

3-1-35 Procedure at meeting to vote on plan of merger or consolidation -- Abandonment of merger or consolidation prior to filing articles.

- (1) At each meeting, a vote of the current members of each cooperative party to the merger or consolidation having members and a vote of the shareholders of each party to the merger or consolidation having stock or shares shall be taken on the proposed plan of merger or consolidation.
- (2)
 - (a) If the articles of incorporation or bylaws of any party to the merger or consolidation provide for the election by members or shareholders at district meetings of delegates to vote at annual or special meetings of the association or noncooperative corporation, these procedures shall be followed, and the vote of the delegates at the meeting where the plan of merger or consolidation is voted on shall be counted in the same way and entitled to the same weight as a vote of the delegates at any other meeting of the association or noncooperative corporation.
 - (b) Members of cooperative parties may vote in person or by signed ballot, if voting by ballot is allowed in the association's bylaws.
 - (c) Shareholders or their delegates of noncooperative parties may vote in person or by written proxy.
- (3) The plan of merger or consolidation shall be approved by a 2/3 majority of:
 - (a) the voting members of cooperative parties; and
 - (b) holders or delegates of holders of the outstanding shares of noncooperative parties.
- (4) After approval by a vote of the members and shareholders of each party to the merger or consolidation and prior to the filing of the articles of merger or consolidation, the merger or consolidation may be abandoned pursuant to provisions set forth in the plan of merger or consolidation.

Amended by Chapter 378, 2010 General Session