

**499.64 Vote of members.**

1. The board of directors of a cooperative association, upon recommending a plan of merger or consolidation be approved by the members, shall, by motion or resolution, direct that the plan be submitted to a vote at a meeting of members, which may be either an annual or special meeting. The board of directors may condition its recommendation and submission of a plan of merger or consolidation to the members for approval under [this section](#) on any basis. Written notice shall be given not less than twenty days prior to the meeting, either personally or by mail to each voting member and shareholder of record. The notice shall state the time, place, and purpose of the meeting, and a summary of the plan of merger or consolidation shall be included in or enclosed with the notice.

2. The board of directors may hold the meeting solely by means of remote communication in accordance with [section 499.27A](#) and in that case the notice shall describe how members may participate in the meeting.

3. At the meeting, a vote of the members who are entitled to vote in the affairs of the association shall be taken on the proposed plan of merger or consolidation. The plan of merger or consolidation shall be approved as follows:

a. Except as provided in paragraph “b”, the proposed plan of merger or consolidation must be approved by a two-thirds vote of the members in which vote a majority of all voting members participate.

b. (1) If the cooperative association’s articles of incorporation require approval by more than two-thirds of its members in which vote a majority of all voting members participate, the proposed plan of merger or consolidation must be approved by the greater number as provided in the articles of incorporation.

(2) If the board of directors adopts additional conditions for the approval of the plan of merger or consolidation as provided in [subsection 1](#), the additional conditions must be satisfied in order for the plan of merger or consolidation to be approved.

[C71, 73, 75, 77, 79, 81, §499.64]

[97 Acts, ch 17, §8](#); [2008 Acts, ch 1141, §6](#); [2011 Acts, ch 23, §6](#); [2012 Acts, ch 1023, §71, 72](#); [2021 Acts, ch 165, §238, 248](#)