

# How to Legally Dissolve Your MSNA Chapter

## 1. Adopt a Plan of Dissolution

- a. Review the Chapter's nonprofit's articles of incorporation (or "certificate of incorporation") and bylaws to gain a full picture about what may be required of the organization in the event that dissolution is pursued.
- b. The Chapter board must vote to dissolve the organization. This includes approving a "plan of dissolution." This vote must be documented in the Chapter's meeting minutes.

## 2. Notify the State

- a. Notify the Minnesota Attorney General's Office by completing the [Notice of Intent to Dissolve, Merge, Convert, Consolidate, or Transfer Assets](#).
  - i. This notice to the Attorney General's Office and the waiting period must occur before an organization submits articles of dissolution to the Minnesota Secretary of State's office. See Minn. Stat 317A.733
  - ii. The state requires a 75-day waiting period before you can proceed with final dissolution filings.
- b. File a ["Notice of Intent to Dissolve"](#) with the Minnesota Secretary of State.
  - i. Note: Filing the intent to dissolve DOES NOT dissolve the corporation. It provides notice that the company is in the process of dissolving. In order to complete the dissolution, you need to file Articles of Dissolution under Minnesota Statutes, sections 302A.7291 or 302A.727.

## 3. Final Tasks to Complete

- a. Settle Debts and Distribute Assets
  - i. Pay off all creditors, fulfill contractual obligations, and handle any employee-related matters like final payroll.
- b. Distribute any remaining assets
  - i. After all debts are settled, distribute the remaining assets to another qualified nonprofit or for other charitable purposes, as specified in your plan and articles of incorporation.
- c. Terminate tax-exempt status
  - i. File final tax returns with the IRS and State. For 501(c)(3)s, this includes the final form 990.
- d. File final dissolution documents
  - i. File the [Articles of Dissolution](#) with the Minnesota Secretary of State.
- e. Cease Activities
  - i. The nonprofit organization is officially dissolved and will legally cease to exist.