act
South Dakota	47-16-23	May redeem its own stock
Tennessee	43-16-129	Similar to Standard Act
Texas [1]	1396-50.01(29),(30),(33)	Right for withdrawal or inactive status, required if expelled or transferee rej.
Texas [3]	5750	Similar to Standard Act
Virginia [2]	13.1-322(h)	Association may purchase its voting stock for cash at book or par value
Washington [1]	23.86.110	May purchase stock from any stockholder
Washington [2]	24.32.060(5)	May purchase stock from any associate member

West Virginia	19-4-13	Similar to Standard Act
Wisconsin	185.21(5)	May redeem its own stock

Table 15.15.02—Association finance—stock redemption—common stock repurchase limitations

Statute	Section or article	Description
STANDARD	883f-14	May not repurchase when association debts exceed 50 percent of assets
Alabama [2]	2-10-62	Similar to Standard Act
Alaska	10.15.105	No repurchase of shares or other equity if remaining assets less than indebtedness
Arkansas [2]	77-914	Similar to Standard Act
California [1]	54238	Similar to Standard Act
Colorado [2]	7-56-116(7)	Similar to Standard Act
Connecticut [1]	33-191	Not less than par value when disposing of shares to the board of directors
District of Columbia	29-826, 830	May not repurch. com. or pref. if solvency jeopardized or insufficient reserves
Georgia	65-206	Similar to Standard Act
Idaho	22-2614	Similar to Standard Act
Illinois [2]	454.7	Similar to Standard Act

Table 15.15.02—Association finance—stock redemption—common stock repurchase limitations (continued)

Statute	Section or article	Description
Indiana	15-7-1-13(h)	Similar to Standard Act and when prohibited by articles and bylaws
Iowa [3]	499.15	Restrictions or limitations must be stated on certificates
Kansas [2]	17-1613	Similar to Standard Act
Kentucky [2]	272.201(9)	Similar to Standard Act
Louisiana [2]	133	Similar to Standard Act
Maryland	5-508(b)	Must pay greater of book or par value
Mississippi [2]	79-19-25	Similar to Standard Act
Montana [3]	35-17-302	Similar to Standard Act
New Mexico [1]	53-4-26, 30	May not repurchase members' holdings if insufficient surplus funds
North Carolina [2]	54-148(h)	Similar to Standard Act
North Dakota	10.15.20(3)	Unless articles prohibit or liquidation value jeopardized
Ohio	1729.10(J)	Similar to Standard Act
Oregon	62.235(1)	Unless articles prohibit or when liabilities exceed assets
Pennsylvania [2]	12115(b)	When holder is inactive, becomes ineligible
South Carolina [2]	33-47-660	Similar to Standard Act
South Dakota	47-16-23, 24	Unless articles prohibit or liquidation value jeopardized
Tennessee	43-16-129	Similar to Standard Act
Texas [1]	1396-50.01(30), (33)	May not repur. invest. or membership certificates if solvency jeopardized
Texas [3]	5750	Similar to Standard Act
Virginia [2]	13.1-322(h)	Except when debt exceed 50 percent of assets
Washington [1]	23.86.110	May purchase from overinvested or ineligible members, regardless of surplus
Washington [2]	24.32.060(5)	May purchase stock from any associate member
West Virginia	19-4-13	Similar to Standard Act
Wisconsin	185.21(5)	Unless articles prohibit or liquidation value jeopardized

Table 15.15.03—Association finance—stock redemption—preferred stock repurchase

Statute	Section or article	Description
STANDARD	883f-14	Redeemable under terms and conditions in articles and printed on stock certificates
Alabama [2]	2-10-62	Similar to Standard Act
Alaska	10.15.100	Unless articles provide otherwise, may purch. shares or other evidences of equity
Arkansas [2]	77-914	Similar to Standard Act
Arkansas [3]	77-1014	Similar to Standard Act
California [2]	12452, 12803	Right to repurchase from inactive, deceased, member wishing to transfer
Colorado [2]	7-56-116(6)	Similar to Standard Act
District of Columbia	29-826, 827, 830	Right to repurchase from inactive member, required if expelled or transferee rej.
Florida [1]	618.15	Similar to Standard Act
Georgia	65-206	Similar to Standard Act
Hawaii	421-11(e)	Similar to Standard Act
Idaho	22-2614	Similar to Standard Act
Illinois [2]	454.6	Similar to Standard Act
Indiana	15-7-1-13(i)	May be redeemed except if prohibited in articles, bylaws, insolvency, etc.

Table 15.15.03—Association finance—stock redemption—preferred stock repurchase (continued)

Statute	Section or article	Description
Iowa [3]	499.15	Redemption restrictions or limitations must be stated on certificates
Kansas [2]	17-1613	Similar to Standard Act
Kentucky [2]	272.201(7)	Similar to Standard Act; no repurchase if debts more than 50 pct. of assets
Louisiana [2]	133	Similar to Standard Act
Maine	1912(5)	Similar to Standard Act
Maryland	5-508(a)(4)(ii), (b)	Board has right to redeem stock for greater of par or book value
Minnesota [2]	308.65	Similar to Standard Act
Mississippi [1]	79-17-23	Under special conditions, must repurch. shares at par or appraised value
Mississippi [2]	79-19-25	Similar to Standard Act; similar to common stock repurchase
New Hampshire	301:29	Similar to Standard Act
New Mexico [1]	53-4-26, 27, 30	Right to repurchase from inactive members, required if expelled or transferee rej.
New Mexico [2]	76-12-12(F)	Similar to Standard Act
North Carolina [1]	54-120	Association has repurchase right for any stock for sale
North Carolina [2]	54-148(f)	Similar to Standard Act
North Dakota	10.15.20(3)	May redeem unless articles prohibit or liquidation value jeopardized
Ohio	1729.10(H)	Similar to Standard Act
Oklahoma [2]	361k(d)	Similar to Standard Act
Oregon	62-235(1)	May redeem its own stock, unless articles prohibit or when liabil. exceed assets
Pennsylvania [2]	12115(c)(d)	Redemption options printed on certificate

South Carolina [2]	33-47-620	Similar to Standard Act
South Dakota	47-16-23, 24	May redeem its own stock unless articles prohib. or liquid. value jeopardized
Tennessee	43-16-127	Similar to Standard Act
Texas [1]	1396-50.01(29)(30)(33)	Invest. certif. repurch. on withdrawal or inact. status; req. if expelled or rej.
Texas [3]	5750	Similar to Standard Act
Utah	3-1-11(3)	Similar to Standard Act
Vermont	1017	Similar to Standard Act
Virginia [2]	13.1-322(g)	Similar to Standard Act, applicable to nonvoting stock only
Washington [1]	23.86.110	May purchase stock for any overinvested or ineligible member
Washington [2]	24.32.160	Similar to Standard Act
West Virginia	19-4-13	Similar to Standard Act
Wisconsin	185.21(5)	May red. its own stock unless art. prohibit or liquidation value jeopardized
Wyoming	17-10-110(g)	Similar to Standard Act

Table 15.15.04—Association finance—stock redemption—preemptive rights

Statute	Section or article	Description
Alaska	10.15.065	Shareholders have no preemptive right to purchase additional shares
North Dakota	10.15.20(5)	Shareholders have no preemptive right to purchase additional shares
Oregon	62.175(5)	Shareholders have no preemptive right to purchase additional shares
Pennsylvania	12114(g)	Assn. may issue shares without first offering them to shareholders
South Dakota	47-16-26	Shareholders have no preemptive right to purchase additional shares
Wisconsin	185.21(5)	Shareholders have no preemptive right to purchase additional shares

Table 16.01—Merger, consolidation, subsidiaries—specific reference

Statute	Section or article	Description
Alaska	10.15.400 10.15.440	Two or more associations With domestic or foreign business corporations
Arkansas [3]	77-1028 77-1033	Domestic or foreign association Two or more associations
California [1]	54180	Two or more associations
Colorado [1]	7-55-112	Two or more associations
Connecticut	33-206	Two or more associations
Hawaii	421-21.5	Merger of associations formed under chapter
Idaho	22-2622A	Merger of associations formed under act
Illinois [2]	470	Membership association with capital stock association
Indiana	15-7-1-8	One or more associations or corporations
Iowa [3]	499.61,69	Two or more associations, foreign or domestic
Kentucky [2]	272.301	Two or more associations, with or without capital stock
Maine	1951	Two or more associations, with or without capital stock
Maryland	5-527(a)	May merge or consolidate as in general business law
Minnesota [1]	308.15(4)	Two or more associations may merge or consolidate
Montana [1]	35-15-501	Two or more associations
Montana [3]	35-17-501	Two or more associations
Nevada [1]	81.130	Two or more associations
Nevada [3]	81.510	Two or more associations
New Jersey	4:13-10, 16(m)	Two or more associations
North Carolina [2]	54-159(a) 54-164	Domestic and foreign associations Two or more domestic associations, with or without capital stock
North Dakota	10-15-41	Two or more associations
Oregon	62.610(1) 62.625	Two or more associations With domestic or foreign business corporation
Pennsylvania [2]	12112(10), 12129	Two or more associations
South Dakota	47-18-1	Two or more associations
Tennessee	43-16-147	Two or more associations
Utah	3-1-31	Two or more associations, with or without capital stock
Vermont	1061	Two or more associations, with or without capital stock
Virginia [2]	13.1-339	Power to combine with another like association
Washington [1]	23.86.220	With one or more domestic association or ordinary business corporation
Wisconsin	185.61	Two or more associations

Table 16.02—Merger, consolidation, subsidiaries—procedures

Statute	Section or article	Description
Alaska	10.15.405	Board resolution, member approval
Arkansas [3]	77-1028	Board resolution, preparation of plan, submission to members
California [1]	54180	As in general corporation laws
Connecticut [2]	33-206	As in general corporation laws as far as practicable
Hawaii	421-21.5	As in general corporation laws except membership vote

Table 16.02—Merger, consolidation, subsidiaries—procedures (continued)

Statute	Section or article	Description
Idaho	22-2622A	Board resolution, member approval
Illinois [2]	470	Conform to general corporation law as nearly as possible
Indiana	15-7-1-8	Adoption of merger agreement by members
Iowa [3]	499.62	Board resolution by majority, member approval
Kentucky [2]	272.311	Board resolution, member approval
Maine	1951	Director vote of both associations, member approval
Maryland	5-527(a)	As for stock corporations generally
Minnesota [1]	308.75(4)	Preparation of plan by board or committee, submission to members
Montana [1]	35-15-502	Preparation of plan by board or committee, submission to members
Montana [3]	35-17-502	Preparation of plan by board or committee, submission to members
Nevada [1]	81.130(1)	Assent of members, written agreement
Nevada [3]	81.510(1)	Assent of members, written agreement
New Jersey	4:13-10	Joint board agreement, submitted to membership
North Carolina [2]	54-149,160,161	Board resolution, member approval
North Dakota	10-15-41	Written plan prepared by board or committee, member approval
Oregon	62.610(2)	Board resolution, member approval
Pennsylvania [2]	12129	Business corporation law followed
South Dakota	47-18- 1	Preparation of plan by board or committee, submission to members
Utah	3-1-31	Resolution by board, submission to members
Vermont	1061	Written plan prepared by board or committee, member approval
Virginia [2]	13.1-339	In accordance with law regarding other corporations
Washington [1]	23.86.220	Two-thirds of trustees to adopt plan, member approval
Wisconsin	185.61	Preparation of plan by board or committee, submission to members

Table 16.03—Merger, consolidation, subsidiaries—contents of plan

Statute	Section or article	Description
Alaska	10.15.405	Names, terms and conditions, effects on members, other
Arkansas [3]	77-1028	Names, terms and conditions, other
Iowa [3]	499.62, 499.63	Names, terms and condition, effects on members, other
Kentucky [2]	272.301,272.305	Names, terms and conditions, other
Minnesota [1]	308.15(4)	Terms and proposed effects on members
Montana [1]	35-15-502	Terms and proposed effects on members
Montana [3]	35-17-502	Terms and proposed effects on members
Nevada [1]	81.130(1)(b)	All matters necessary to articles of association
Nevada [3]	81.510(1)(b)	All matters necessary to articles of association
New Jersey	4:13-10	All terms of merger and facts required in original articles
North Carolina [2]	54-159(b), 160(b)	Names, terms and conditions, effects on members, other
North Dakota	10-15-41	Terms and proposed effects on members
Oregon	62.610(2)	Names, terms and conditions, effects on members, other
South Dakota	47-18-1, 2	Names, terms and conditions, effects on members, other
Utah	3-1-31	Names, terms and conditions, effects on members, other

Table 16.03—Merger, consolidation, subsidiaries—contents of plan (continued)

Statute	Section or article	Description
Vermont	1061(3)	Names, terms and conditions, effects on members, other (see text)
Washington [1]	23.86.220	Names, terms and conditions, effects on members, other (see text)
Wisconsin	186.62(1)	Terms and proposed effect on members

Table 16.04—Merger, consolidation, subsidiaries—approval

Statute	Section or article	Description
Alaska	10.15.410	Majority of member votes cast at meeting, majority of shareholders
Arkansas [3]	77-1030	Two-thirds of members voting at meeting or by proxy, majority must vote, notice
Colorado [1]	7-55-112	Two-thirds of directors and two-thirds members voting at meeting or by mail
Hawaii	421-21.5	Two-thirds voting power of each association
Idaho	22-2226A	Two-thirds members or stockholders voting at meeting or by mail, notice
Indiana	15-7-1-8	Majority of members entitled to vote whether voting equal or unequal
Iowa [3]	499.64	Two-thirds members or stockholders voting at meeting or by mail, majority must vote
Kentucky [2]	272.311	Two-thirds of voting members present at meeting, or by proxy
Maine	1951	Two-thirds of voting members present at meeting
Minnesota [1]	308.15(4)	Two-thirds vote cast at meeting or by mail, notice specified
Montana [1]	35-15-503	Two-thirds vote cast at meeting, notice specified
Montana [3]	35-17-503	Two-thirds vote cast at meeting, notice specified
Nevada [1]	81.130(1)	Two-thirds written assent of members or votes representing two-thirds of members

Nevada [3]	81.510(1)	Two-thirds written assent of members or votes representing two-thirds of members
New Jersey	4:13-10	Majority vote of each association's members; meeting
North Carolina [2]	54-161(a)	Two-thirds vote of members present at meeting where quorum present, notice
North Dakota	10-15-42	Majority of members as for adoption of articles
Oregon	62.610(3)	Majority of member votes cast at meeting, majority of shareholders
Pennsylvania [2]	12129(a)	Majority of members voting at meeting, notice
South Dakota	47-18-1	Majority of members as for adoption of articles
Utah	3-1-32,33, 34	Majority of member votes cast at meeting, majority of shareholders
Vermont	1061(3)	Two-thirds vote of members voting at meeting
Virginia [2]	13.1-339	Two-thirds vote of those voting at regular or special meeting
Washington [1]	23.86.220	Two-thirds member vote at meeting, by proxy or by mail
Washington [2]	24.32.310	Vote as for adoption of articles
Wisconsin	185.61	Adoption as for amendment of articles

Table 16.05—Merger, consolidation, subsidiaries—abandonment of plan

Statute	Section or article	Statute	Section or article
Alaska	10.15.415	Utah	3-1-35
Iowa [3]	499.70	Washington [1]	23.86.220
Kentucky [2]	272.311		
North Carolina [2]	54-161(b)		
Oregon	62.610(4)		

Table 16.06—Merger, consolidation, subsidiaries—articles of merger

Statute	Section or article	Description
Alaska	10.15.420, 425	Merger plan, adoption, record of votes, executed and verified
Arkansas [3]	77-1031	Merger plan, adoption, record of votes, executed and verified
Iowa [3]	499.67	Merger plan, adoption, record of votes, executed and verified
Kentucky [2]	272.311	Plan of merger, record of meeting, certification of votes
Maine	1951	Merger agreement
Minnesota [1]	308.15(4)	Articles executed, approved by attorney general
Montana [1]	35-15-504	Documents executed
Montana [3]	35-17-504	Documents executed
Nevada [1]	81.130(2)	Agreement executed
Nevada [3]	81.510(2)	Agreement executed
New Jersey	5(b), (c)	Merger plan
North Carolina [2]	54-162(a)	Plan of merger, record of meeting, certification of votes
North Dakota	10-15-42	Plan of merger and other requirements of articles amendment
Oregon	62.615(1)	Merger plan, adoption, record of votes, executed and verified
South Dakota	47-18-2	Plan of merger and other requirements of articles amendment
Utah	3-1-36	Merger plan, adoption, record of votes, execution and verification
Vermont	1061(3)	Executed with affidavit of compliance with statutes
Washington [1]	23.86.220	Merger plan, adoption, record of votes, execution and verification
Wisconsin	185.62	Plan of merger and other requirements of articles amendment

Table 16.07—Merger, consolidation, subsidiaries—filing

Statute	Section or article	Statute	Section or article
Alaska	10.15.430	Nevada [3]	81.510(2)
Arkansas [3]	77-1031	New Jersey	4:13-10
Colorado [1]	7-55-112	North Carolina [2]	54-162(a)
Iowa [3]	499.67	North Dakota	10-15-42
Kentucky [2]	272.311(2)	Oregon	62.615(2)
Maine	1951	South Dakota	47-18-2
Minnesota [1]	308.15(4)	Utah	3-1-36
Montana [1]	35-15-504	Vermont	1062
Montana [3]	35-17-504	Washington [1]	23.86.220
Nevada [1]	81.130(2)	Wisconsin	185.62(1)

Table 16.08—Merger, consolidation, subsidiaries—result of merger or consolidation

Statute	Section or article	Description
Alaska	10.15.435	Former associations cease, new property rights and liabilities
Arkansas [3]	77-1032	Former associations cease, new property rights, liabilities, creditor rights
Colorado [1]	7-55-112	Former associations cease, new rights, duties, liabilities
Connecticut [2]	33-206	New rights, duties and liabilities, same as for other corporations
Iowa [3]	499.68	Detailed description of effect
Kentucky [2]	272.311(5)	All assns. except surviving assn. cease, new property rights and liabilities
Maine	1951	Components cease to exist, new rights, duties, liabilities
Minnesota [1]	308.15(4)	Former organization cease, new rights and responsibilities, creditor rights
Montana [1]	35-15-505	Former organizations cease, new rights and responsibilities, creditor rights
Montana [3]	35-17-505	Former organizations cease, new rights and responsibilities, creditor rights
Nevada [1]	81.130	Former organizations cease, rights and duties, property passes
Nevada [3]	81.510	Former organizations cease, rights and duties, property passes
North Carolina [2]	54-163	Former organizations cease, new property rights and liabilities
North Dakota	10-15-42	Survival specified in merger plan, creditors rights
Oregon	62.620	Former organizations cease, new property rights and liabilities
Pennsylvania [2]	121.29(a)	Governed by business corporation law
South Dakota	47-18-3	Former organizations cease, new property rights and liabilities
Utah	3-1-37	Former organizations cease, new property rights and liabilities
Vermont	1064, 1065	Powers and title to property pass, creditors rights unimpaired
Washington [1]	23.86.230	Former organizations cease, new property rights and liabilities
Wisconsin	185.62	Survival specified in merger plan, creditor rights preserved

Table 16.09—Merger, consolidation, subsidiaries—rights of dissenting member

Statute	Section or article	Description
Arkansas [3]	77-1038	Not entitled to interest in association
Idaho	22-2622A	Not entitled to interest in association
Iowa [3]	499.65, 66, 69	Objection, valuation, purchase of dissenting member's share
Kentucky [2]	272.321	Demand, valuation, court appraisal, payment to dissenting member
Maryland	5-527(b)	Some rights as in business law
North Carolina [2]	54-166	Demand, valuation, court appraisal, payment to dissenting member
Pennsylvania [2]	12129(a)	Same rights and remedies as under business corporation law
Utah	3-1-39, 40	Demand, valuation, court appraisal, payment to dissenting member
Vermont	1061(2)	Demand, valuation, arbitration
Virginia [2]	13.1-339	Fair cash value due is that due if association dissolved
Washington [1]	23.86.220(10)	Rights and payment of dissenting members same as business statute

Table 16.10—Merger, consolidation, subsidiaries—subsidiary formation

Statute	Section or article	Statute	Section or article
STANDARD	883f-23	Kansas [1]	17-1617(a)
Alabama [2]	2-10-69	Kentucky [2]	272.231
Arizona	10-718	Louisiana [2]	141
Arkansas [2]	77-921	Minnesota [2]	308.74
California [1]	54180	Mississippi [2]	79-19-41
Colorado [2]	7-56-125	New Hampshire	301:36
Connecticut [2]	33-214	Ohio	1729.22
Florida [1]	618.20	Oklahoma [1]	336(o)
Florida [2]	619.07(4)	Texas [3]	5758
Georgia	65-217	Vermont	1023
Idaho	22-2621	West Virginia	19-4-22
Illinois [2]	462		
Indiana	15-7-1-21		

Table 17.01.01—Dissolution—disposition of all assets—authorization

Statute	Section or article	Description
Alaska	10.15.305	Sale, lease, exchange, board resolution, member approval
Arkansas [3]	77-1037	Sale, lease, exchange, board resolution, member approval
Delaware	8514	Conditions for special approval given
Florida [1]	618.07(8)	Member consent required
Indiana	15-7-1-8	As in general corporation statute
Kansas [1]	17-1518	Three-fourths of membership
Kansas [2]	17-1636	Approval of board and membership required
Kentucky [2]	272.241	Sale, lease, or exchange; approval of asset mortgage not required
Minnesota [1]	308.05(6)	Authorization required
Montana [1]	35-15-506	Stockholders may authorize
Montana [3]	35-17-506	Stockholders may authorize
North Carolina [2]	54-165	Sale, lease or exchange; approval of asset mortgage not required
North Dakota	10-15-32(1)	Member authorization required for disposition of fixed assets
Oregon	62.435	Sale, lease, exchange, disposition; terms and consideration
Pennsylvania [2]	12129	Authorized according to business corporation law
South Dakota	47-18-9	Member authorization required for disposition of fixed assets
Virginia [2]	13.1-340	No approval for mortgage of all assets without association goodwill
Washington [2]	24.32.310	Sale, lease, exchange; approval of articles amendment applies
Wisconsin	185.38(1)	Member authorization required for disposition of fixed assets

Table 17.01.02—Dissolution—disposition of all assets—approval

Statute	Section or article	Description
Alaska	10.15.305	Majority member votes cast, majority of shareholders votes, terms
Arkansas [2]	77-1037	Two-thirds of members of meeting, at least majority represented
Delaware	8514	Written consent of majority of voting stockholders or vote at meeting, exception
Florida [1]	618.07(8)	Written consent or vote, two-thirds members or holders of two-thirds common stock
Indiana	15-7-1-8	Majority vote of eligible members, whether voting equal or unequal
Kansas [1]	17-1518	Three-fourths of stockholders voting in person or by proxy
Kansas [2]	17-1636	Two-thirds stock vote, two-thirds member vote or two-thirds member voting at meeting
Minnesota [1]	308.05(6)	Resolution by stockholders, two-thirds of votes cast at meeting or by mail
Montana [1]	35-15-506	Two-thirds approval of those entitled to vote and voting at meeting
Montana [3]	35-17-506	Two-thirds approval of those entitled to vote and voting at meeting
North Carolina [2]	54-165(a)	Board resolution, two-thirds member vote present at meeting
North Dakota	10-15-32(1)	Approval of three-fourths voting members at meeting
Oregon	62.435	Majority member votes cast, majority of shareholders votes, terms
South Dakota	47-18-9	Approval of three-fourths members voting at meeting
Virginia [2]	13.1-340	Two-thirds vote of members present or represented by proxy
Wisconsin	185.38(1)	Approval of two-thirds of those voting at meeting

Table 17.01.03—Dissolution—disposition of all assets—consideration

Statute	Section or article	Statute	Section or article
Alaska	10.15.300	Oregon	62.435(2)
Arkansas [3]	77-1037	Virginia	13.1-340
North Carolina [2]	54-165(a)		

Table 17.01.04—Dissolution—disposition of all assets—abandonment

Statute	Section or article	Statute	Section or article
Alaska	10.15.310	Oregon	62.435(3)
Arkansas [3]	77-1037	Virginia [2]	13.1-340

Table 17.02.01—Dissolution—corporate dissolution—voluntary

Statute	Section or article	Description
Alabama [1]	2-10-35	By act of association
Alaska	10.15.010, 10.15.460	Power granted; by act of association
Colorado [1]	7-55-114	By act of association
Colorado [2]	7-55-114	By act of association
Colorado [3]	7-55-114	By act of association
Connecticut [2]	33-215	By act of association, nonstock association corporation law applied
Delaware	8513	General corporation law applied
District of Columbia	29-836	By members of association
Florida [1]	618.25	By act of association
Florida [2]	619.07(8)	By act of association
Hawaii	421-9(b)(13), 421-21	Power granted; corporation rules apply
Indiana	15-7-1-8	General corporation law applied
Iowa [3]	499.47(2)	By act of association
Kentucky [2]	272.235(1)	By act of association
Maine	1828(2)(m), 1952	Power granted; by act of association
Maryland	5-527	As stock corporations generally
Minnesota [1]	308.14(2)	By act of association
Missouri [2]	357.180	By act of association, but only for reincorporation
Nevada [1]	81.140	By act of association
Nevada [2]	81.280	By act of association
Nevada [3]	81.520	By act of association
New Jersey	4:13-16(m), 4:13-11	Power granted; by act of association
New Mexico [1]	53-4-36	By act of association
New York	17	By act of association
North Dakota	10-15-45; 10-16-50	By act of association; remedies preserved for 2 years

Table 17.02.01—Dissolution—corporate dissolution—voluntary (continued)

Statute	Section or article	Description
Oklahoma [1]	349	By act of association
Oregon	62.125(14), 62.655	Power granted; by act of association
Pennsylvania [1]	12023	By act of association
Pennsylvania [2]	12112(20), 12129	Power granted; by act of association
South Dakota	47-18-11	By act of association
Texas [1]	1396-50.01(38)(a)	By act of association
Utah	3-1-9, 20(I)	Power granted, by act of association
Virginia [2]	13.1-320(b)(14); 13.1-322	Power granted, by act of association
Washington [2]	24.32.300	By act of association
Wisconsin	185.03(11), 185.71	Power granted, by act of association

Table 17.02.02—Dissolution—corporate dissolution—involuntary

Statute	Section or article	Description
Alabama [1]	2-10-29 to 34	Violation of purpose of organization
Alaska	10.15.505, 510	Business statute applies, jurisdiction of court
Connecticut [1]	33-189	Failure to file annual statement
District of Columbia	29-836	Procedure cited
Iowa [1]	497.21	If dividends not declared on paid-up capital for 5 consecutive years
Iowa [3]	499.51	Failure to file annual report
Kansas [2]	17-1631	For failure to carry on business

Michigan	21.108	For failure to pay dividends on stock for 5 consecutive years, bylaw require.
Montana [1]	35-15-412	By suit if no dividends on stock paid for 5 years
New Hampshire	301:41, 42	Failure to file annual reports with Commissioner of Agriculture
New York	19	For failure to file audit report for 3 consecutive years
North Dakota	10-15-46	Initiation by attorney general, reasons listed
Oregon	62.690	Business statute applies
South Dakota	47-18-15	Initiation by attorney general, reasons listed
Texas [1]	1396-50.01(38)(b)	As in nonprofit corporations law
Utah	3-1-20(II)	Petition by court trustee or attorney general
Wisconsin	185.72	List of reasons

Table 17.02.03—Dissolution—corporate dissolution—initiation

Statute	Section or article	Description
Alabama [1]	2-10-35	Board resolution
Alaska	10-15-460	Board shall adopt resolution
Colorado [1]	7-55-114	Board resolution, two-thirds director approval
Colorado [2]	7-55-114	Board resolution, two-thirds director approval
Colorado [3]	7-55-114	Board resolution, two-thirds director approval
Connecticut [2]	33-215	Not less than one-twentieth of members
District of Columbia	29-836	Two-thirds vote of membership at regular or special meeting
Florida [1]	618.25	Petition of two-thirds of members or stockholders

Table 17.02.03—Dissolution—corporate dissolution—initiation (continued)

Statute	Section or article	Description
Florida [2]	619.07(8)	Written request of two-thirds voting power
Indiana	15-7-1-8	Three-fourths of members at meeting
Iowa [3]	499.47(2)	Two-thirds of votes cast, majority of members must be present
Kentucky [2]	272.325(1)	Two-thirds votes at meeting, delegates, proxy if permitted
Maine	1952(1)	Vote at meeting, two-thirds of voting power voting
Minnesota [1]	308.14(2)	Resolution adopted by two-thirds votes cast at meeting
Nevada [2]	81.280(1)	Written request of two-thirds of members
Nevada [3]	81.520	Written request of two-thirds of members
New Jersey	4:13-11	Majority vote of members voting at meeting, delegates
New Mexico [1]	53-4-36	Two-thirds vote of entire membership at regular or special meeting
New York	17	Vote of two-thirds of members or stockholders voting, delegates
North Dakota	10-15-45(1)	Resolution adopted by members at meeting, with or without quorum
Oklahoma [1]	349	Two-thirds vote of all members
Oregon	62.655(1)	Board shall adopt resolution
Pennsylvania [1]	12023	Resolution by majority vote of all members, special meeting
South Dakota	47-18-11	Resolution adopted by members at meeting, with or without quorum
Texas [1]	1396-50.01(38)(a)	Vote of two-thirds of entire membership
Utah	3-1-20(I)(a)	Two-thirds of members voting at meeting
Virginia [2]	13.1-332(a)	Two-thirds of voting power voting

Washington [2]	24.32.300	Two-thirds of vote of all members
Wisconsin	185.71(1)	Resolution adopted by members at meeting, with or without quorum

Table 17.02.04—Dissolution—corporate dissolution—approval

Statute	Section or article	Description
Alabama [1]	2-10-35	Vote of two-thirds of members
Alaska	10.15.460	Two-thirds of votes cast, articles may detail voting requirements
Colorado [1]	7-55-114	Two-thirds of member votes cast or mail vote
Colorado [2]	7-55-114	Two-thirds of member votes cast or mail vote
Colorado [3]	7-55-114	Two-thirds of member votes cast or mail vote
District of Columbia	29-836	Two-thirds vote of membership at regular or special meeting
Florida [1]	618.25	Two-thirds of members or stockholders
Florida [2]	619.07(8)	Two-thirds of association's voting power
Hawaii	421-21	Two-thirds of all voting power, meeting for purpose
Indiana	15-7-1-8	Three-fourths of members voting at meeting, whether equal or not
Iowa [3]	499.47(2)	Two-thirds of votes cast, majority of members must be present
Kentucky [2]	272.325(1)	Two-thirds vote at meeting, delegates, proxy if permitted
Maine	1952(1)	Vote at meeting, two-thirds of voting power voting
Minnesota [1]	308.14(2)	Two-thirds votes cast at meeting
Nevada [1]	81.140	Written consent representing two-thirds of those entitled to vote

Table 71.02.04—Dissolution—corporate dissolution—approval (continued)

Statute	Section or article	Description
Nevada [2]	81.280(1)	Consent of two-thirds of members
Nevada [3]	81.520	Consent of two-thirds of members
New Jersey	4:13-11	Majority vote of members voting at meeting, delegates
New Mexico [1]	53-4-36	Two-thirds vote of entire membership at regular or special meeting
New York	17	Vote of two-thirds of members or stockholders voting, delegates
North Dakota	10-15-45(1)	Resolution by members holding three-fourths of votes, notice
Oklahoma [1]	349	Two-thirds of all members
Oregon	62.655(3)	Two-thirds of votes cast, articles may detail voting requirements
Pennsylvania [1]	12023	Three-fourths of all ballots cast
South Dakota	47-18-4	Resolution by members holding three-fourths of votes, notice
Texas [1]	1396-50.01(38)(a)	Two-thirds of entire membership
Utah	3-1-20(I)	Two-thirds of members voting at meeting
Virginia [2]	13.1-332(a)	Two-thirds of voting power voting
Washington [2]	24.32.300	Two-thirds vote of all members
Wisconsin	185.71(1)(b)	Resolution by members holding three-fourths of votes cast, notice

Table 17.02.05—Dissolution—corporate dissolution—procedures

Statute	Section or article	Description
Alabama [1]	2-10-35	Court procedure described
Alaska	10.15.465 to 515	Statement of intent, filing articles, court procedure
Colorado [1]	7-55-114	Documents of members, 3 trustees, terminate affairs, realize upon assets
Colorado [2]	7-55-114	Documents to members, 3 trustees, terminate affairs, realize upon assets
Colorado [3]	7-55-114	Documents to members, 3 trustees, terminate affairs, realize upon assets
Connecticut [2]	33-215	Nonstock association law
Delaware	8513	General corporation law
District of Columbia	29-836	Majority of members voting shall choose 3 trustees, time for designation
Florida [1]	618.25	Presented to judge, waiting period
Hawaii	421-21	Corporation laws apply
Indiana	15-7-1-8	General corporation law to apply, except special voting requirements
Iowa [3]	499.47(3), (4)	Designation of 3 members
Kentucky [2]	272.325(2), (3)	Committee of 3 appointed
Maine	1952	Committee of 3 appointed, detailed court functions
Minnesota [1]	308.14(2)(6)	Committee of 3 members, detailed court jurisdiction
New Jersey	4:13-11	Appointment of 3 members as trustees, liquidate assets
New Mexico [1]	53-4-36	Majority of members voting shall choose 3 trustees, fix time for designation
New York	17, 18	Designation of 3 members as trustees, liquidate, detailed court procedures
North Dakota	10-15-45	Appointment of committee, liquidation
Oklahoma [1]	349	Committee of 3 members, liquidation

Table 17.02.05—Dissolution—corporate dissolution—procedures (continued)

Statute	Section or article	Description
Oregon	62.655, 680	Collection of assets, articles of dissolution
Pennsylvania [1]	12023	Board reports, certification of dissolution
Pennsylvania [2]	12129	Application of business corporation law
South Dakota	47-18-11 to 27	Appointment of committee, liquidation
Texas [1]	1396-50.01(38)(a)	Majority of members voting to appoint 3 trustees
Utah	3-1-30(I), (III)	Committee of 3 appointed, detailed court functions
Virginia [2]	13.1-332	Committee of 3 appointed, detailed court functions
Washington [2]	24.32.300	General corporation law followed
Wisconsin	185.71	Appointment of committee, liquidation

Table 17.03.01—Dissolution—distribution of assets—priority of distribution

Statute	Section or article	Description
Alaska	10.15.475	Satisfy obligations, distribute remainder in cash or kind
Colorado [1]	7-55-114	Realize upon assets, pay debts, divide remaining money
Colorado [2]	7-55-114	Realize upon assets, pay debts, divide remaining money
Colorado [3]	7-55-114	Realize upon assets, pay debts, divide remaining money
District of Columbia	29-836	Payment of debts, return to members
Florida [1]	618.25	Satisfaction of claims, distribution
Florida [2]	619.09(8)	Liquidation, divided among members
Iowa [3]	499.48	First, liquidation expenses, obligations other than patronage, remainder to members

Kentucky [2]	272.325(2)	Pay association debts, distribute assets
Maine	1952(1)(A)	After payment of debts, payment to members and patrons
Minnesota [1]	308.14(3)	Pay debts and liabilities, distributed to stockholders
Mississippi [1]	79-17-23	Payment of debts, payment of par value, distribution
Nevada [2]	81.280(2)	Pay debts, divide residue among members
Nevada [3]	81.520	Pay debts, divide residue among members
New Jersey	4:13-11	Liquidate assets, pay debts and expenses, divide remainder
New Mexico [1]	53-4-36	Payment of debts, return to members
New York	17	Payment of corporate debts, capital stock, members' fixed obligations
North Dakota	10-15-47, 48	Liquidation, distribution
Oklahoma [1]	349	Surplus to members
Oregon	62.510, 665, 720	Satisfy obligations, distribute remainder in cash or kind
South Dakota	47-18-23, 24, 26	Liquidation, distribution
Texas [1]	1396-50.01(38)(c)	Payment of debts, par value of capital to investors, members
Utah	3-1-20(II)	After payment of debts, payment to members and patrons
Virginia [2]	13.1-332	Pay debts, divide surplus
Wisconsin	185.73, 74, 75	Liquidation, distribution

Table 17.03.02—Dissolution—distribution of assets—apportionment

Statute	Section or article	Description
Alaska	10.15.520	Persons entitled to remainder by law, articles or bylaws, escheat
Colorado [1]	7-55-114	To members and equity holders as in bylaws, or in proportion to property inters.
Colorado [2]	7-55-114	To members and equity holders as in bylaws, or in proportion to property inters
Colorado [3]	7-55-114	To members and equity holders as in bylaws, or in proportion to property inters.
District of Columbia	20-836	Par value, amount paid toward membership, past 6 years' patronage
Florida [1]	618.25	To members in proportion to property interests
Florida [2]	619.07(8)	To members in proportion to property interest therein
Iowa [3]	499.48	Pref. stock and dividends, def. patronage dividends, com. stock or membership
Kentucky [2]	272.325(2)	As in articles, bylaws or members contracts, last 5 years' patronage
Maine	1952(1)(A)	To members and patrons according to rights under contract, articles, bylaws
Minnesota [1]	308.14(3)	Par value to stockholders by class, remainder to members, stockholder by inters.
Mississippi [1]	79-17-23	Distributed as in bylaws
Nevada [1]	81.140	Among members in proportion to respective property rights
Nevada [2]	81.280	Among members, share and share alike
Nevada [3]	81.520	Among members, share and share alike
New Jersey	4:13-11	To members and patrons in accordance with articles, bylaws
New Mexico [1]	53-4-36	Par value, amount paid toward membership, past 6 years' patronage
New York	17	On basis of past 6 years' patronage, exception for excessive cost
North Dakota	10-15-45, 49	To person entitled by law, articles or bylaws, escheat after 10 years
Oklahoma [1]	349	To members as entitled under articles or bylaws
Oregon	62.510, 665, 720	Persons entitled to remainder by law, articles or bylaws, escheat
South Dakota	47-18-12, 26	To persons entitled by law, articles or bylaws, escheat after 10 years
Texas [1]	1396-50.01(38)(c)	Patronage to patrons, membership cap., past 6 years' patronage, except. for cost
Utah	3-1-20(I)	To members and patrons according to rights under contract, articles, bylaws
Virginia [2]	13.1-332	To members and patrons according to rights under contract, articles, bylaws
Wisconsin	185.71	To persons entitled by law, articles or bylaws, escheat after 10 years

Table 18.01—Regulation and special provisions—supervision

Statute	Section or article	Description
Alabama [1]	2-10-20 to 26	Subject to supervision, investigation of Commissioner of Agri., special permit
Minnesota [2]	308.82, 83, 903, 904	Provision for supervision, visitation, examination
Montana [1]	35-15-101	Assembly reserves power to make regulations governing associations
New Hampshire	301:39	Commissioner of Agriculture has supervisory powers

Table 18.02.01—Regulation and special provisions—annual reports—requirement

Statute	Section or article	Description
STANDARD	883f-20	Each association formed under act shall make annual report
Alabama [1]	2-10-28	Similar to Standard Act
Alabama [2]	2-10-67	Similar to Standard Act
Alaska	10.15.320, 325, 370	Requirement, forms, filing instructions
Arizona	10-719	Similar to Standard Act
Arkansas [1]	64-1511(E)	Required, as for other corporations
Arkansas [2]	77-919	Similar to Standard Act
Colorado [1]	7-55-121	Rules of corporation code
Colorado [2]	7-56-122	Similar to Standard Act
Colorado [3]	5-57-105	Similar to Standard Act
Connecticut [1]	33-188	Required, first 30 days, then by March 10 of each year

Connecticut [2]	33-207	Biannual report as to number of members
Delaware	8538	Report of audit within 3 months of fiscal year end
District of Columbia	29-834	Within 60 days of yearly close of operations, sworn
Georgia	65-221	Similar to Standard Act
Hawaii	421-22	Required, within 90 days of close of fiscal year
Idaho	22-2619	Similar to Standard Act
Illinois [1]	320	Similar to Standard Act, by 1st of March
Illinois [2]	460	Similar to Standard Act
Indiana	15-7-1-18	Within 60 days of end of fiscal year
Iowa [1]	497.22	By March 1st each year
Iowa [2]	498.24	By March 1st each year
Iowa [3]	499.49	Similar to Standard Act
Kansas [1]	17-1513	Similar to Standard Act
Kansas [2]	17-1618	Similar to Standard Act
Maryland	5-529	Similar to Standard Act, March 15 of each year, audit
Minnesota [2]	308.71, 92	Similar to Standard Act
Missouri [1]	274.160	Similar to Standard Act
Nebraska [1]	21-1305	Same reports as required of other corporations
Nebraska [2]	21-1413	Required, but not to apply to association under Federal supervision
New Hampshire	301:40	Similar to Standard Act
New Jersey	4:13-34.1	Required, within 4 months of end of fiscal year
New Mexico [1]	53-4-34	Within 60 days of yearly close of operations, sworn

Table 18.02.01—Regulation and special provisions—annual reports—requirement (continued)

Statute	Section or article	Description
New York	75	Within 1 month after annual meeting
North Carolina [1]	54-128	Required, on or before 1st of March, copy to Dept. of Agriculture
North Carolina [2]	54-154	Similar to Standard Act
North Dakota	10-15-36	Similar to Standard Act
Ohio	1729.24	Similar to Standard Act
Oklahoma [1]	348	Similar to Standard Act
Oregon	62.455(1), (2), (3)	Similar to Standard Act, before 16th day of second calendar month
Pennsylvania [2]	12127	Copy of audit report within 6 months of fiscal year end
Rhode Island	7-7-17	Similar to Standard Act
South Carolina [1]	33-45-190	Similar to Standard Act, January 1st each year
South Carolina [2]	33-47-110	Similar to Standard Act
South Dakota	47-20-5, 6, 9	Similar to Standard Act
Tennessee	43-16-136	Similar to Standard Act
Texas [1]	1396-50.01(36)	Assn., with 100 or more members, \$20,000 business, other rules
Texas [3]	5755	Similar to Standard Act
Virginia [2]	13.1-133	Similar to Standard Act, 6 months of fiscal year
Washington [1]	23.86.180	Similar to Standard Act, 1st day of March
Washington [2]	24.32.250	Copy of audit "shall be available to" State official
West Virginia	19-4-19	Similar to Standard Act
Wisconsin	185.48	Similar to Standard Act

Table 18.02.02—Regulation and special provisions—annual reports—contents

Statute	Section or article	Statute	Section or article
STANDARD	883f-20	Illinois [1]	320
		Illinois [2]	460
Alabama [1]	2-10-28	Indiana	15-7-1-18
Alabama [2]	2-10-67	Iowa [1]	497.22
Alaska	10.15.320	Iowa [2]	498.24
Arizona	10-719		
Arkansas [1]	64-1511	Iowa [3]	499.49
		Maryland	5-529
Arkansas [2]	77-919	Minnesota [2]	308.71
Colorado [1]	7-55-121	Missouri [1]	274.160
Colorado [2]	7-56-122	Nebraska [1]	21-1305
Colorado [3]	7-57-105		
Connecticut [1]	33-188	Nebraska [2]	21-1413
		New Hampshire	301:40
Connecticut [2]	33-207	New Jersey	4:13-34.1
District of Columbia	29-834	New Mexico [1]	53-4-34
Georgia	65-221	New York	75
Hawaii	421-22		
Idaho	22-2619		

Table 18.02.02—Regulation and special provisions—annual reports—contents (continued)

Statute	Section or article	Statute	Section or article
North Carolina [1]	54-128	South Dakota	47-20-5
North Carolina [2]	54-154	Tennessee	43-16-136
North Dakota	10-15-36	Texas [1]	1396-50.01(36)
Ohio	1729.24	Texas [3]	5755
Oklahoma [1]	348	Virginia [2]	13.1-333
Oregon	62.455	Washington [1]	23.86.180
Pennsylvania [2]	12127	Washington [2]	24.32.250
Rhode Island	7-7-17	West Virginia	19-4-19
South Carolina [1]	33-45-190	Wisconsin	185.48
South Carolina [2]	33-47-110		

Table 18.02.03—Regulation and special provisions—annual reports—failure to file

Statute	Section or article	Description
Colorado [1]	7-55-121	Consequences as for other corporations
Connecticut [1]	33-189	May terminate corporation after 2 years
District of Columbia	29-835	After notice, may bring mandamus to force filing
Indiana	15-7-1-18	Penalties for failure to accurately report officer, director indebtedness
Iowa [1]	497.22, 497.26	Penalty, forfeiture of rights
Iowa [2]	498.28	Penalty, forfeiture of rights
Iowa [3]	499.50 to 52	Forfeiture of charter, reinstatement
New Hampshire	301:41	Forfeiture of charter
New Jersey	4:13-35 to 42	List of delinquents, detailed dissolution provision
New Mexico [1]	53-4-35	May bring mandamus, dissolution possible
New York	19	Dissolution for failure to file for 3 consecutive years
North Dakota	10-15-36	Loss of good standing
Pennsylvania [2]	12127	Forfeiture of charter after notice, failure to respond
South Dakota	47-18-15(1), 16.1	Involuntary dissolution for failure to file for 3 consecutive years
	47-20-8	Fine of \$50
Texas [1]	1396-50.01(37)	Writ of mandamus
Wisconsin	185.48(5), (6)	Loss of good standing

Table 18.03.01—Regulation and special provisions—proceedings against association—legal existence

Statute	Section or article	Description
Alabama [1]	2-10-29 to 34	Commissioner of agriculture findings, procedures given
Florida [1]	618.23	Quo warranto challenge, no other
Florida [2]	619.09	Quo warranto challenge, no other
Iowa [3]	499.53	Quo warranto challenge, no other
Nevada [2]	81.150	Quo warranto challenge, no other
Nevada [3]	81.530	Quo warranto challenge, no other
New Mexico [1]	76-12-19	Quo warranto challenge, no other
Oklahoma [2]	361u	Quo warranto challenge, no other
Washington [2]	24.32.260	Operation in violation of law or insolvency

Table 18.03.02—Regulation and special provisions—proceedings against association—exceeding powers

Statute	Section or article	Description
Alaska	10.15.040	Validity of acts, may set aside, by member, director, association, attny general
California [2]	12954, 12955, 12956	May be enjoined from conducting unauthorized business, penalties
North Dakota	10-15-55	Validity of acts, may set aside, by members, director, assn., attorney general
Oregon	62.165	Validity of acts, may set aside, by members, director, assn., attorney general
Wisconsin	185.92	Validity of acts, may set aside, by members, director, assn., attorney general

Table 18.03.03—Regulation and special provisions—proceedings against association—derivative suits

Statute	Section or article	Statute	Section or article
Alaska	10.15.200 to 210	South Dakota	47-16-35 to 39
North Dakota	10-15-56	Wisconsin	185.93
Oregon	62.165, 62.335		

Table 18.04.01—Regulation and special provisions—interstate business—power granted

Statute	Section or article	Statute	Section or article
Alaska	10.15.010(9)	Oregon	62.125(9)
District of Columbia	29-804(8)	South Dakota	47-15-33
Hawaii	421-9(b)(12)	Texas [3]	5742(g)
Louisiana [2]	125(7)	Utah	3-1-9(II)(m)
Maine	1828(2)(L)	Virginia [2]	13.1-320(13)
New Mexico [1]	53-4-4	Wisconsin	185.03(6)
North Dakota	10-15-03(6)	Wyoming	17-10-109(iv)

Table 18.04.02—Regulation and special provisions—interstate business—foreign associations

Statute	Section or article	Description
STANDARD	883f-34	Foreign association may use "cooperative"; conditions
Alaska	10.15.525	If member in State, distributes proceeds by law, entitled to rights
California [2]	12953	Similar to Standard Act
Colorado [1]	7-55-118	If organized under generally similar laws
Colorado [2]	7-56-127	If organized under generally similar laws
Delaware	8562	If purposes coincide with those of this act, may carry on business
District of Columbia	29-841	If operating on cooperative basis, complying with State law
Florida [1]	618.26	If association as defined in this chapter
Illinois [2]	464	If association as defined in this act
Indiana	15-7-1-31, 32	Resident patrons must have substantially same rights, benefits, privileges
Iowa [3]	499.54	If organized under generally similar laws

Table 18.04.02—Regulation and special provisions—interstate business—foreign associations (continued)

Statute	Section or article	Description
Kentucky [1]	272.011(6)	If operations limited on purpose, return on capital, nonmember business
Kentucky [2]	272.335	If association could qualify under this act
Louisiana [2]	144	If purposes, restrictions substantially same as this act
Maine	1777	If association could qualify under this act
Minnesota [1]	308.14(1)	May qualify by amendment of articles according to home state
Minnesota [2]	308.76	If organized under generally similar law
Mississippi [2]	49-19-47	If purposes, restrictions substantially same as this act
Missouri [1]	274.240	If organized under generally similar laws
New Hampshire	301:44	If organized under generally similar laws
New Jersey	4:13-15	If organized for purposes of this statute, filing requirements
New Mexico [1]	53-4-41	If operating on cooperative basis, complying with State law
New York	76	With purposes of cooperative statute, and if able to incorporate
North Carolina [2]	54-139(a)	If it could qualify under this statute
North Dakota	10-15-51, 52	Application procedure detailed
Ohio	1729.25	If organized under generally similar laws
Oregon	62.755	If member in State, distribute proceeds distributed by laws, entitled to register
Pennsylvania [2]	12105(d), 12133	Statute applicable to foreign association, must obtain certificate
South Dakota	47-19-1, 2, 3	Application procedure detailed
Tennessee	43-16-142	If organized under generally similar laws
Texas [1]	1396-50.01(43)	Operating on a cooperative basis

Texas [3]	5763	May obtain permit
Utah	3-1-24	If statute complied with, articles filed
Vermont	1029	If organized under generally similar laws
Virginia [2]	13.1-337	If it could qualify under this act
West Virginia	19-4-24	If organized under generally similar law
Wisconsin	185.81	If authorized to do business

Table 18.04.03—Regulation and special provisions—interstate business—registered agent

Statute	Section or article	Description
Alaska	10.15.025, 030	Office and agent, service of process
Delaware	8515	Shall have registered agent
Nebraska [1]	21-1302(5), (6)	Must be identified in articles of incorporation
Nebraska [2]	21-1403(6), (7)	Must be identified in articles of incorporation
North Dakota	10-15-12	Office and agent, service of process
Oregon	62.155	Office and agent
Pennsylvania [1]	12016	Regular business office required
South Dakota	47-15-18 to 27	Office or agent, service of process
Texas [1]	1396-50.01(7)	Shall maintain a registered office and agent
Utah	3-1-5(g)	Articles shall contain name and address of registered agent
Virginia [2]	13.1-316(b)	Articles shall state name of agent, listed qualifications
West Virginia	185.08	Office or agent, service of process
Wyoming	17-10-108	Office and agent as in general corporation law

Table 18.05—Regulation and special provisions—state assistance

Statute	Section or article	Statute	Section or article
STANDARD	883f-5	Louisiana [2]	124
Arkansas [2]	77-905	Montana [3]	35-17-201
Arkansas [3]	77-1005	North Carolina [2]	54-133
Colorado [2]	7-56-106	South Carolina [2]	33-47-60
Florida [1]	618.03	Tennessee	43-16-106, 107
Idaho	22-2605	Texas [3]	5741
Illinois [2]	444	Washington [2]	24.32.040
Kentucky [2]	272.121(2)		

Table 18.06.01—Regulation and special provisions—antitrust—statement of rules

Statute	Section or article	Description
STANDARD	883f-28	Assn. not combination in restraint of trade nor monopoly, contracts legal
Alabama [2]	2-10-71	Similar to Standard Act
Alaska	10.15.570	Declaration of public policy that associations or not in restraint of trade
Arizona	10-722	Similar to Standard Act
Arkansas [2]	77-925	Similar to Standard Act
Arkansas [3]	77-1022	Similar to Standard Act
California [1]	54038, 39	Similar to Standard Act
Colorado [1]	7-55-117	Similar to Standard Act
Colorado [2]	7-56-129	Similar to Standard Act
Delaware	8546	Similar to Standard Act
District of Columbia	29-842	Similar to Standard Act
Florida [1]	618.21	Similar to Standard Act
Florida [2]	619.02	Similar to Standard Act
Georgia	65-220	Similar to Standard Act
Hawaii	421-20(a)	Similar to Standard Act
	421-20(c)	May advise members on production, prices, other
Illinois [2]	468	Similar to Standard Act
Indiana	15-7-1-27	Similar to Standard Act
Iowa [3]	499.11	Assn., contract, method or act not restraint of trade, monopoly, price fixing
Kansas [2]	17-1633	Similar to Standard Act, but prices may not be arbitrary, discriminatory, detrimen.
Kentucky [2]	272.295	Similar to Standard Act
Louisiana [1]	83	Similar to Standard Act
Louisiana [2]	146	Similar to Standard Act
Maine	1829(1)	Similar to Standard Act
	1829(2), (3)	Market information exchange, advice to members on production
Maryland	5-530	Similar to Standard Act
Massachusetts [3]	16	Not in violation of antitrust law unless prices unduly enhanced
Minnesota [2]	308.80	Similar to Standard Act

Table 18.06.01—Regulation and special provisions—antitrust—statement of rules (continued)

Statute	Section or article	Description
Mississippi [2]	79-19-51	Similar to Standard Act
Missouri [1]	274.280	Similar to Standard Act
Montana [3]	35-17-402	Not a conspiracy, combination in restraint of trade, monopoly
New Hampshire	301:49	Similar to Standard Act
New Jersey	4:13-50(a)	Similar to Standard Act
	4:13-50(b), (c)	Market information exchanges, advice to members on production
New Mexico [1]	53-4-42	Assn., contract, method or act not restraint of trade, monopoly, price fixing
New Mexico [2]	76-12-18(A)	Similar to Standard Act
	76-12-18(B), (C)	Market information exchange, advice to members on production
North Carolina [2]	54-141	Similar to Standard Act
North Dakota	10-15-59	Similar to Standard Act
Ohio	1729.20	Similar to Standard Act
Oklahoma [1]	354	Similar to Standard Act
Oklahoma [2]	361t(a)	Similar to Standard Act
	361t(b), (c)	Market information exchange, advice to members on production
Oregon	62.845	Similar to Standard Act
Pennsylvania [2]	12103(a)	Similar to Standard Act
	12103(b), (c)	Market information exchange, advice to members on production
South Carolina [2]	33-47-50	Similar to Standard Act
Tennessee	43-16-143	Similar to Standard Act
Texas [3]	5762	Similar to Standard Act
Utah	3-1-19(a)	Similar to Standard Act
	3-1-19(b), (c)	Market information exchange, advice to members on production
Vermont	1030	Similar to Standard Act
Virginia [2]	13.1-331(a)	Similar to Standard Act
	13.1-331(b), (c)	Market information exchange, advice to members on production
Washington [2]	24.32.010, 020	Producers may market, process, handle for farmers, limits
West Virginia	19-4-28	Similar to Standard Act
Wyoming	17-10-123	Similar to Standard Act

Table 18.06.02—Regulation and special provisions—antitrust—interassociation agreements

Statute	Section or article	Description
STANDARD	883f-24	Necessary and proper agreements with other organizations, joint activities
Alabama [2]	2-10-70	Similar to Standard Act
Alaska	10.15.225	May act in association to perform powers and purposes collectively
Arizona	10-718(c)	Similar to Standard Act
Arkansas [2]	77-922	Similar to Standard Act
Arkansas [3]	77-1016	Similar to Standard Act
California [1]	54181	Similar to Standard Act
Colorado [2]	7-56-126	Similar to Standard Act
Delaware	8508(10)	Similar to Standard Act
Florida [1]	618.19	Similar to Standard Act
Florida [2]	619.07(3)	Similar to Standard Act
Georgia	65-218	Similar to Standard Act
Idaho	22-2622	Similar to Standard Act

Table 18.06-02—Regulation and special provisions—antitrust—interassociation agreements (continued)

Statute	Section or article	Description
Illinois [2]	463	Similar to Standard Act
Indiana	15-7-1-22	Similar to Standard Act
Iowa [3]	499.10	Similar to Standard Act
Kansas [2]	17-1620	Similar to Standard Act
Kentucky [2]	272.251	Similar to Standard Act
Louisiana [2]	142	Similar to Standard Act
Maryland	5-524	Similar to Standard Act
Minnesota [2]	308.75	Similar to Standard Act
Mississippi [2]	79-19-43	Similar to Standard Act
Missouri [1]	274.230	Similar to Standard Act
Missouri [2]	357.130(2)(8)	May join with other associations
Montana [3]	35-17-410	Similar to Standard Act
Nebraska [2]	21-1411	Similar to Standard Act
Nevada [1]	81.130(4)	Similar to Standard Act
New Hampshire	301:38	Similar to Standard Act
New Jersey	4:13-26	May have marketing or purchasing agencies in common
New Mexico [2]	76-12-6	Similar to Standard Act
North Carolina [2]	54-126	Similar to Standard Act
Ohio	1729.19	Similar to Standard Act
	1729.19	May meet in conference with purchasers to fix prices
Oklahoma [1]	336(j)	Similar to Standard Act
	332	May have marketing agencies in common
Oklahoma [2]	361(b)	Similar to Standard Act
Oregon	62.355(3)	May act in association to perform powers and purposes collectively
Rhode Island	7-7-18	Similar to Standard Act
South Carolina [2]	33-47-1140	Similar to Standard Act
Tennessee	43-16-141	Similar to Standard Act
Texas [3]	5759	Similar to Standard Act
Utah	3-1-9(II)(a)	May join in any one or more activities authorized in articles
Vermont	1025	Similar to Standard Act
Virginia [2]	13.1-320(b)(1)	May join in any one or more activities authorized in articles
Washington [2]	24.32.280	Similar to Standard Act
West Virginia	19-4-23	Similar to Standard Act

Table 18.07—Regulation and special provisions—product exemption

Statute	Section or article	Statute	Section or article
California [1]	54035	Minnesota [2]	308.72
Colorado [2]	7-56-123(2)	Mississippi [2]	79-19-37
Illinois [2]	461	Missouri [1]	274.300(2)
Indiana	15-7-1-19		
Iowa [3]	499.55	Ohio	1729.23
		Tennessee	43-16-138
Kentucky [2]	272.281	Wisconsin	19-4-20
Maine	139		



U.S. Department of Agriculture Agricultural Cooperative Service

Agricultural Cooperative Service provides research, management, and educational assistance to cooperatives to strengthen the economic position of farmers and other rural residents. It works directly with cooperative leaders and Federal and State agencies to improve organization, leadership, and operation of cooperatives and to give guidance to further development.

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