

Chapter Dissolution - Minnesota Chapters

When your chapter has made the decision to dissolve you should contact the District President to ensure the procedures are completed correctly. (president@loldistrict.org)

Because of the non-profit status of the Society and Chapter there are rules that apply.. Therefore before going any further contact Del Ryberg at - delryberg@gmail.com who will work with you and help you through the process including:

1. A meeting of the chapter members must be called for the purpose of acting on the proposal to cease operations and dissolve the chapter.
2. At the meeting, provided that a quorum is present, two thirds of the members present must adopt a resolution to dissolve the chapter and surrender the Chapter Charter. Minutes of such meeting must be recorded for later use. (suggested minutes):

“A duly called meeting of the (_City_) Minnesota Chapter of S.P.E.B.S.Q.S.A. Inc., was held on (_date_). The President called the (zoom) meeting to order with all current members participating. The purpose of the meeting was to make a final decision to cease chapter activities and dissolve the chapter.

Following discussion a motion by (_member_) to cease operations and dissolve. Motion second, brief discussion, motion carried, unanimous. The President is to proceed with procedures required to dissolve the chapter and corporation.

Meeting adjourned.

Signed _____ date _____

3. The next step is to gather the following information:
 - a. Legal name of the Chapter as Incorporated and IES number.
 - b. Make an inventory of tangible assets. All music/uniforms/risers and other tangible assets must be disposed of. A suggestion is to offer things to other chapters or non-profit music or theater groups.
 - c. Outstanding debts, liabilities or obligations of the chapter taken care of.
 - d. Bank checking and savings accounts information and balances..NOTE: Remaining bank funds should be reduced to near zero at this time.. Funds may be donated to other Non-Profit groups.

4. Next is to dispose of all assets including reducing the Bank account to \$20.00 or less.
Also: Identify a Non-Profit organization that you will give remaining money to and get their 501-C-3 number as the Attorney General will ask for it.

5. Notice of **Intent to Dissolve** to be filed with the **Charities Division of the Minnesota State Attorney General's office.**

NOTE: A blank form is available on the Attorney General Web site under Non-Profits - Notice of Intent to Dissolve. (The Facilitator can send you this form)

- a. Fill out all sections of the form.
- b. Make it clear you are a Barbershop Chorus, 501-C-3 Non-profit.
- c. Include a copy of the Minutes of the meeting to dissolve.
- d. Include information about the chapters remaining assets. (if any).
- e. The Chapter must wait up to 10 weeks before hearing from the Attorney Generals Office.

6. Next is to file a letter **Articles of Dissolution** with the **MN Secretary of State:**
 - a. Legal name of Chapter and IES Incorporation #
 - b. Copy of the Minutes of the meeting held to dissolve.
 - c. There are no remaining assets or funds.
 - d. There are no pending legal or administrative proceedings against the chapter.
 - e. That notice of same has been sent to the Minnesota Attorney General.

Mail to: Minnesota Sec of State - Business Services
First National Bank Building
332 Minnesota Street - Suite N201
Saint Paul, MN 55101

7. After satisfying all debts and obligations notify the Bank to close the account(s).
8. File a final Corporate Tax IRS form 990 or IRS Form 990-EZ. You must include a completed Schedule N (Liquidation, Termination, or Significant Disposition of Assets)
If using the 990 form check the Terminated box in the header on page 1 of the return.
9. The District will notify BHS Society to transfer any remaining members to the LO'L Frank Thorne Chapter (H-000) and to remove the Chapter from its rolls.