

**501.802 Dissolution by board of directors and members.**

1. A cooperative's board of directors may propose dissolution for submission to the members.
  2. For a proposal to dissolve to be adopted both of the following must apply:
    - a. The board of directors must recommend dissolution to the members unless the board of directors determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the members.
    - b. The members entitled to vote must approve the proposal to dissolve as provided in subsection 5.
  3. The board of directors may condition its submission of the proposal for dissolution on any basis.
  4. The cooperative shall notify each member of a meeting to consider dissolution in accordance with section 501.302. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolving the cooperative.
  5. Unless the articles of association or the board of directors acting pursuant to subsection 3 require a greater vote or a vote by voting groups, the proposal to dissolve must be approved by a majority of all the votes entitled to be cast on that proposal in order to be adopted.
- 98 Acts, ch 1152, §52, 69