



## Ohio Revised Code

### Section 1729.49 Disposing of assets of association.

Effective: September 3, 2004

Legislation: House Bill 288 - 125th General Assembly

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(A) As used in this section, "substantially all" means more than two-thirds of the association's assets, measured, in the board's discretion, either by value as recorded in the books and records of the association or by fair market value.

(B) Unless the articles of incorporation or the bylaws of an association otherwise provide, a lease, sale, exchange, transfer, or other disposition of any assets of an association may be made upon terms and for consideration which may consist, in whole or in part, of money or other property, including shares or other securities or promissory obligations of any association or entity, as may be authorized by the board. If a lease, sale, exchange, transfer, or other disposition, or a series of such transactions, would dispose of all or substantially all of the assets of the association, then the disposition may be made only upon a written plan of disposition prepared by the board or by a committee selected by the board for that purpose, and adopted in the same manner as provided for the adoption of a resolution of dissolution in section 1729.55 of the Revised Code. A plan of disposition shall set forth a general description or summary of the assets subject to disposition; the method of disposition; the intended transferee of the assets, if known to the board; and a general description of any material effect the board believes the disposition will have on the interests of the members and stockholders. Notice of a meeting of the members at which a plan of disposition will be voted on shall be given to all members, whether or not entitled to vote at the meeting. The notice shall be accompanied by a copy or summary of the plan of disposition and a ballot for those members entitled to vote on the plan.

(C) The association, by its board, may abandon a plan of disposition, subject to the contract rights of other persons, if the power of abandonment is conferred upon the board either by the terms of the transaction or in the plan of disposition.

(D) An action to set aside a disposition of assets by an association, on the ground that any section of the Revised Code applicable to the lease, sale, exchange, transfer, or other disposition of all or substantially all the assets of the association has not been complied with, shall be brought within



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ninety days after such transaction, or the action is forever barred.