

Chapter 24.03A RCW
WASHINGTON NONPROFIT CORPORATION ACT

Sections

PART I
FORMATION AND GENERAL CONDITIONS
ARTICLE 1
GENERAL PROVISIONS

24.03A.005 Short title.
24.03A.010 Definitions.
24.03A.015 Notice.
24.03A.020 Service on corporations.
24.03A.025 Venue for actions.
24.03A.030 Application to existing nonprofit corporations.
24.03A.035 Application to registered foreign nonprofit corporations.
24.03A.040 Relationship to prior statutes.
24.03A.045 Relationship to other laws.
24.03A.050 Subordination to canon law.

ARTICLE 2
FILING DOCUMENTS—SECRETARY OF STATE

24.03A.055 Applicability of uniform business organizations code.
24.03A.060 Filing requirements.
24.03A.065 Electronic filings.
24.03A.070 Annual report.
24.03A.075 Major changes by charitable corporations.
24.03A.080 Powers of secretary of state.
24.03A.085 Fees.

ARTICLE 3
INCORPORATION

24.03A.090 Incorporators.
24.03A.095 Corporate name.
24.03A.100 Articles of incorporation.
24.03A.105 Effectiveness of incorporation.
24.03A.110 Requirement of registered agent.
24.03A.115 Liability for preincorporation transactions.
24.03A.120 Organization of corporations.
24.03A.125 Bylaws.

ARTICLE 4
PURPOSES, POWERS, AND LIMITATIONS

24.03A.130 Purposes.
24.03A.135 Power to modify purposes.
24.03A.140 General powers.
24.03A.145 Emergency powers.
24.03A.150 Ultra vires action.
24.03A.155 Distributions prohibited.
24.03A.160 Reasonable compensation permitted.
24.03A.165 Property held for charitable purposes.
24.03A.170 Debt and security interests.
24.03A.175 Private foundations.

ARTICLE 5
GIFT RESTRICTIONS

24.03A.180 Unrestricted gifts.

24.03A.185 Restricted gifts.
24.03A.190 Modification or release of gift restrictions.
24.03A.195 Binding agreement to modify or release restrictions.
24.03A.200 Judicial modification or release of restrictions.
24.03A.205 Charitable purpose survives.

ARTICLE 6
BOOKS AND RECORDS

24.03A.210 Corporate records.
24.03A.215 Inspection by members.
24.03A.220 Scope of member's inspection right.
24.03A.225 Financial statements for members.
24.03A.230 Court-ordered inspection.
24.03A.235 Inspection by directors.
24.03A.240 Use of membership list.

ARTICLE 7
PUBLIC BENEFIT CORPORATIONS

24.03A.245 Public benefit designation.
24.03A.250 Application and renewal.
24.03A.255 Removal of status.

ARTICLE 8
FOREIGN CORPORATIONS

24.03A.260 Registration to do business.
24.03A.265 Effect of registration.
24.03A.270 Name of foreign nonprofit corporation.
24.03A.275 Registered agent of foreign nonprofit corporation.
24.03A.280 Service on foreign nonprofit corporation.
24.03A.285 Withdrawal of registration.
24.03A.290 Withdrawal upon conversion or dissolution.
24.03A.295 Amendment to registration upon conversion.
24.03A.300 Transfer of registration.
24.03A.305 Termination of registration.
24.03A.310 Judicial review of termination.

PART II
GOVERNANCE
ARTICLE 1
MEMBERS AND MEMBERSHIPS

24.03A.315 Members.
24.03A.320 Scope of membership.
24.03A.325 Admission of members.
24.03A.330 Consideration for admission.
24.03A.335 Capital contributions.
24.03A.340 Rights and obligations.
24.03A.345 Differences in rights and obligations.
24.03A.350 Transfers of membership.
24.03A.355 Member's liability for corporate obligations.
24.03A.360 Member's liability for dues, fees, and assessments.
24.03A.365 Creditor's action against member.
24.03A.370 Resignation of member.
24.03A.375 Termination and suspension of membership.
24.03A.380 Repurchase of memberships.

ARTICLE 2
DELEGATES

24.03A.385 Delegates.

ARTICLE 3
MEMBERSHIP MEETINGS AND VOTING

24.03A.390 Annual and regular meetings.
24.03A.395 Special meetings.
24.03A.400 Court-ordered meeting.
24.03A.405 List of members for meeting.
24.03A.410 Notice of membership meeting.
24.03A.415 Waiver of notice.
24.03A.420 Record date.
24.03A.425 Conduct of meeting.
24.03A.430 Proxies.
24.03A.435 Voting entitlement of members.
24.03A.440 Membership quorum and voting requirements.
24.03A.445 Differing quorum and voting requirements.
24.03A.450 Voting for directors.
24.03A.455 Acceptance of ballots, consents, waivers, or proxies.
24.03A.460 Inspectors of election.
24.03A.465 Action by voting groups.
24.03A.470 Voting agreements.
24.03A.475 Action without meeting by unanimous written consent.
24.03A.480 Action without meeting by ballot.
24.03A.485 Procedure for remote meetings.

ARTICLE 4
BOARD OF DIRECTORS

24.03A.490 Board of directors—Authority.
24.03A.495 Standards of conduct for directors.
24.03A.500 Qualification of directors.
24.03A.505 Number of directors.
24.03A.510 Selection of directors.
24.03A.515 Terms of directors, generally.
24.03A.520 Staggered terms for directors.
24.03A.525 Resignation of director.
24.03A.530 Removal of directors.
24.03A.535 Vacancy on board of directors.
24.03A.540 Liability of directors.
24.03A.545 Compensation of directors.

ARTICLE 5
MEETINGS AND ACTION OF THE BOARD

24.03A.550 Meetings of the board.
24.03A.555 Notice of board meetings.
24.03A.560 Waiver of notice.
24.03A.565 Board quorum and voting requirements.
24.03A.570 Action without meeting by unanimous written consent.
24.03A.575 Board and advisory committees.
24.03A.580 Procedure for remote meetings.

ARTICLE 6
OFFICERS

24.03A.585 Officers—Duties.
24.03A.590 Standards of conduct for officers.
24.03A.595 Resignation and removal of officers.
24.03A.600 Contract rights of officers.

ARTICLE 7

PROVISIONS COMMON TO DIRECTORS AND OFFICERS

- 24.03A.605 Loans or guarantees.
- 24.03A.610 Liability for unlawful distributions.
- 24.03A.615 Conflicting interest transactions—Voidability.
- 24.03A.620 Business opportunities.
- 24.03A.625 Removal by judicial proceeding.
- 24.03A.630 Indemnification and advance for expenses.
- 24.03A.635 Directors and officers under 18 years of age.

PART III
FUNDAMENTAL TRANSACTIONS

ARTICLE 1
AMENDMENT OF ARTICLES OR BYLAWS

- 24.03A.640 Authority to amend.
- 24.03A.645 Amendment of articles by nonmembership corporation.
- 24.03A.650 Amendment before admission of members.
- 24.03A.655 Amendment after admission of members.
- 24.03A.660 Voting on amendments by voting groups.
- 24.03A.665 Articles of amendment.
- 24.03A.670 Restated articles of incorporation.
- 24.03A.675 Amendment of articles pursuant to reorganization.
- 24.03A.680 Effective date.
- 24.03A.685 Effect of articles of amendment.
- 24.03A.690 Power to amend bylaws.
- 24.03A.695 Bylaw amendments requiring member approval.
- 24.03A.700 Effect of bylaw amendment.
- 24.03A.705 Approval of amendments by third parties.

ARTICLE 2
MERGER

- 24.03A.710 Definitions.
- 24.03A.715 Property held for charitable purposes.
- 24.03A.720 Prohibition of financial benefit.
- 24.03A.725 Limitations on charitable corporations.
- 24.03A.730 Merger.
- 24.03A.735 Adoption of plan of merger.
- 24.03A.740 Articles of merger.
- 24.03A.745 Effect of merger.
- 24.03A.750 Abandonment of merger.

ARTICLE 3
DOMESTICATION AND CONVERSION

- 24.03A.755 Definitions.
- 24.03A.760 Excluded transactions.
- 24.03A.765 Required approvals.
- 24.03A.770 Property held for charitable purposes.
- 24.03A.775 Prohibition on financial benefit.
- 24.03A.780 Voting rights in existing corporations.
- 24.03A.785 Domestication.
- 24.03A.790 Action on a plan of domestication.
- 24.03A.795 Articles of domestication.
- 24.03A.800 Effect of domestication.
- 24.03A.805 Abandonment of domestication.
- 24.03A.810 For-profit conversion of noncharitable corporations.
- 24.03A.815 Action on a plan of for-profit conversion.
- 24.03A.820 Articles of for-profit conversion.
- 24.03A.825 Effect of for-profit conversion.

24.03A.830 Abandonment of for-profit conversion.
24.03A.835 For-profit domestication and conversion.
24.03A.840 Articles of domestication and conversion.
24.03A.845 Effect of for-profit domestication and conversion.
24.03A.850 Abandonment of for-profit domestication and conversion.
24.03A.855 Entity conversion for noncharitable corporations.
24.03A.860 Plan of entity conversion.
24.03A.865 Action on a plan of entity conversion.
24.03A.870 Articles of entity conversion.
24.03A.875 Effect of entity conversion.
24.03A.880 Abandonment of entity conversion.

ARTICLE 4
DISPOSITION OF ASSETS

24.03A.885 Dispositions not requiring member approval.
24.03A.890 Dispositions requiring member approval.
24.03A.895 Effect of dispositions.
24.03A.900 Property held for charitable purposes.
24.03A.902 Prohibition of financial benefit.

ARTICLE 5
VOLUNTARY DISSOLUTION

24.03A.904 Authorization of voluntary dissolution.
24.03A.906 Distribution of assets on dissolution.
24.03A.908 Corporations holding property for charitable purposes.
24.03A.910 Articles of dissolution.
24.03A.912 Revocation of dissolution.
24.03A.914 Effect of dissolution.
24.03A.916 Prohibition of financial benefit.
24.03A.918 Known claims against dissolved corporation.
24.03A.920 Other claims against dissolved corporation.
24.03A.922 Enforcement of claims.
24.03A.924 Court proceedings.
24.03A.926 Directors' duties.

ARTICLE 6
ADMINISTRATIVE AND JUDICIAL DISSOLUTION

24.03A.928 Administrative dissolution.
24.03A.930 Procedure and effect of administrative dissolution.
24.03A.932 Property held for charitable purposes.
24.03A.934 Reinstatement of administratively dissolved corporation.
24.03A.936 Judicial dissolution.
24.03A.938 Procedure for judicial dissolution.
24.03A.940 Receivership.
24.03A.942 Decree of dissolution.

PART IV
ACTIONS INVOLVING NONPROFIT CORPORATIONS

ARTICLE 1
SUPERVISION OF PROPERTY HELD FOR CHARITABLE PURPOSES

24.03A.944 Notice to attorney general.
24.03A.946 Actions to secure property held for charitable purposes.
24.03A.948 Attorney general's right to intervene.
24.03A.950 Attorney general's investigative power.
24.03A.952 Civil investigative demands.
24.03A.954 Religious corporations.
24.03A.956 Assurances of discontinuance.

24.03A.958 Civil penalties, costs, and fees.
24.03A.960 Charitable asset protection account.

ARTICLE 2
CONTESTED CORPORATE ACTION

24.03A.962 Definitions.
24.03A.964 Proceedings prior to corporate action.
24.03A.966 Review of contested corporate action.