

## Chapter Dissolution - North Dakota Chapters

When it seems that your chapter should dissolve you should contact key District leaders to work with you to ensure that dissolution is the best path forward. If there is agreement to do so, then notify the District President of the decision. (president@loldistrict.org)

Because of the Society's non-profit status there are IRS rules that apply to the Society and all Chapters, therefore, the President will assign a Facilitator who will work with you and help guide you through the process. (Reference: How to Dissolve a Nonprofit Corporation in North Dakota). Key elements of the process include:

1. A meeting of the chapter members must be called for the purpose of acting on the proposal to dissolve the chapter and agreement to dissolve.
2. At the meeting, provided that a quorum is present, two thirds of the members present and voting **must adopt a resolution to dissolve the chapter** and surrender the charter. Copies of the minutes of such meeting must be recorded.
3. Gather the following information:
  - a. Legal name of the Chapter as Incorporated and also the Corporation number.
  - b. Find the original Chapter Charter from Society.
  - c. Make an inventory of tangible assets - risers, uniforms, music, other
  - d. Bank information and account balances.
4. After the above is completed the Facilitator will notify Society Hdqtrs in Nashville as well as the Society Governance and Bylaws committee of the proposed dissolution.
5. Make an Inventory of the tangible assets of the Chapter - risers, uniforms, music as well as funds remaining in Bank accounts.
6. Send an **Intent to Dissolve** to the **Attorney General**. There is no form so draft a letter with information about the chapters assets and how they will be transferred. Be sure to note in the letter you are a Barbershop Chorus. NOTE: As a general rule you cannot transfer or convey your chapters assets for at least 45 days (waiting period) after giving notice to the Attorney General.
7. After receiving approval from the Attorney General proceed with the following: It is suggested two Officers do this.
  - a. Collecting, debts due or owing to your chapter.
  - b. Paying your chapters debts, obligations, and liabilities.
  - c. Selling, transferring for otherwise disposing of the chapters property and assets.
  - d. Return any assets the chapter may have borrowed, rented or leased.
  - e. Pay any costs associated with the dissolution including attorney fees.
  - f. Music/uniforms/risers and other remaining tangible assets must be disposed of and/or may be offered to other chapters, churches or non-profit music or theater groups.  
All remaining items must be disposed of in an appropriate manner.
  - g. Any funds remaining are to be sent to the LO'L District Treasurer - Jack Edgerton, 1804 Conant Street, Stevens Point, WI 54481-5819

8. Notice must be sent to the **Secretary of State - Articles of Dissolution**. A form is available on the Sec of State Web site - (Form SFN 58782). There is a \$20.00 filing fee.
  - a. Legal name of Chapter, Incorporation number and purpose of corporation.
  - b. Date of meeting at which the resolution to dissolve was approved.
  - c. A statement the dissolution was approved by the members.
  - d. Whether you gave notice to creditors by mail or publications and date of such.
  - e. That any remaining assets have been distributed.
  - f. That there is no pending legal, administrative claims against the corporation.
9. Any current members must be transferred either to another chapter or to the LO'L Frank Thorne chapter.
10. After satisfying all debts and obligations of the chapter notify the Bank to close the account(s).
11. 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.
12. The Chapter Charter along with copies of all documents filed should be given to the Facilitator who will send them to Society Governance and Society Hdqtrs..
13. Upon completion and verification of the above the Society will remove the Chapter from its rolls.

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