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Agricultural Cooperative Formation:

Wyoming



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Section 17-10-104 – Purposes

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, storing, handling, shipping, or utilization thereof, of the manufacturing or marketing of the by-products thereof; or in connection with 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 (1) or more of the activities specified herein.

Section 17-10-109 – Powers

(a) Each cooperative formed under the provisions of this article shall have power:

- (i) To have succession by its corporate name for the period limited in its certificate;
- (ii) To sue and be sued, complain and defend in any court;
- (iii) To establish and use a common seal and alter the same;
- (iv) To hold, purchase and convey such real and personal property as the purpose of the corporation may require, including stock or membership in subsidiary, allied or similar cooperative corporations within or without this state;
- (v) To appoint such officers and agents as the business may require, including in every case, a president and a secretary, and to fix their compensation;
- (vi) To make bylaws not inconsistent with law for the management of its property, the regulation of its business and the transfer of its stock or membership;
- (vii) To engage in any activity in connection with producing, marketing, selling, preserving, drying, processing, canning, packing, handling, storing or utilization of any agricultural products of its members; or the manufacturing or marketing of the by-products thereof; or in connection with the purchase, hiring or use by its members of supplies, machinery or equipment, or in the financing of such activities, or in any one (1) or more of the activities specified in this paragraph;



- (viii) To borrow money and to make advances to members upon products of members in the hands of the association;
- (ix) To act as agent or representative of any member or members in any of the activities mentioned in paragraphs (vii) and (viii) of this subsection;
- (x) To purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of the capital stock or bonds, or memberships of any corporation or association organized under this act;
- (xi) To establish reserves and invest the funds thereof in bonds or such other property as may be provided in the bylaws;
- (xii) To do each and everything necessary, suitable or proper for the accomplishment of any one (1) of the purposes or the attainment of any one (1) or more of the objects herein enumerated; and to contract accordingly; and in addition to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the association is organized or to the activities in which it is engaged; and in addition any other rights, powers 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 things anywhere.

Section 17-10-105 – Certificate of Incorporation; Execution and Contents

- (a) The incorporators shall sign and acknowledge, in the manner required for the signing and acknowledgment of deeds, a certificate of incorporation showing the following facts:
 - (i) The name of the cooperative;
 - (ii) The purpose of the cooperative;
 - (iii)
 - (A) If organized without capital stock, whether the property rights of each member shall be equal or unequal; and if unequal, the articles shall set forth the general rule or rules applicable to all members by which the property rights and interests, respectively, of each member shall be determined and fixed; and the association shall have the power to admit 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. This provision of the articles of incorporation shall not be altered, amended, or repealed except by the written consent or the affirmative vote of three-fourths of the members;
 - (B) If organized with capital stock, the amount of such stock, the number of shares into which the capital stock is divided, and the par value of each share shall be given.
 - (iv) The period of duration for the cooperative, if the duration is not to be perpetual;
 - (v) The number of directors, not less than five (5) and the names of those who shall manage the concerns of the corporation for the first corporate year;
 - (vi) The name of the town or post office and the county where the principal office or place of business of the corporation shall be located;
 - (vii) Any further provisions, not inconsistent with law, which the incorporators may deem expedient to be embodied in such certificate.



Section 17-10-111 – Management by Board of Directors; Composition and Election of Board; Terms of Office

The stock, property and concerns of such corporation shall be managed by the board of directors who shall be respectively members, stockholders or subscribers for stock and who shall, after the first corporate year, be annually elected by the members or stockholders at such time and place as shall be provided by the bylaws. The bylaws may provide that the directors be elected for staggered terms not to exceed three (3) years. Directors shall hold office until their successors have been elected and qualified. The bylaws may provide that the territory in which the association has members shall be divided into districts, and the directors shall be elected according to such districts. In such case the bylaws shall specify the number of directors to be elected by each district, the manner and method of reapportioning the directors and redistricting the territory covered by the association. The bylaws may provide that primary elections should be held in each district to elect the directors apportioned to such district, and the result of all such primary elections must be ratified by the next regular meeting of the association.

Section 17-10-110 – Members and Stock Generally

- (a) When a member of an association established without capital stock has paid his membership fee in full, he shall receive a certificate of membership.
- (b) No association shall issue stock to a member until it has been fully paid for. The promissory notes of the members may be accepted by the association as full or partial payment. The association shall hold the stock as security for the payment of the note, but such retention of security shall not affect the members' right to vote.
- (c) Except for debts lawfully contracted between him and the association, 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.
- (d) No stockholder of a cooperative association shall hold more than twenty percent (20%) of the common stock of the association; and the association, in its bylaws, may limit the amount of common stock which one (1) member may own to any amount less than twenty percent (20%) of the common stock.
- (e) No member or stockholder shall be entitled to more than one (1) vote.
- (f) The bylaws shall prohibit the transfer of the common stock or membership 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 or membership certificate subject thereto.
- (g) Any association organized with stock under this act [§§ 17-10-101 through 17-10-125] may issue preferred stock, without the right to vote, and bearing a rate of interest not to exceed eight percent (8%). Such stock may be redeemable or retireable by the association on such terms and conditions as may be provided for by the certificate of incorporation and printed on the face of the certificate.

