

1 **SENATE FLOOR VERSION**

2 March 4, 2025

3 COMMITTEE SUBSTITUTE
4 FOR

5 SENATE BILL NO. 1085

6 By: Howard

7 An Act relating to unincorporated nonprofit
8 associations; creating the Uniform Unincorporated
9 Nonprofit Association Act; providing short title;
10 defining terms; clarifying applicability of act;
11 clarifying laws applicable to certain associations;
12 establishing characteristics and powers of
13 unincorporated nonprofit associations; providing for
14 ownership and transfer of property; defining term;
15 establishing authority for interests in real
16 property; establishing liability of certain
17 associations; authorizing assertion and defense of
18 claims by certain associations; clarifying effect of
19 certain judgment or order; providing requirements for
20 service of process; prohibiting abatement of certain
21 proceedings upon change in membership; establishing
22 proper venue for certain actions; prohibiting certain
23 agency; requiring membership approval for certain
24 actions; establishing voting requirements;
authorizing governing principles to establish certain
meeting requirements; clarifying duties of members;
establishing requirements for admission, suspension,
dismissal, or expulsion of members; providing for
resignation of members; prohibiting transfer of
membership interest; establishing requirements for
selection of managers; clarifying rights of managers;
establishing duties of managers; establishing
procedural requirements for manager meetings;
establishing requirements for member or manager
access to certain information; prohibiting certain
distributions; authorizing certain compensation,
reimbursement, or benefits; authorizing distributions
under certain circumstances; requiring reimbursement
of certain expenses; authorizing certain
indemnification; authorizing advance payment or
reimbursement under certain circumstances;

1 authorizing purchase of insurance for specified
2 purposes; establishing procedures for dissolution of
3 certain associations; establishing procedures for
4 winding up and termination of certain associations;
5 establishing procedures for designation of registered
6 agent; providing for transfers of certain property;
7 defining terms; authorizing certain mergers;
8 establishing requirements for certain mergers;
9 clarifying when certain mergers become effective;
10 prohibiting diversion of certain property by merging
11 entity; construing provisions; clarifying application
12 of Electronic Signatures in Global and National
13 Commerce Act; clarifying applicability to certain
14 actions; providing for codification; and providing an
15 effective date.

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BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

SECTION 1. NEW LAW A new section of law to be codified
in the Oklahoma Statutes as Section 2101 of Title 18, unless there
is created a duplication in numbering, reads as follows:

This act shall be known and may be cited as the "Uniform
Unincorporated Nonprofit Association Act".

SECTION 2. NEW LAW A new section of law to be codified
in the Oklahoma Statutes as Section 2102 of Title 18, unless there
is created a duplication in numbering, reads as follows:

As used in this act:

1. "Established practices" means the practices used by an
unincorporated nonprofit association without material change during
the most recent five (5) years of its existence, or if it has
existed for less than five (5) years, during its entire existence;

1 2. "Governing principles" means the agreements, whether oral,
2 in a record, or implied from established practices, or in any
3 combination thereof, that govern the purpose or operation of an
4 unincorporated nonprofit association and the rights and obligations
5 of its members and managers. The term includes any amendment or
6 restatement of the agreements constituting the governing principles;

7 3. "Manager" means a person that is responsible, alone or in
8 concert with others, for the management of an unincorporated
9 nonprofit association;

10 4. "Member" means a person that, under the governing
11 principles, may participate in the selection of persons authorized
12 to manage the affairs of the unincorporated nonprofit association or
13 in the development of the policies and activities of the
14 association;

15 5. "Person" means an individual, estate, business or nonprofit
16 entity, government or governmental subdivision, agency,
17 instrumentality, or other legal entity. The term includes a
18 protected series;

19 6. "Protected series" means a series, protected series,
20 protected cell, segregated account, or similar part of an entity's
21 structure, however the part is denominated, established under law
22 that limits, or limits if conditions specified under law are
23 satisfied, the liability of the part to a creditor of the entity or
24 another part of the structure;

1 7. "Property" means all property, whether real, personal, or
2 mixed or tangible or intangible, or any right or interest therein;

3 8. "Record", used as a noun, means information that is
4 inscribed on a tangible medium or that is stored in an electronic or
5 other medium and is retrievable in perceivable form;

6 9. "Sign" means, with present intent to authenticate or adopt a
7 record:

8 a. to execute or adopt a tangible symbol, or

9 b. to attach to or logically associate with the record an
10 electronic symbol, sound, or process;

11 10. "State" means a state of the United States, the District of
12 Columbia, Puerto Rico, the United States Virgin Islands, or any
13 territory or insular possession subject to the jurisdiction of the
14 United States;

15 11. "Transfer" includes:

16 a. an assignment,

17 b. a conveyance,

18 c. a sale,

19 d. a lease,

20 e. an encumbrance, including a mortgage or security
21 interest,

22 f. a gift, and

23 g. a transfer by operation of law; and

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1 12. "Unincorporated nonprofit association" means an
2 unincorporated organization consisting of two or more members joined
3 under an agreement that is oral, in a record, or implied from
4 conduct, for one or more common, nonprofit purposes. The term does
5 not include:

- 6 a. a trust,
- 7 b. a marriage, domestic partnership, common law domestic
8 relationship, civil union, or other domestic living
9 arrangement,
- 10 c. an organization formed under any other statute that
11 governs the organization and operation of
12 unincorporated associations,
- 13 d. a joint tenancy, tenancy in common, or tenancy by the
14 entirety even if the co-owners share use of the
15 property for a nonprofit purpose, or
- 16 e. a relationship under an agreement in a record that
17 expressly provides that the relationship between the
18 parties does not create an unincorporated nonprofit
19 association.

20 SECTION 3. NEW LAW A new section of law to be codified
21 in the Oklahoma Statutes as Section 2103 of Title 18, unless there
22 is created a duplication in numbering, reads as follows:

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1 A. A statute governing a specific type of unincorporated
2 nonprofit association prevails over an inconsistent provision in
3 this act, to the extent of the inconsistency.

4 B. This act supplements the law of this state that applies to
5 nonprofit associations operating in this state. If a conflict
6 exists, that law applies.

7 C. Unless displaced by particular provisions of this act, the
8 principles of law and equity supplement this act.

9 SECTION 4. NEW LAW A new section of law to be codified
10 in the Oklahoma Statutes as Section 2104 of Title 18, unless there
11 is created a duplication in numbering, reads as follows:

12 A. Except as otherwise provided in subsection B of this
13 section, the law of this state governs the operation in this state
14 of an unincorporated nonprofit association formed or operating in
15 this state.

16 B. Unless the governing principles specify a different
17 jurisdiction, the law of the jurisdiction in which an unincorporated
18 nonprofit association has its main place of activities governs the
19 internal affairs of the association.

20 SECTION 5. NEW LAW A new section of law to be codified
21 in the Oklahoma Statutes as Section 2105 of Title 18, unless there
22 is created a duplication in numbering, reads as follows:

23 A. An unincorporated nonprofit association is an entity
24 distinct from its members and managers.

1 B. An unincorporated nonprofit association has perpetual
2 duration unless the governing principles specify otherwise.

3 C. An unincorporated nonprofit association has the same powers
4 as an individual to do all things necessary or convenient to carry
5 on its purposes.

6 D. An unincorporated nonprofit association may engage in
7 profit-making activities but profits from any activities shall be
8 used or set aside for the association's nonprofit purposes.

9 SECTION 6. NEW LAW A new section of law to be codified
10 in the Oklahoma Statutes as Section 2106 of Title 18, unless there
11 is created a duplication in numbering, reads as follows:

12 A. An unincorporated nonprofit association may acquire, hold,
13 or transfer in its name an interest in property.

14 B. An unincorporated nonprofit association may be a beneficiary
15 of a trust or contract, a legatee, or a devisee.

16 SECTION 7. NEW LAW A new section of law to be codified
17 in the Oklahoma Statutes as Section 2107 of Title 18, unless there
18 is created a duplication in numbering, reads as follows:

19 A. As used in this section, "statement of authority" means a
20 statement authorizing a person to transfer an interest in real
21 property held in the name of an unincorporated nonprofit
22 association.

23 B. An interest in real property held in the name of an
24 unincorporated nonprofit association may be transferred by a person

1 authorized to do so in a statement of authority filed by the
2 association in the office in the county in which a transfer of the
3 property would be filed.

4 C. A statement of authority shall state:

5 1. The name of the unincorporated nonprofit association;

6 2. The address in this state, including the street address, if
7 any, of the association or, if the association does not have an
8 address in this state, its out-of-state address;

9 3. That the association is an unincorporated nonprofit
10 association; and

11 4. The name, title, or position of a person authorized to
12 transfer an interest in real property held in the name of the
13 association.

14 D. A statement of authority shall be executed in the same
15 manner as an affidavit by a person other than the person authorized
16 in the statement to transfer the interest.

17 E. A filing officer may collect a fee for filing a statement of
18 authority in the amount authorized for filing a transfer of real
19 property.

20 F. A record amending, revoking, or canceling a statement of
21 authority or stating that the statement is unauthorized or erroneous
22 shall meet the requirements for executing and filing an original
23 statement.

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1 G. Unless canceled earlier, a filed statement of authority and
2 its most recent amendment expire five (5) years after the date of
3 the most recent filing.

4 H. If the record title to real property is in the name of an
5 unincorporated nonprofit association and the statement of authority
6 is filed in the office of the county in which a transfer of the
7 property would be filed, the authority of the person named under
8 paragraph 4 of subsection C of this section is conclusive in favor
9 of a person that gives value without notice that the person lacks
10 authority.

11 SECTION 8. NEW LAW A new section of law to be codified
12 in the Oklahoma Statutes as Section 2108 of Title 18, unless there
13 is created a duplication in numbering, reads as follows:

14 A. A debt, obligation, or other liability of an unincorporated
15 nonprofit association is solely the debt, obligation, or other
16 liability of the association. A member or manager is not personally
17 liable, directly or indirectly, by way of contribution or otherwise
18 for a debt, obligation, or other liability of the association solely
19 by reason of being or acting as a member or manager. The provisions
20 of this subsection shall apply regardless of the dissolution of the
21 association.

22 B. A person's status as a member or manager does not prevent or
23 restrict law other than this act from imposing liability on the
24 person or the association because of the person's conduct.

1 C. The failure of an unincorporated nonprofit association to
2 observe formalities relating to the exercise of its powers or
3 management of its activities and affairs shall not be a ground for
4 imposing liability on a member or manager of the association for a
5 debt, obligation, or other liability of the association.

6 SECTION 9. NEW LAW A new section of law to be codified
7 in the Oklahoma Statutes as Section 2109 of Title 18, unless there
8 is created a duplication in numbering, reads as follows:

9 A. An unincorporated nonprofit association may sue or be sued
10 in its own name.

11 B. A member or manager may assert a claim the member or manager
12 has against the unincorporated nonprofit association. An
13 association may assert a claim it has against a member or manager.

14 SECTION 10. NEW LAW A new section of law to be codified
15 in the Oklahoma Statutes as Section 2110 of Title 18, unless there
16 is created a duplication in numbering, reads as follows:

17 A judgment or order against an unincorporated nonprofit
18 association is not by itself a judgment or order against a member or
19 manager.

20 SECTION 11. NEW LAW A new section of law to be codified
21 in the Oklahoma Statutes as Section 2111 of Title 18, unless there
22 is created a duplication in numbering, reads as follows:

23 In an action or proceeding against an unincorporated nonprofit
24 association, process may be served on an agent authorized by

1 designation to receive service of process, on a manager of the
2 association, or in any other manner authorized by the laws of this
3 state.

4 SECTION 12. NEW LAW A new section of law to be codified
5 in the Oklahoma Statutes as Section 2112 of Title 18, unless there
6 is created a duplication in numbering, reads as follows:

7 An action or proceeding against an unincorporated nonprofit
8 association does not abate merely because of a change in its members
9 or managers.

10 SECTION 13. NEW LAW A new section of law to be codified
11 in the Oklahoma Statutes as Section 2113 of Title 18, unless there
12 is created a duplication in numbering, reads as follows:

13 Unless otherwise provided by law other than this act, venue of
14 an action against an unincorporated nonprofit association brought in
15 this state is determined under the statutes applicable to an action
16 brought in this state against a nonprofit corporation.

17 SECTION 14. NEW LAW A new section of law to be codified
18 in the Oklahoma Statutes as Section 2114 of Title 18, unless there
19 is created a duplication in numbering, reads as follows:

20 A member is not an agent of the association solely because of
21 being a member.

22 SECTION 15. NEW LAW A new section of law to be codified
23 in the Oklahoma Statutes as Section 2115 of Title 18, unless there
24 is created a duplication in numbering, reads as follows:

1 A. Except as provided in the governing principles, an
2 unincorporated nonprofit association shall have the approval of its
3 members to:

- 4 1. Admit, suspend, dismiss, or expel a member;
- 5 2. Select or dismiss a manager;
- 6 3. Adopt, amend, or repeal the governing principles;
- 7 4. Sell, lease, exchange, or otherwise dispose of all, or
8 substantially all, of the association's property, with or without
9 the association's goodwill, outside the ordinary course of its
10 activities;

11 5. Dissolve under paragraph 2 of subsection A of Section 27 of
12 this act or merge under Section 31 of this act;

13 6. Undertake any other act outside the ordinary course of the
14 association's activities; or

15 7. Determine the policy and purposes of the association.

16 B. An unincorporated nonprofit association shall have the
17 approval of the members to do any other act or exercise a right that
18 the governing principles require to be approved by members.

19 SECTION 16. NEW LAW A new section of law to be codified
20 in the Oklahoma Statutes as Section 2116 of Title 18, unless there
21 is created a duplication in numbering, reads as follows:

22 A. Unless the governing principles provide otherwise:
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1 1. Approval of a matter by the members requires the affirmative
2 vote of at least a majority of the votes cast at a meeting of
3 members; and

4 2. Each member is entitled to one vote on each matter that is
5 submitted for approval by the members.

6 B. The governing principles may provide for the:

7 1. Calling, location, and timing of member meetings;

8 2. Notice and quorum requirements for member meetings;

9 3. Conduct of member meetings;

10 4. Taking of action by the members by consent without a meeting
11 or casting ballots; and

12 5. Participation by members in a member meeting by telephone or
13 other means of electronic communication.

14 C. If the governing principles do not provide for a matter
15 described in subsection B of this section, customary usages and
16 principles of parliamentary law and procedure apply.

17 SECTION 17. NEW LAW A new section of law to be codified
18 in the Oklahoma Statutes as Section 2117 of Title 18, unless there
19 is created a duplication in numbering, reads as follows:

20 A. A member does not have any fiduciary duty to an
21 unincorporated nonprofit association or to another member solely
22 because of being a member.

23 B. A member shall discharge the duties to the unincorporated
24 nonprofit association and the other members and exercise any rights

1 under this act consistent with the governing principles and the
2 contractual obligation of good faith and fair dealing.

3 SECTION 18. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 2118 of Title 18, unless there
5 is created a duplication in numbering, reads as follows:

6 A. A person becomes a member and may be suspended, dismissed,
7 or expelled in accordance with the governing principles of the
8 unincorporated nonprofit association. If there are no applicable
9 governing principles, a person may become a member or be suspended,
10 dismissed, or expelled from an association only by a vote of its
11 members. A person shall not be admitted as a member without the
12 person's consent.

13 B. Unless the governing principles provide otherwise, the
14 suspension, dismissal, or expulsion of a member does not relieve the
15 member from any unpaid capital contributions, dues, assessments,
16 fees, or other obligations incurred or commitment made by the member
17 before the suspension, dismissal, or expulsion.

18 SECTION 19. NEW LAW A new section of law to be codified
19 in the Oklahoma Statutes as Section 2119 of Title 18, unless there
20 is created a duplication in numbering, reads as follows:

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

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1 B. Unless the governing principles provide otherwise,
2 resignation of a member does not relieve the member from any unpaid
3 capital contributions, dues, assessments, fees, or other obligations
4 incurred or commitment made by the member before resignation.

5 SECTION 20. NEW LAW A new section of law to be codified
6 in the Oklahoma Statutes as Section 2120 of Title 18, unless there
7 is created a duplication in numbering, reads as follows:

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

11 SECTION 21. NEW LAW A new section of law to be codified
12 in the Oklahoma Statutes as Section 2121 of Title 18, unless there
13 is created a duplication in numbering, reads as follows:

14 Except as otherwise provided in this act or the governing
15 principles:

- 16 1. Only the members may select a manager or managers;
- 17 2. A manager may be a member or a nonmember;
- 18 3. If a manager is not selected, all members are managers;
- 19 4. Each manager has equal rights in the management and conduct
20 of the activities of the unincorporated nonprofit association;
- 21 5. All matters relating to the association's activities are
22 decided by its managers except for matters reserved for approval by
23 members in Section 15 of this act; and

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1 6. A difference among managers shall be decided by a majority
2 of the managers.

3 SECTION 22. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 2122 of Title 18, unless there
5 is created a duplication in numbering, reads as follows:

6 A. A manager owes to the unincorporated nonprofit association
7 and to its members the duties of loyalty and care.

8 B. A manager shall manage the unincorporated nonprofit
9 association in good faith, in a manner the manager reasonably
10 believes to be in the best interests of the association, and with
11 such care, including reasonable inquiry, as a prudent person would
12 reasonably exercise in a similar position and under similar
13 circumstances. A manager may rely in good faith on any opinion,
14 report, statement, or other information provided by another person
15 that the manager reasonably believes is a competent and reliable
16 source for the information.

17 C. After full disclosure of all material facts, a specific act
18 or transaction that would otherwise violate the fiduciary duty of
19 loyalty by a manager may be authorized or ratified by a majority of
20 the members that are not interested directly or indirectly in the
21 act or transaction.

22 D. A manager that makes a business judgment in good faith
23 satisfies the duties specified in subsection A of this section if
24 the manager:

1 1. Is not interested, directly or indirectly, in the subject of
2 the business judgment and is otherwise able to exercise independent
3 judgment;

4 2. Is informed with respect to the subject of the business
5 judgment to the extent the manager reasonably believes to be
6 appropriate under the circumstances; and

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

10 E. The governing principles in a record may limit or eliminate
11 the liability of a manager to the unincorporated nonprofit
12 association or its members for damages for any action taken, or for
13 failure to take any action, as a manager, except liability for:

14 1. The amount of financial benefit improperly received by a
15 manager;

16 2. An intentional infliction of harm on the association or one
17 or more of its members;

18 3. An intentional violation of criminal law;

19 4. Breach of the fiduciary duty of loyalty; or

20 5. Improper distributions.

21 SECTION 23. NEW LAW A new section of law to be codified
22 in the Oklahoma Statutes as Section 2123 of Title 18, unless there
23 is created a duplication in numbering, reads as follows:

24 A. The governing principles may provide for the:

- 1 1. Calling, location, and timing of manager meetings;
- 2 2. Notice and quorum requirements for manager meetings;
- 3 3. Conduct of manager meetings;
- 4 4. Taking of action by the managers by consent without a
- 5 meeting; and

6 5. Participation by managers in a manager meeting by telephone
7 or other means of electronic communication.

8 B. If the governing principles do not provide for a matter
9 described in subsection A of this section, customary usages and
10 principles of parliamentary law and procedure shall apply.

11 SECTION 24. NEW LAW A new section of law to be codified
12 in the Oklahoma Statutes as Section 2124 of Title 18, unless there
13 is created a duplication in numbering, reads as follows:

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

22 B. An unincorporated nonprofit association may impose
23 reasonable restrictions on access to and use of information to be
24 furnished under this section, including designating the information

1 confidential and imposing obligations of nondisclosure and
2 safeguarding on the recipient.

3 C. An unincorporated nonprofit association may charge a person
4 who makes a demand under this section reasonable copying costs,
5 limited to the costs of labor and materials.

6 D. A former member or manager is entitled to information to
7 which the member or manager was entitled while a member or manager
8 if the information pertains to the period during which the person
9 was a member or manager, the former member or manager seeks the
10 information in good faith, and the former member or manager
11 satisfies the requirements of subsections A through C of this
12 section.

13 SECTION 25. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 2125 of Title 18, unless there
15 is created a duplication in numbering, reads as follows:

16 A. Except as provided in subsection B of this section, an
17 unincorporated nonprofit association shall not pay dividends or make
18 distributions to a member or manager.

19 B. An unincorporated nonprofit association may:

20 1. Pay reasonable compensation or reimburse reasonable expenses
21 to a member or manager for services rendered;

22 2. Confer benefits on a member or manager in conformity with
23 its nonprofit purposes;

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1 3. Repurchase a membership and repay a capital contribution
2 made by a member to the extent authorized by its governing
3 principles; or

4 4. Make distributions of property to members upon winding up
5 and termination to the extent permitted by Section 28 of this act.

6 SECTION 26. NEW LAW A new section of law to be codified
7 in the Oklahoma Statutes as Section 2126 of Title 18, unless there
8 is created a duplication in numbering, reads as follows:

9 A. Except as provided in the governing principles, an
10 unincorporated nonprofit association shall reimburse a member or
11 manager for authorized expenses reasonably incurred in the course of
12 the member's or manager's activities on behalf of the association.

13 B. An unincorporated nonprofit association may indemnify a
14 member or manager for any debt, obligation, or other liability
15 incurred in the course of the member's or manager's activities on
16 behalf of the association if the person seeking indemnification has
17 complied with Sections 17 and 22 of this act. Governing principles
18 in a record may broaden or limit indemnification.

19 C. If a person is made or threatened to be made a party in an
20 action or proceeding based on that person's activities on behalf of
21 an unincorporated nonprofit association and the person makes a
22 request in a record to the association, a majority of the
23 disinterested managers may approve in a record advance payment, or
24 reimbursement, by the association, of all or a part of the

1 reasonable expenses, including attorney fees and costs, incurred by
2 the person before the final disposition of the proceeding. To be
3 entitled to an advance payment or reimbursement, the person shall
4 state in a record that the person has a good faith belief that the
5 criteria for indemnification in subsection B of this section have
6 been satisfied and that the person will repay the amounts advanced
7 or reimbursed if the criteria for payment have not been satisfied.
8 The governing principles in a record may broaden or limit the
9 advance payments or reimbursements.

10 D. An unincorporated nonprofit association may purchase and
11 maintain insurance on behalf of a member or manager against
12 liability asserted against or incurred by the member or manager in
13 that capacity or arising from that status, whether or not the
14 association has authority under this act to reimburse, indemnify, or
15 advance expenses to the member or manager against the liability.

16 E. The rights of reimbursement, indemnification, and
17 advancement of expenses under this section apply to a former member
18 or manager for an activity undertaken on behalf of the
19 unincorporated nonprofit association while a member or manager.

20 SECTION 27. NEW LAW A new section of law to be codified
21 in the Oklahoma Statutes as Section 2127 of Title 18, unless there
22 is created a duplication in numbering, reads as follows:

23 A. An unincorporated nonprofit association may be dissolved as
24 follows:

1 1. If the governing principles provide a time or method for
2 dissolution, at that time or by that method;

3 2. If the governing principles do not provide a time or method
4 for dissolution, upon approval by the members;

5 3. If no member can be located and the association's operations
6 have been discontinued for at least three (3) years, by the managers
7 or, if the association has no current manager, by its last manager;

8 4. By court order; or

9 5. By law other than this act.

10 B. After dissolution, an unincorporated nonprofit association
11 continues in existence until its activities have been wound up and
12 it is terminated pursuant to Section 28 of this act.

13 SECTION 28. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 2128 of Title 18, unless there
15 is created a duplication in numbering, reads as follows:

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

18 1. All known debts and liabilities shall be paid or adequately
19 provided for;

20 2. Any property subject to a condition requiring return to the
21 person designated by the donor shall be transferred to that person;

22 3. Any property subject to a trust shall be distributed in
23 accordance with the trust agreement; and

24 4. Any remaining property shall be distributed as follows:

- 1 a. as required by all applicable laws that require assets
2 of an association to be distributed to another person
3 with similar nonprofit purposes,
4 b. in accordance with the association's governing
5 principles or in the absence of applicable governing
6 principles, to the members of the association per
7 capita or as the members direct, or
8 c. if neither subparagraph a nor b applies, under the
9 Uniform Unclaimed Property Act, Section 651 et seq. of
10 Title 60 of the Oklahoma Statutes.

11 SECTION 29. NEW LAW A new section of law to be codified
12 in the Oklahoma Statutes as Section 2129 of Title 18, unless there
13 is created a duplication in numbering, reads as follows:

14 A. An unincorporated nonprofit association may deliver to the
15 Secretary of State for filing a statement designating an agent
16 authorized to receive service of process.

17 B. A statement designating a registered agent shall state:

- 18 1. The name of the unincorporated nonprofit association; and
19 2. The name and street and mailing addresses in this state of
20 the registered agent.

21 C. A statement designating a registered agent shall be signed
22 by a person authorized to manage the affairs of the unincorporated
23 nonprofit association. The signing of the statement is an
24 affirmation of fact that the person is authorized to manage the

1 affairs of the unincorporated nonprofit association and that the
2 agent has consented to serve.

3 D. An amendment to or cancellation of a statement designating a
4 registered agent shall meet the requirements for signing an original
5 statement. An agent may resign by delivering a resignation to the
6 Office of the Secretary of State for filing and by giving notice to
7 the unincorporated nonprofit association at the address most
8 recently provided to the agent by the association.

9 E. The Secretary of State may collect a fee for filing a
10 statement designating a registered agent, an amendment, a
11 cancellation, or a resignation in the amount charged for filing
12 similar documents.

13 F. A statement designating a registered agent shall take effect
14 upon filing with the Secretary of State and shall be effective for
15 five (5) years after the date of filing unless canceled or
16 terminated earlier.

17 G. A statement designating a registered agent may not be
18 rejected for filing because the name of the unincorporated nonprofit
19 association signing the statement is not distinguishable on the
20 records of the Secretary of State from the name of another entity
21 appearing in such records. The filing of such a statement shall not
22 make the name of the association signing the statement unavailable
23 for use by another entity.

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1 H. The only duty under this act of a registered agent is to
2 forward to the unincorporated nonprofit association at the address
3 most recently provided to the agent by the association any process,
4 notice, or demand pertaining to the association which is served on
5 or received by the agent.

6 SECTION 30. NEW LAW A new section of law to be codified
7 in the Oklahoma Statutes as Section 2130 of Title 18, unless there
8 is created a duplication in numbering, reads as follows:

9 All transfers of an interest in property to an unincorporated
10 nonprofit association shall vest the interest in the association,
11 unless the parties to the transfer have treated the transfer as
12 ineffective.

13 SECTION 31. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 2131 of Title 18, unless there
15 is created a duplication in numbering, reads as follows:

16 A. As used in this section:

17 1. "Entity":

18 a. means a person that has:

19 (1) a legal existence separate from any person that
20 has a right to vote or consent with respect to
21 any of the entity's internal affairs, or

22 (2) the power to acquire an interest in real property
23 in its own name, and

24 b. does not include:

- 1 (1) an individual,
- 2 (2) a trust with a predominantly donative purpose or
- 3 a charitable trust,
- 4 (3) an association or relationship that is not
- 5 described in subparagraph a of this paragraph and
- 6 is not a partnership solely by reason of
- 7 subsection (c) of Section 1-202 of Title 54 of
- 8 the Oklahoma Statutes,
- 9 (4) a decedent's estate,
- 10 (5) a protected series, or
- 11 (6) a government or a governmental subdivision,
- 12 agency, or instrumentality;

13 2. "Merger" means a transaction authorized by:

- 14 a. the provisions of this section, or
- 15 b. a similar law of one or more other jurisdictions,
- 16 however the transaction is denominated, under which at
- 17 least two entities are combined into one of the
- 18 entities or a newly created entity when any records
- 19 delivered to the Secretary of State and similar
- 20 offices in the other jurisdiction or jurisdictions
- 21 become effective;

22 3. "Merging entity" means an entity that is a party to a merger
23 and exists immediately before the merger becomes effective;

1 4. "Organic law" means the law of this state or another
2 jurisdiction that principally governs the internal affairs of an
3 entity;

4 5. "Organic rules" means the public organic record and private
5 organic rules of an entity;

6 6. "Private organic rules" means the rules, whether or not in a
7 record, that govern the internal affairs of an entity, are binding
8 on all its equity owners or persons with the right to vote or
9 consent with respect to any of its internal affairs, and are not
10 part of its public organic record, if any;

11 7. "Public organic record" means the record the filing of which
12 by the Secretary of State forms an entity and any amendment to or
13 restatement of that record; and

14 8. "Surviving entity" means the entity that continues in
15 existence after or is created by a merger.

16 B. An unincorporated nonprofit association may be a merging
17 entity or surviving entity in a merger with any entity that is
18 authorized by law to merge with an unincorporated nonprofit
19 association.

20 C. A merger involving an unincorporated nonprofit association
21 is subject to the following rules:

22 1. Each constituent entity shall comply with its organic law;
23
24

1 2. Each party to the merger shall approve a plan of merger.
2 The plan, which shall be in a record, shall include the following
3 provisions:
4 a. the name and form of each entity that is a party to
5 the merger,
6 b. the name and form of the surviving entity and whether
7 the surviving entity is to be created by the merger,
8 c. if the surviving entity is to be created by the
9 merger, the surviving entity's organic rules that are
10 the proposed to be in a record,
11 d. if the surviving entity is not to be created by the
12 merger, any amendments to be made by the merger to the
13 surviving entity's organic rules that are, or are
14 proposed to be, in a record, and
15 e. the terms and conditions of the merger, including the
16 manner and basis for converting the interests in each
17 merging entity into any combination of money,
18 interests in the surviving entity, and other
19 consideration except that the plan of merger may not
20 permit members of an unincorporated nonprofit
21 association to receive merger consideration if a
22 distribution of such consideration would not be
23 permitted in the absence of a merger under Sections 25
24 and 28 of this act;

1 3. The plan of merger shall be approved by the members of each
2 unincorporated nonprofit association that is a merging entity. If a
3 plan of merger would impose personal liability for an obligation of
4 an entity on a member of an association that is a merging entity,
5 the plan may not take effect unless the association has received a
6 record acknowledging acceptance of the liability by the member if
7 the member has not affirmatively voted for or consented to the
8 merger;

9 4. Subject to the contractual rights of third parties, after a
10 plan of merger is approved and at any time before the merger is
11 effective, a merging entity may amend the plan or abandon the plan
12 as provided in the plan, or except as otherwise prohibited in the
13 plan, with the same consent as was required to approve the plan; and

14 5. Following approval of the plan, a merger under this section
15 is effective:

16 a. if a merging entity is required to give notice to or
17 obtain the approval of a governmental agency or
18 officer in order to be a party to a merger, when the
19 notice has been given and the approval has been
20 obtained, and

21 b. if the surviving entity:

22 (1) is an unincorporated nonprofit association, as
23 specified in the plan of merger and upon
24 compliance by any merging entity that is not an

1 association with any requirements, including any
2 required filings in the Office of the Secretary
3 of State, of the entity's organic law, or

4 (2) is not an unincorporated nonprofit association,
5 as provided by the organic law of the surviving
6 entity.

7 D. When a merger becomes effective:

8 1. The surviving entity continues or comes into existence;

9 2. Each merging entity that is not the surviving entity ceases
10 to exist;

11 3. All property of each merging entity vests in the surviving
12 entity without transfer, reversion, or impairment;

13 4. All debts, obligations, or other liabilities of each merging
14 entity continue as debts, obligations, or other liabilities of the
15 surviving entity;

16 5. The name of the surviving entity may be substituted for the
17 name of any merging entity that is a party to any pending action or
18 proceeding;

19 6. Except as provided by law other than this act, all the
20 rights, privileges, immunities, powers, and purposes of each merging
21 entity vest in the surviving entity;

22 7. Except as provided in the plan of merger, the terms and
23 conditions of the plan of merger take effect;

24

1 8. The merger does not affect the personal liability, if any,
2 of a member or manager of a merging entity for a debt, obligation,
3 or other liability incurred before the merger is effective; and

4 9. A surviving entity that is not organized in this state is
5 subject to the jurisdiction of the courts of this state to enforce
6 any debt, obligation, or other liability owed by a merging entity,
7 if before the merger the merging entity was subject to suit in this
8 state for the debt, obligation, or other liability.

9 E. Property by a merging entity for a charitable purpose under
10 the law of this state, whether in trust or otherwise, immediately
11 before a merger under this section becomes effective may not, as a
12 result of the merger, be diverted from the objects for which it was
13 donated, granted, or devised or otherwise transferred, except in
14 compliance with the law of this state concerning cy pres doctrine or
15 other law dealing with nondiversion of charitable assets.

16 F. Subject to the express terms of a will or other instrument
17 of donation, subscription, or conveyance, a bequest, devise, gift,
18 grant, or promise contained in the will or other instrument made
19 before, simultaneously with, or after a transaction under this
20 section, to or for a charitable corporation or unincorporated entity
21 that has a charitable purpose and is not the surviving entity in the
22 merger, inures to the surviving entity if it is a charitable
23 corporation or unincorporated entity that has a charitable purpose.

24

1 G. A trust obligation that would govern property if transferred
2 to the nonsurviving entity applies to property that is transferred
3 to the surviving entity under this section.

4 H. A reference in this section to an entity or type of entity
5 includes an entity whose internal affairs are governed by the law of
6 this state or another jurisdiction.

7 I. A term used in the law of a foreign jurisdiction applicable
8 to a transaction that has a meaning comparable to the meaning of a
9 different term used in this section to refer to a party to or a
10 record or other matter relating to a merger shall be treated as
11 referring to the term used in this section.

12 SECTION 32. NEW LAW A new section of law to be codified
13 in the Oklahoma Statutes as Section 2132 of Title 18, unless there
14 is created a duplication in numbering, reads as follows:

15 In applying and construing this uniform act, consideration shall
16 be given to the need to promote uniformity of the law with respect
17 to its subject matter among states that enact it.

18 SECTION 33. NEW LAW A new section of law to be codified
19 in the Oklahoma Statutes as Section 2133 of Title 18, unless there
20 is created a duplication in numbering, reads as follows:

21 This act modifies, limits, and supersedes the Electronic
22 Signatures in Global and National Commerce Act, 15 U.S.C., Section
23 7001 et seq., but does not modify, limit, or supersede Section
24 101(c) of that act, 15 U.S.C., Section 7001(c), or authorize

1 electronic delivery of any of the notices described in Section
2 103(b) of that act, 15 U.S.C., Section 7003(b).

3 SECTION 34. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 2134 of Title 18, unless there
5 is created a duplication in numbering, reads as follows:

6 This act shall not affect an action commenced, proceeding
7 brought, or right accrued before the effective date of this act.

8 SECTION 35. This act shall become effective November 1, 2025.

9 COMMITTEE REPORT BY: COMMITTEE ON JUDICIARY
10 March 4, 2025 - DO PASS AS AMENDED BY CS

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