WEST virginia legislature

2025 regular session

Committee Substitute

for

Senate Bill 525

By Senator Woodrum

[Reported March 5, 2025, from the Committee on Government Organization]

A BILL to amend and reenact §31E-13-1321 of the Code of West Virginia, 1931, as amended, relating to clarifying the procedure for administrative dissolution of nonprofit corporations by the Secretary of State; and requiring the Secretary of State to provide notice to nonprofit corporations subject to administrative dissolution.

Be it enacted by the Legislature of West Virginia:

Article 13. Dissolution.

§31E-13-1321. Procedure for and effect of administrative dissolution.

(a) If the Secretary of State determines that one or more grounds exist under §31E-13-1320 of this code for administratively dissolving a corporation, ~~he or she shall serve the corporation with written notice of his or her determination~~ the Secretary of State shall notify the corporation by certified mail with written notice of the determination pursuant to §31E-5-504 of this code.

(b) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist within 60 days after service of the notice is perfected under §31E-5-504 of this code, the Secretary of State shall administratively dissolve the corporation by signing and filing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The Secretary of State shall ~~file the original of the certificate and serve a copy on the corporation pursuant to section five hundred four, article five of this chapter.~~ send electronic notice to the corporation with a copy of the certificate of dissolution if the Secretary of State has an email address on file for the corporation.

(c) A corporation administratively dissolved continues its corporate existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs under §31E-13-1305 of this code and notify claimants pursuant to §31E-13-1306 and §31E-13-1307 of this code.

(d) The administrative dissolution of a corporation does not terminate the authority of its registered agent.