

## Chapter Dissolution - North Dakota 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 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. 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 cease operations and dissolve the chapter.
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. Minutes of the meeting must be recorded and copied for later use. (Suggested Minutes to read).

At a duly called meeting of the (\_City\_), North Dakota 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 final decision to cease chapter operations and dissolve the chapter.

Following discussion a motion by (\_member\_) to cease operations and dissolve. Second, brief discussion, motion carried. 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 information:
  - a. Legal name of the Chapter as Incorporated and Corporation number.
  - b. Find the original Chapter Charter. (To be sent later to the District President).
  - c. Make an inventory of all tangible assets - risers, uniforms, music, all of which must be disposed of. A suggestion is to offer things to other chapters or to non-profit music or theater groups.
  - d. Outstanding debts, liabilities or obligations of the chapter must be taken care of.
  - e. Bank checking and savings account information and balances. (There is a \$20.00 filing fee for the Sec of State). Remaining bank funds should be reduced to near zero at this time. Funds may be donated to another Chapter or Non-profit group or sent to the LOL District Treasurer.
4. Notice of **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. Include a photo copy of the Minutes of the meeting to cease and dissolve.
5. 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. Copy of the Minutes of the meeting held to dissolve.
  - 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.

6. Any current members must be transferred either to another chapter or to the LO'L Frank Thorne chapter, or their membership allowed to expire.
7. After satisfying all debts and obligations of the chapter notify the Bank to close the account(s). Any funds remaining are to be sent to the LO'L District Treasurer - Jack Edgerton, 1804 Conant Street, Stevens Point, WI 54481-5819
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 Chapter Charter should be sent to the District President who will send it to Society.
10. Upon completion and verification of the above the Society will remove the Chapter from its rolls.

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