

DISTRICT OF COLUMBIA
OFFICIAL CODE

TITLE 29.
BUSINESS ORGANIZATIONS.

CHAPTER 11.
UNINCORPORATED NONPROFIT ASSOCIATIONS.

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DISTRICT OF COLUMBIA OFFICIAL CODE
CHAPTER 11. UNINCORPORATED NONPROFIT
ASSOCIATIONS.

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CHAPTER 11. UNINCORPORATED NONPROFIT ASSOCIATIONS.

Refs & Annos

Jurisdiction	Laws	Effective Date	Statutory Citation
Arkansas	2011, No. 202	1-1-2012	A.C.A. §§ 4-28-601 to 4-28-636.
District of Columbia	2011, 18-378	7-2-2011	D.C. Code §§ 29-1101 to 29-1127.
Iowa	2010, c. 1112	7-1-2010	I.C.A. §§ 501B.1 to 501B.32.
Nevada	2009, c. 189	5-22-2009 [FN*]	N.R.S. 81.700 to 81.890.

[FN*] Approval date.

§ 29-1101. SHORT TITLE.

This chapter may be cited as the "Uniform Unincorporated Nonprofit Association Act of 2010".
(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1101 has been recodified as § 29A-1101.

Uniform Law

This section is based on § 1 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1102. DEFINITIONS.

For the purposes of this chapter, the term:

- (1) "Established practices" means the practices used by an unincorporated nonprofit association without material change during the most recent 5 years of its existence or, if it has existed for less than 5 years, during its entire existence.
- (2) "Governing principles" means the agreements, whether oral, in a record, or implied from its established practices, that govern the purpose or operation of an unincorporated nonprofit association and the rights and obligations of its members and managers. The term "governing principles" shall include any amendment or restatement of the agreements constituting the governing principles.
- (3) "Manager" means a person that is responsible, alone or in concert with others, for the management of an unincorporated nonprofit association.
- (4) "Member" means a person that, under the governing principles, may participate in the selection of persons authorized to manage the affairs of the unincorporated nonprofit association or in the development of the policies and activities of the association.
- (5) "Unincorporated nonprofit association" means an unincorporated organization, consisting of 2 or more members joined under an agreement that is oral, in a record, or implied from conduct, for one or more common, nonprofit purposes. The term "unincorporated nonprofit association" shall not include:
 - (A) A trust;

- (B) A marriage, domestic partnership, common law domestic relationship, civil union, or other domestic living arrangement;
- (C) An organization formed under any other statute that governs the organization and operation of unincorporated associations;
- (D) A joint tenancy, tenancy in common, or tenancy by the entireties even if the co-owners share use of the property for a nonprofit purpose; or
- (E) A relationship under an agreement in a record that expressly provides that the relationship between the parties does not create an unincorporated nonprofit association.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1102 has been recodified as § 29A-1102.

Uniform Law

This section is based on § 2 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1103. RELATION TO OTHER LAW.

A statute governing a specific type of unincorporated nonprofit association shall prevail over an inconsistent provision in this chapter, to the extent of the inconsistency.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1103 has been recodified as § 29A-1103.

Uniform Law

This section is based on § 3 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1104. GOVERNING LAW.

(a) Except as otherwise provided in subsection (b) of this section, the law of the District shall govern the operation in the District of all unincorporated nonprofit associations formed or operating in the District.

(b) Unless the governing principles specify a different jurisdiction, the law of the jurisdiction in which an unincorporated nonprofit association has its main place of activities shall govern the internal affairs of the association.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1104 has been recodified as § 29A-1104.

Uniform Law

This section is based on § 4 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1105. LEGAL ENTITY; DURATION; POWERS.

- (a) An unincorporated nonprofit association shall be a legal entity distinct from its members and managers.
- (b) An unincorporated nonprofit association shall have perpetual duration unless the governing principles specify otherwise.
- (c) An unincorporated nonprofit association shall have the same powers as an individual to do all things necessary or convenient to carry on its purposes.
- (d) An unincorporated nonprofit association may engage in profit-making activities, but profits from any activities shall be used or set aside for the association's nonprofit purposes.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1105 has been recodified as § 29A-1105.

Uniform Law

This section is based on § 5 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1106. OWNERSHIP AND TRANSFER OF PROPERTY.

- (a) An unincorporated nonprofit association may acquire, hold, encumber, or transfer in its name an interest in real or personal property.
- (b) An unincorporated nonprofit association may be a beneficiary of a trust or contract, a legatee, or a devisee.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 6 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1107. STATEMENT OF AUTHORITY AS TO REAL PROPERTY.

- (a) For the purposes of this section, the term "statement of authority" means a statement authorizing a person to transfer an interest in real property held in the name of an unincorporated nonprofit association.
- (b) An interest in real property held in the name of an unincorporated nonprofit association may be transferred by a person authorized to do so in a statement of authority filed by the association with the Mayor.
- (c) A statement of authority shall set forth:
 - (1) The name of the unincorporated nonprofit association;
 - (2) The address in the District, including the street address, if any, of the association, or, if the association does not have an address in the District, its out-of-state address;
 - (3) That the association is an unincorporated nonprofit association; and
 - (4) The name, title, or position of a person authorized to transfer an interest in real property held in the name of the association.
- (d) A statement of authority shall be executed in the same manner as a deed by a person other than the person authorized in the statement to transfer the interest.
- (e) A document effecting an amendment, revocation, or cancellation of a statement of authority, or stating that the statement is unauthorized or erroneous, shall meet the requirements for execution and filing of an

original statement.

(f) Unless canceled earlier, a filed statement of authority and its most recent amendment shall expire 5 years after the date of the most recent filing.

(g) If the record title to real property is in the name of an unincorporated nonprofit association and the statement of authority is filed with the Mayor, the authority of the person named in the statement to transfer shall be conclusive in favor of a person that gives value without notice that the person lacks authority.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 7 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1108. LIABILITY.

(a) A debt, obligation, or other liability of an unincorporated nonprofit association, whether arising in contract, tort, or otherwise shall:

(1) Be solely the debt, obligation, or other liability of the association; and

(2) Not become the debt, obligation, or other liability of a member or manager solely by reason of the member acting as a member or the manager acting as a manager.

(b) A person's status as a member or manager of shall not prevent or restrict law other than this chapter from imposing liability on the person or the association because of the person's conduct.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 8 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1109. ASSERTION AND DEFENSE OF CLAIMS.

(a) An unincorporated nonprofit association shall have the capacity to sue and be sued in its own name.

(b) A member or a manager may assert a claim the member or manager has against an unincorporated nonprofit association. An association may assert a claim it has against a member or a manager.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 9 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1110. EFFECT OF JUDGMENT OR ORDER.

A judgment or order against an unincorporated nonprofit association shall not by itself a judgment or order against a member or manager.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 10 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1111. MEMBER HAS NO AGENCY POWER.

A member of an unincorporated nonprofit association shall not be an agent of the association solely by reason of being a member.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 15 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1112. APPROVAL BY MEMBERS.

(a) Except as otherwise provided in the governing principles, an unincorporated nonprofit association shall have the approval of its members to:

- (1) Admit, suspend, dismiss, or expel a member;
- (2) Select and dismiss a manager;
- (3) Adopt, amend, or repeal the governing principles;
- (4) Sell, lease, exchange, or otherwise dispose of all, or substantially all, of the association's property, with or without the association's goodwill, outside the ordinary course of its activities;
- (5) Dissolve under § 29-1124 or merge under § 29-1126;
- (6) Undertake any other act outside the ordinary course of the association's activities; or
- (7) Determine the policy and purposes of the association.

(b) An unincorporated nonprofit association shall have the approval of the members to do any other act or exercise a right that the governing principles require to be approved by members.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 16 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1113. MEMBER MEETING, VOTING AND NOTICE REQUIREMENTS.

(a) Unless an unincorporated nonprofit association's governing principles provide otherwise:

- (1) Approval of a matter by members shall require an affirmative majority of the votes cast at a meeting of members; and
- (2) Each member shall be entitled to one vote on each matter that is submitted for approval by members.

(b) Notice and quorum requirements for member meetings and the conduct of meetings of members shall be determined by the governing principles.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 17 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1114. DUTIES OF MEMBER.

(a) A member shall not have a fiduciary duty to an unincorporated nonprofit association or to another member solely by being a member.

(b) A member shall discharge the duties to the unincorporated nonprofit association and the other members and exercise any rights under this chapter consistent with the governing principles and the obligation of good faith and fair dealing.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 18 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1115. ADMISSION, SUSPENSION, DISMISSAL, OR EXPULSION OF MEMBER.

(a) A person shall become a member and may be suspended, dismissed, or expelled in accordance with the association's governing principles. If there are no applicable governing principles, a person shall become a member or be suspended, dismissed, or expelled from an association only by a vote of its members. A person shall not be admitted as a member without the person's consent.

(b) Unless the governing principles provide otherwise, the suspension, dismissal, or expulsion of a member shall not relieve the member from any unpaid capital contribution, dues, assessments, fees, or other obligation incurred, or commitment made, by the member before the suspension, dismissal, or expulsion.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 19 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1116. MEMBER'S RESIGNATION.

(a) A member may resign as a member in accordance with the governing principles. In the absence of applicable governing principles, a member may resign at any time.

(b) Unless the governing principles provide otherwise, resignation of a member shall not relieve the member from any unpaid capital contribution, dues, assessments, fees, or other obligation incurred or commitment made by the member before resignation.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

This section is based on § 20 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1117. MEMBERSHIP INTEREST NOT TRANSFERABLE.

Except as otherwise provided in the governing principles, a member's interest or any right under the governing principles shall not be transferable.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 21 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1118. SELECTION OF MANAGERS; MANAGEMENT RIGHTS OF MANAGERS.

Except as otherwise provided in this chapter or the governing principles:

- (1) Only the members shall select a manager or managers;
- (2) A manager may be a member or a nonmember;
- (3) If a manager is not selected, all members shall be managers;
- (4) Each manager has equal rights in the management and conduct of the association's activities;
- (5) All matters relating to the activities shall be decided by its managers, except for matters reserved for approval by members in § 29-1112; and
- (6) A difference among managers shall be decided by a majority of the managers.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 22 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1119. DUTIES OF MANAGER.

- (a) A manager shall owe to the unincorporated nonprofit association and to its members the fiduciary duties of loyalty and care.
- (b) A manager shall manage the unincorporated nonprofit association in good faith, in a manner the manager reasonably believes to be in the best interests of the association, and with such care, including reasonable inquiry, as a prudent person would reasonably exercise in a similar position and under similar circumstances. A manager may rely in good faith upon any opinion, report, statement, or other information provided by another person that the manager reasonably believes is a competent and reliable source for the information.
- (c) After full disclosure of all material facts, a specific act or transaction that would otherwise violate the duty of loyalty by a manager may be authorized or ratified by a majority of the members that are not interested directly or indirectly in the act or transaction.
- (d) A manager that makes a business judgment in good faith satisfies the duties specified in subsection (a) of this section if the manager:
 - (1) Is not interested, directly or indirectly, in the subject of the business judgment and is otherwise able to exercise independent judgment;

(2) Is informed with respect to the subject of the business judgment to the extent the manager reasonably believes to be appropriate under the circumstances; and

(3) Believes that the business judgment is in the best interests of the unincorporated nonprofit association and in accordance with its purposes.

(e) The governing principles in a record may limit or eliminate the liability of a manager to the unincorporated nonprofit association or its members for damages for any action taken, or for failure to take any action, as a manager, except liability for:

(1) The amount of financial benefit improperly received by a manager;

(2) An intentional infliction of harm on the association or one or more of its members;

(3) An intentional violation of criminal law;

(4) Breach of the duty of loyalty; or

(5) Improper distributions.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 23 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1120. MANAGER MEETING, AND NOTICE REQUIREMENTS.

Notice and quorum requirements for meetings of managers and the conduct of meetings of managers shall be determined by the governing principles.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Uniform Law

This section is based on § 24 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1121. RIGHT OF MEMBERS AND MANAGERS TO INFORMATION.

(a) On reasonable notice, a member or manager of an unincorporated nonprofit association may inspect and copy during the unincorporated nonprofit association's regular operating hours, at a reasonable location specified by the association, any record maintained by the association regarding its activities, financial condition, and other circumstances, to the extent the information is material to the member's or manager's rights and duties under the governing principles.

(b) An unincorporated nonprofit association may impose reasonable restrictions on access to, and use of, information to be furnished under this section, including designating the information confidential and imposing the obligations of nondisclosure and safeguarding on the recipient.

(c) An unincorporated nonprofit association may charge a person that makes a demand under this section reasonable copying costs, limited to the costs of labor and materials.

(d) A former member or manager shall be entitled to information to which the member or manager was entitled while a member or manager if the information pertains to the period during which the person was a member or manager, the former member or manager seeks the information in good faith, and the former member or manager satisfies subsections (a) through (c) of this section.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Former § 29-1121 has been recodified as § 29A-1121.

Uniform Law

This section is based on § 25 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1122. DISTRIBUTIONS PROHIBITED; COMPENSATION AND OTHER PERMITTED PAYMENTS.

(a) Except as otherwise provided in subsection (b) of this section , an unincorporated nonprofit association shall not pay dividends or make distributions to a member or manager.

(b) An unincorporated nonprofit association may:

- (1) Pay reasonable compensation or reimburse reasonable expenses to a member or manager for services rendered;
- (2) Confer benefits on a member or manager in conformity with its nonprofit purposes;
- (3) Repurchase a membership and repay a capital contributions made by a member to the extent authorized by its governing principles; or
- (4) Make distributions of property to members upon winding up and termination to the extent permitted by § 29-1125.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1122 has been recodified as § 29A-1122.

Uniform Law

This section is based on § 26 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1123. REIMBURSEMENT; INDEMNIFICATION; ADVANCEMENT OF EXPENSES.

(a) Except as otherwise provided in the governing principles, an unincorporated nonprofit association shall reimburse a member or manager for authorized expenses reasonably incurred in the course of the member's or manager's activities on behalf of the association;

(b) An unincorporated nonprofit association may indemnify a member or manager for any debt, obligation, or other liability incurred in the course of the member's or manager's activities on behalf of the association if the person seeking indemnification has complied with § 29-1114 or § 29-1119. Governing principles in a record may broaden or limit indemnification.

(c) If a person is made, or threatened to be made, a party in an action based on that person's activities on behalf of an unincorporated nonprofit association and the person makes a request in a record to the association, a majority of the disinterested managers may approve in a record advance payment, or reimbursement, by the association, of all or a part of the reasonable expenses, including attorneys' fees and costs, incurred by the person before the final disposition of the proceeding. To be entitled to an advance payment or reimbursement, the person shall state in a record that the person has a good faith belief that the criteria for indemnification in subsection (b) of this section have been satisfied and that the person will repay the amounts advanced or reimbursed if the criteria for payment have not been satisfied. The governing principles in a record may broaden or limit the advance payments or reimbursements.

(d) An unincorporated nonprofit association may purchase insurance on behalf of a member or manager for liability asserted against or incurred by the member or manager in the capacity of a member or manager, whether or not the association has authority under this chapter to reimburse, indemnify, or advance expenses to the member or manager against liability.

(e) The rights of reimbursement, indemnification, and advancement of expenses under this section shall apply to a former member or manager for an activity undertaken on behalf of the unincorporated nonprofit association while a member or manager.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1123 has been recodified as § 29A-1123.

Uniform Law

This section is based on § 27 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1124. DISSOLUTION.

(a) An unincorporated nonprofit association may be dissolved as follows:

- (1) If the governing principles provide a time or method for dissolution, at that time or by that method;
- (2) If the governing principles do not provide a time or method for dissolution, upon approval by the members;
- (3) If no member can be located and the association's operations have been discontinued for at least 3 years, by the managers or, if the association has no current manager, by its last manager;
- (4) By court order; or
- (5) Under law other than this chapter.

(b) After dissolution, an unincorporated nonprofit association continues in existence until its activities have been wound up and it is terminated pursuant to § 29-1125.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1124 has been recodified as § 29A-1124.

Uniform Law

This section is based on § 28 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1125. WINDING UP AND TERMINATION.

Winding up and termination of an unincorporated nonprofit association shall proceed in accordance with the following rules:

- (1) All known debts and liabilities shall be paid or adequately provided for.
- (2) Any property subject to a condition requiring return to the person designated by the donor shall be transferred to that person.
- (3) Any property subject to a trust shall be distributed in accordance with the trust agreement.
- (4) Any remaining property shall be distributed as follows:
 - (A) As required by law other than this chapter that requires assets of an association to be distributed to another person with similar nonprofit purposes;
 - (B) In accordance with the association's governing principles or, in the absence of applicable governing principles, to the members of the association per capita or as the members direct; or
 - (C) If subparagraph (A) or (B) of this paragraph does not apply, in accordance with the law of unclaimed property in the District.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1125 has been recodified as § 29A-1125.

Uniform Law

This section is based on § 29 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1126. MERGERS.

(a) For the purposes of this section, the term:

- (1) "Constituent association organization" means an unincorporated nonprofit association that is merged with one or more other unincorporated nonprofit associations, including the surviving association.
- (2) "Disappearing association" means a constituent association that is not the surviving association.
- (3) "Surviving association" means an unincorporated nonprofit association into which one or more other associations are merged.

(b) A merger involving an unincorporated nonprofit association shall be subject to the following requirements:

- (1) Each of the constituent merging associations shall comply with its governing law.
- (2) Each party to the merger shall approve a plan of merger. The plan, which must be in a record, shall include the following provisions:
 - (A) The name and form of each association that is a party to the merger;
 - (B) The name and form of the surviving association and, if the surviving association is to be created by the merger, a statement to that effect;
 - (C) The terms and conditions of the merger, including the manner and basis for converting the interests in each constituent association into any combination of money, interests in the surviving association, and other consideration;
 - (D) If the surviving association is to be created by the merger, the surviving association's organizational documents that are proposed to be in a record; and
 - (E) If the surviving association is not to be created by the merger, any amendments to be made by the merger to the surviving association's organizational documents that are, or are proposed to be, in a record.
- (3) The plan of merger shall be approved by the members of each unincorporated nonprofit association that is a constituent association in the merger. If a member of an association that is a party to a merger will have personal liability with respect to an obligation of a constituent or a surviving association, the consent in a record of that member to the plan of merger shall also be obtained.
- (4) Subject to the contractual rights of third parties, after a plan of merger is approved and at any time before the merger is effective, a constituent association may amend the plan or abandon the merger as provided in the plan, or except as otherwise prohibited in the plan, with the same consent as was required to approve the plan.
- (5) Following approval of the plan, a merger under this section shall be effective, if a constituent association is required to give notice to or obtain the approval of a governmental agency or officer to be a party to a merger, when the notice has been given and the approval has been obtained.

(d) When a merger becomes effective, the following occur

- (1) The surviving association shall continue or come into existence.
- (2) Each constituent association that merges into the surviving association shall cease to exist as a separate entity.
- (3) All property owned by each constituent association that ceases to exist shall vest in the surviving association.
- (4) All debts, obligations, or other liabilities of each constituent association that ceases to exist shall continue as debts, obligations, or other liabilities of the surviving association.
- (5) An action or proceeding pending by or against any constituent association that ceases to exist may be continued as if the merger had not occurred.
- (6) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of

each constituent association that ceases to exist shall vest in the surviving association.

(7) Except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger shall take effect.

(8) The merger shall not affect the personal liability, if any, of a member or manager of a constituent association for a debt, obligation, or other liability of the association incurred before the merger is effective.

(9) A surviving association that is a foreign unincorporated nonprofit association consents to the jurisdiction of the Superior Court to enforce any debt, obligation, or other liability owed by a constituent association if, before the merger, the constituent association was subject to suit in the District on the debt, obligation, or other liability. A surviving association that is a foreign unincorporated nonprofit association and not authorized to do business in the District may be served with process as provided in § 29-104.12 for the purposes of enforcing a debt, obligation, or other liability under this subsection.

(e) Property held for a charitable purpose under the law of the District by a domestic or foreign unincorporated nonprofit association immediately before a merger under this section becomes effective shall not, as a result of the merger, be diverted from the objects for which it was donated, granted, or devised, unless, to the extent required by or pursuant to the law of the District concerning cy pres or other law dealing with nondiversion of charitable assets, the organization obtains an appropriate order of the Superior Court specifying the disposition of the property.

(f) A bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance that is made to a disappearing association and that takes effect or remains payable after the merger shall inure to the benefit of the surviving association. A trust obligation that would govern property if transferred to the disappearing association shall apply to property that is instead transferred to the surviving association under this section.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1126 has been recodified as § 29A-1126.

Uniform Law

This section is based on § 30 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.

§ 29-1127. TRANSITION CONCERNING REAL AND PERSONAL PROPERTY.

(a) If, before the applicability date of this chapter, an interest in property was by terms of a transfer purportedly transferred to an unincorporated nonprofit association but under the law of the District the interest did not vest in the association, or in one or more persons on behalf of the association under subsection (b) of this section, on the effective date of this chapter, the interest shall vest in the association, unless the parties to the transfer have treated the transfer as ineffective.

(b) If, before the applicability date of this chapter, an interest in property was by terms of a transfer purportedly transferred to an unincorporated nonprofit association but the interest was vested in one or more persons to hold the estate or interest for members of the association, on or after the effective date of this chapter, the persons, or their successors in interest, may transfer the interest to the association in its name or the association may require that the interest be transferred to it in its name.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-1127 has been recodified as § 29A-1127.

Uniform Law

This section is based on § 31 of the Uniform Unincorporated Nonprofit Association Act (2008 Act) . See Vol. 6B , Uniform Laws Annotated, Master Edition or ULA Database on Westlaw.