



Guidebook for Tennessee Nonprofits

Legal Menu



Reviewing Nonprofits and Charitable Trusts/Gifts

✓ Nonprofit Mergers, Sales, and Dissolutions

Tennessee law requires nonprofit organizations to notify the Attorney General of certain extraordinary events: any merger involving a nonprofit organization, the sale of substantially all of a nonprofit organization's assets, the conversion of a nonprofit corporation to any other business entity form, or the dissolution of a nonprofit organization.

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MARCH 17, 2018

TECHNICAL ADVISORY SERVICE
NEWSLETTER NO. 18-09
“WHERE SCHOOL FINANCE MEETS SCHOOL LAW”

NOTICE TO THE OFFICE OF TENNESSEE ATTORNEY GENERAL: DISSOLUTION PROCEDURES

ISSUE: Required notice to the Office of Tennessee Attorney General upon dissolution of school support organizations

ATTORNEY-AT-LAW, CERTIFIED PUBLIC ACCOUNTANT, 385 THORNDALE DRIVE, MCKENZIE, TENNESSEE 38201

- (3) A statement that the resolution was duly adopted by the members;
- (4) If approval by members was not required, a statement that the resolution was duly adopted by a majority of the board of directors;
- (5) A copy of the resolution or the written consent authorizing the dissolution;
- (6) If approval of dissolution by some third person or persons other than the ~~members, directors, or incorporators was required, a statement that such~~

approval was obtained; and

- (7) If the corporation is a public benefit corporation, a statement that the notice to the attorney general and reporter required by § 48-64-103(a) has been given.

- (b) Unless a delayed effective date is specified in the articles of dissolution, a

(c) When all or substantially all of the assets of a public benefit corporation have been transferred or conveyed following approval of dissolution, the board shall

deliver to the attorney general and reporter a list showing those (other than





STATE OF TENNESSEE
OFFICE OF THE ATTORNEY GENERAL AND REPORTER
PUBLIC INTEREST DIVISION

P.O. BOX 20207 NASHVILLE TENNESSEE 37202

NONPROFIT AFFIDAVIT

I, _____, after first being sworn, and having given written notice to the Attorney General and Reporter of the proposed transaction as required by the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. §§ 48-51-101 *et seq.*, do hereby depose and, upon personal knowledge, state as follows:

1. I am the _____ (insert your position with the nonprofit) of _____ (the "Nonprofit")

4. At the time the Transaction was approved by the Nonprofit's board of directors and/or

members, the total value of the Nonprofit's assets was: \$

5. A list of distributions made during the past twelve (12) calendar months is as follows (include the name of the person or entity receiving each distribution and the value of each distribution; attach additional pages if necessary):

6. List the name of the director(s) who received the distribution(s) during the past twelve (12) calendar months:

- 12. I attest that the Transaction was brought before the board of directors and/or members upon proper vote, resolution, or by written consent, and was duly considered in accordance with the Nonprofit's charter and bylaws and in compliance with the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. §§ 48-51-101 *et seq.* **Please provide a copy of such vote, resolution or other manner by which this action was memorialized.**

- 13. If additional information about the proposed transaction is required, the appropriate individual to contact is listed below. (If the appropriate contact person changes while the Attorney General is conducting his review, the Nonprofit must notify the Attorney General in writing and provide updated contact information.)

Name: _____

Title: _____

Address: _____

Phone: _____

Email: _____

I, _____, certify upon personal knowledge and **under penalty of perjury** that this affidavit is true, accurate, and complete.

FURTHER AFFIANT SAITH NOT

Affiant's Signature

Sworn and subscribed before me this _____ day of _____, 20____.