

## CHAPTER 184

## UNIFORM UNINCORPORATED NONPROFIT ASSOCIATION ACT

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**184.01 Definitions.** In this chapter:

(1) “Member” means a person who, under the rules or practices of a nonprofit association, may participate in the selection of persons authorized to manage the affairs of the nonprofit association or in the development of policy of the nonprofit association.

(2) “Nonprofit association” means an unincorporated organization consisting of 3 or more members joined by mutual consent for a common, nonprofit purpose. However, joint tenancy, tenancy in common, or tenancy by the entireties does not, by itself, establish a nonprofit association, even if the coowners share use of the property for a nonprofit purpose.

**History:** 1997 a. 140.

**184.02 Supplementary general principles of law and equity.** Principles of law and equity supplement this chapter, unless displaced by a particular provision of this chapter.

**History:** 1997 a. 140.

**184.03 Territorial application.** Real and personal property in this state may be acquired, held, encumbered and transferred by a nonprofit association, whether or not the nonprofit association or a member has any other relationship with this state.

**History:** 1997 a. 140.

**184.04 Real and personal property; nonprofit association as legatee or beneficiary.** (1) A nonprofit association in its name may acquire, hold, encumber or transfer an estate or interest in real or personal property.

(2) A nonprofit association may be a legatee or beneficiary of a trust or contract.

**History:** 1997 a. 140.

**184.05 Statement of authority as to real property.**

(1) A nonprofit association may execute and record a statement of authority to transfer an estate or interest in real property in the name of the nonprofit association.

(2) An estate or interest in real property in the name of a nonprofit association may be transferred by a person so authorized in a statement of authority recorded in the office of the county register of deeds in which a transfer of the property would be recorded.

(3) A statement of authority must include all of the following:

(a) The name of the nonprofit association. The name of a nonprofit association as set forth in the statement of authority must contain the words “unincorporated association” or “unincorporated assoc.” or end with the abbreviation “U.A.” or “UA”. The name may not contain language stating or implying that the nonprofit association is incorporated.

(b) The address in this state, including the street address, if any, of the nonprofit association or, if the nonprofit association does not have an address in this state, its address outside this state.

(c) The name or title of a person who is authorized to transfer an estate or interest in real property held in the name of the nonprofit association.

(d) The action, procedure or vote of the nonprofit association that authorizes the person to transfer the real property of the non-

profit association and that authorizes the person to execute the statement of authority.

(4) A statement of authority shall be executed in the same manner as a deed by a person who is not the person authorized by the statement of authority to transfer the estate or interest in real property.

(6) An amendment, including a cancellation, of a statement of authority must meet the requirements for execution and recording of an original statement. Unless canceled earlier, a recorded statement of authority or its most recent amendment is canceled by operation of law 5 years after the date of the most recent recording.

(7) If the record title to real property is in the name of a nonprofit association and the statement of authority is recorded in the office of the county register of deeds in which a transfer of real property would be recorded, the authority of the person named in a statement of authority is conclusive in favor of a person who gives value without notice that the person lacks authority.

**History:** 1997 a. 140.

**184.06 Liability in tort and contract.** (1) A nonprofit association is a legal entity separate from its members for the purposes of determining and enforcing rights, duties and liabilities in contract and tort.

(2) A person is not liable for a breach of a nonprofit association’s contract merely because the person is a member, is authorized to participate in the management of the affairs of the nonprofit association, or is a person considered to be a member by the nonprofit association.

(3) A person is not liable for a tortious act or omission for which a nonprofit association is liable merely because the person is a member, is authorized to participate in the management of the affairs of the nonprofit association, or is a person considered to be a member by the nonprofit association.

(4) A tortious act or omission of a member or other person for which a nonprofit association is liable is not imputed to a person merely because the person is a member of the nonprofit association, is authorized to participate in the management of the affairs of the nonprofit association, or is a person considered to be a member by the nonprofit association.

(5) A member of, or a person considered to be a member by, a nonprofit association may assert a claim against the nonprofit association. A nonprofit association may assert a claim against a member or a person considered to be a member by the nonprofit association.

**History:** 1997 a. 140.

**184.07 Capacity to assert and defend; standing.** (1) A nonprofit association, in its name, may institute, defend, intervene or participate in a judicial, administrative or other governmental proceeding or in an arbitration, mediation or any other form of alternative dispute resolution.

(2) A nonprofit association may assert a claim in its name on behalf of its members if one or more members of the nonprofit association have standing to assert a claim in their own right, the

interests that the nonprofit association seeks to protect are germane to its purposes, and neither the claim asserted nor the relief requested requires the participation of a member.

**History:** 1997 a. 140.

**184.08 Effect of judgment or order.** A judgment or order against a nonprofit association is not by itself a judgment or order against a member.

**History:** 1997 a. 140.

**184.09 Disposition of personal property of inactive nonprofit association.** If a nonprofit association has been inactive for 3 years or longer, a person in possession or control of personal property of the nonprofit association may transfer the property to any of the following:

(1) If a document of a nonprofit association specifies a person to whom transfer is to be made under these circumstances, that person.

(2) If no person is so specified, a nonprofit association or nonprofit corporation pursuing broadly similar purposes, or to a government or governmental subdivision, agency or instrumentality.

**History:** 1997 a. 140.

**184.10 Appointment of agent to receive service of process.** (1) A nonprofit association may file with the department of financial institutions a statement appointing an agent who is authorized to receive service of process.

(2) A statement appointing an agent shall be on the form prescribed by the department of financial institutions and shall set forth all of the following:

(a) The name of the nonprofit association. The name of a nonprofit association as set forth in the statement appointing an agent must contain the words “unincorporated association” or “unincorporated assoc.” or end with the abbreviation “U.A.” or “UA”. The name may not contain language stating or implying that the nonprofit association is incorporated.

(b) The address in this state, including the street address, if any, of the nonprofit association, or, if the nonprofit association does not have an address in this state, its address out of state.

(c) The name of the person in this state who is authorized to receive service of process and the person’s address, including the street address, in this state.

(d) That the person appointed as agent has accepted the appointment.

(3) A statement appointing an agent must be signed by a person who is authorized to manage the affairs of a nonprofit association. The appointed agent may resign by filing a resignation with the department of financial institutions and giving notice to the nonprofit association.

(4) The department of financial institutions shall collect a fee of \$15 for filing a statement appointing an agent to receive service of process, an amended and restated statement or a resignation.

(5) A statement filed under sub. (1) may be amended by filing a statement changing or restating the information set forth in the original statement and declaring that the statement supersedes and takes the place of the original statement. The statement shall set forth all of the information required under sub. (2) and shall meet the requirements for execution of an original statement.

(6) A statement, an amended and restated statement or a resignation filed under this section is effective on the date on which it is filed by the department of financial institutions.

**History:** 1997 a. 140.

**184.11 Claim not abated by change of members or officers.** A claim for relief against a nonprofit association does not abate merely because of a change in its members or persons authorized to manage the affairs of the nonprofit association.

**History:** 1997 a. 140.

**184.12 Venue.** For purposes of determining venue under s. 801.50, a nonprofit association is a resident of a county in which it has an office.

**History:** 1997 a. 140.

**184.13 Summons and complaint; service on whom.** In an action or proceeding against a nonprofit association, a summons and complaint must be served on an agent who is authorized by appointment to receive service of process, an officer, managing or general agent, or a person who is authorized to participate in the management of its affairs. If none of them can be served, service may be made on a member.

**History:** 1997 a. 140.

**184.14 Uniformity of application and construction.** This chapter shall be applied and construed to effectuate its general purpose to make uniform the law with respect to the subject of this chapter among states enacting it.

**History:** 1997 a. 140.

**184.15 Transfers by a fiduciary.** If before May 5, 1998, the transfer vested the estate or interest in another person to hold the estate or interest as a fiduciary for the benefit of the nonprofit association or its members or both, on or after May 5, 1998, the fiduciary may transfer the estate or interest to the nonprofit association in its name, or the nonprofit association, by appropriate proceedings, may require that the estate or interest be transferred to the nonprofit association in its name.

**History:** 1997 a. 140.