



## Ohio Revised Code

### Section 1745.52 Effect of voluntary dissolution and authority and duties of managers during winding up.

Effective: May 22, 2012

Legislation: House Bill 267 - 129th General Assembly

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(A) When an unincorporated nonprofit association is dissolved voluntarily upon the expiration of the period of existence of the association specified in its governing principles, the association shall cease to carry on its activities and shall do only those acts that are required to wind up its affairs, and for those purposes it shall continue as an unincorporated nonprofit association.

(B) Any claim existing or action or proceeding pending by or against the unincorporated nonprofit association or that would have accrued against it may be prosecuted to judgment with right of appeal as in other cases, but any proceeding, execution, or process, or the satisfaction or performance of any order, judgment, or decree, may be stayed as provided in section 1745.53 of the Revised Code.

(C) Any process, notice, or demand against the unincorporated nonprofit association may be served by delivering a copy to a manager, liquidator, or person having charge of its assets or, if none of those persons can be found, to the statutory agent.

(D) The managers of the unincorporated nonprofit association and their survivors or successors shall act in accordance with the governing principles until the affairs of the association are completely wound up. Subject to the orders of courts of this state having jurisdiction over the association, the managers shall proceed as speedily as is practicable to a complete winding up of the affairs of the association and, to the extent necessary or expedient to that end, shall exercise all the authority of the association. Without limiting the generality of that authority, they may fill vacancies, elect managers, carry out contracts of the association, make new contracts, borrow money, mortgage or pledge the property of the association as security, sell its assets at public or private sale, make conveyances in the association's name, lease real property for any term, including ninety-nine years renewable forever, settle or compromise claims in favor of or against the association, employ one or more persons as liquidators to wind up the affairs of the association with the authority that the managers see fit to grant, cause the title to any of the assets of the association to be conveyed to



those liquidators for that purpose, apply assets to the payment of obligations, perform all other acts necessary or expedient to the winding up of the affairs of the association, and, after paying or adequately providing for the payment of all known obligations of the association, distribute the remainder of the assets as follows:

(1) Assets held upon a condition requiring return, transfer, or conveyance, which condition will have occurred by reason of the dissolution or otherwise, shall be returned, transferred, or conveyed in accordance with those requirements;

(2) In the case of a public benefit association, the following apply:

(a) Assets held by it in trust for specified purposes shall be applied so far as is feasible in accordance with the terms of the trust.

(b) The remaining assets not held in trust shall be applied so far as is feasible towards carrying out the purposes stated in its governing principles.

(c) In the event and to the extent that in the judgment of the managers it is not feasible to apply the assets as provided in divisions (D)(2)(a) and (b) of this section, the assets shall be applied as may be directed by the court of common pleas of the county in this state in which the principal office of the association is located, in an action brought for that purpose by the managers or any one of them or by the association, to which action the attorney general shall be a party, in an action brought by the attorney general in a court of competent jurisdiction, or in an action brought as provided in section 1745.53 of the Revised Code for the purpose of winding up the affairs of the association under the supervision of the court.

(3) In the case of a mutual benefit association, any remaining assets shall be distributed in accordance with the applicable provisions of the governing principles of the association or, to the extent that no such provision is made, the assets shall be distributed pursuant to a plan of distribution adopted by the members of the association at a meeting held for the purpose of voting on dissolution or any adjournment of the meeting. If no plan of distribution is so adopted by the members, those remaining assets shall be distributed pursuant to a plan of distribution adopted by the managers. If no plan of distribution is so adopted by the members or managers, the remaining



assets shall be applied in the manner directed by the court of common pleas of the county in this state in which the principal office of the association is located, in an action brought for that purpose by the mutual benefit association, by the managers or any one of them, or by the attorney general in a court of competent jurisdiction or in an action brought as provided in section 1745.53 of the Revised Code for the purpose of winding up the affairs of the association under the supervision of the court.

(E) Without limiting the authority of the managers, any action within the purview of this section that is authorized or approved by the members at a meeting held for that purpose shall be conclusive for all purposes upon all of the members of the association, except that nothing in this section shall impair the jurisdiction of courts of competent jurisdiction to enforce the duties of a public benefit association with respect to the application of its assets towards its public or charitable purposes, or impair the power of the state, acting through the attorney general, to require those assets to be applied, as nearly as may be, towards its public or charitable purposes.

(F) All deeds and other instruments of the unincorporated nonprofit association shall be in the name of the association and shall be executed, acknowledged, and delivered by a manager of the association.

(G) At any time during the winding up of its affairs, the unincorporated nonprofit association by its managers may make application to the court of common pleas of the county in this state in which the principal office of the association is located to have the winding up continued under supervision of the court as provided in section 1745.53 of the Revised Code.