

**272A.16-060 Approval of merger -- Abandonment.**

- (1) Subject to subsections (2) and (3) of this section, a plan of merger shall be approved by:
  - (a) At least two-thirds (2/3) of the voting power of members present at a members meeting called under KRS 272A.16-050; and
  - (b) If the limited cooperative association has investor members, at least a majority of the votes cast by patron members, unless the organic rules require a greater percentage vote by patron members.
- (2) The organic rules may provide that the percentage of votes under subsection (1)(a) of this section is:
  - (a) A different percentage that is not less than a majority of members voting at the meeting;
  - (b) Measured against the voting power of all members; or
  - (c) A combination of paragraphs (a) and (b) of this subsection.
- (3) The vote required to approve a plan of merger shall not be less than the vote required for the members of the limited cooperative association to amend the articles of association.
- (4) Consent in a record to a plan of merger by a member shall be delivered to the limited cooperative association before delivery of articles of merger for filing pursuant to KRS 272A.16-070 if, as a result of the merger, the member will have:
  - (a) Personal liability for an obligation of the association; or
  - (b) An obligation or liability for an additional contribution.
- (5) Subject to subsection (4) of this section and any contractual rights, after a merger is approved, and at any time before the effective date of the merger, a limited cooperative association that is a party to the merger may approve an amendment to the plan of merger or approve abandonment of the planned merger:
  - (a) As provided in the plan; and
  - (b) Except as prohibited by the plan, with the same affirmative vote of the board of directors and of the members as was required to approve the plan.
- (6) The voting requirements for districts, classes, or voting groups under KRS 272A.4-040 apply to approval of a merger.

**Effective:** July 12, 2012

**History:** Created 2012 Ky. Acts ch. 160, sec. 115, effective July 12, 2012.