

IC 23-17

ARTICLE 17. NONPROFIT CORPORATIONS

IC 23-17-1

Chapter 1. Application

IC 23-17-1-0.2

Effect of repeal of IC 23-7-1.1; effect of reduction by P.L.179-1991 of penalty or punishment

Sec. 0.2. (a) Except as provided in subsection (b), the repeal of IC 23-7-1.1 by P.L.179-1991 does not affect the following:

(1) Any action taken:

(A) under:

(i) IC 23-7-1.1;

(ii) the Indiana general not-for-profit corporation act of 1935; or

(iii) any prior law under which domestic nonprofit entities were organized;

before the repeal of IC 23-7-1.1; or

(B) before the applicability of P.L.179-1991 to a nonprofit entity;

whichever is later, including the continuing validity of a domestic nonprofit entity's articles of incorporation, bylaws, or other organic documents, indemnification provisions for directors, officers, employees, and agents, resolutions of the board of directors or governing body and name.

(2) A ratification, a right, a remedy, a privilege, an obligation, or a liability acquired, accrued, or incurred before the applicability of P.L.179-1991 to a nonprofit entity under:

(A) IC 23-7-1.1 (before its repeal);

(B) the Indiana general not-for-profit corporation act of 1935 before the repeal of IC 23-7-1.1; or

(C) any prior law under which domestic nonprofit entities were organized.

(3) A:

(A) violation of:

(i) IC 23-7-1.1 (before its repeal);

(ii) the Indiana general not-for-profit corporation act of 1935; or

(iii) any prior law under which domestic nonprofit entities were organized; or

(B) penalty, forfeiture, or punishment incurred because of the violation before the applicability of P.L.179-1991 to a nonprofit entity.

(4) A proceeding, reorganization, or dissolution commenced before the applicability of P.L.179-1991 to a nonprofit entity under:

(A) IC 23-7-1.1 (before its repeal);

(B) the Indiana general not-for-profit corporation act of 1935 before the repeal of IC 23-7-1.1; or

(C) any prior law under which domestic nonprofit entities were organized.

The proceeding, reorganization, or dissolution may be completed in accordance with IC 23-7-1.1 (before its repeal), the Indiana general not-for-profit corporation act of 1935, or any prior law under which nonprofit corporations were organized as if P.L.179-1991 had not been enacted.

(5) Any action as a result of a meeting of members or directors or action by written consent taken before the applicability of P.L.179-1991 to a nonprofit entity.

(b) If a penalty or punishment imposed for a violation of:

(1) IC 23-7-1.1 (before its repeal);

(2) the Indiana general not-for-profit corporation act of 1935; or

(3) any prior law under which domestic nonprofit entities were organized;

is reduced by P.L.179-1991, the penalty or punishment shall, if not already imposed, be imposed in accordance with P.L.179-1991.

As added by P.L.220-2011, SEC.383.

IC 23-17-1-1

Domestic corporations; application of article

Sec. 1. (a) After July 31, 1993, this article applies to a domestic corporation in existence on July 31, 1993, that was incorporated under or subject to the following:

(1) IC 23-7-1.1 (repealed).

(2) The Indiana general not for profit corporation act of 1935.

(b) After July 31, 1991, an entity organized under Indiana law for a purpose for which a corporation may be organized under this article may accept the provisions of this article and avail the corporation of the rights, privileges, immunities, and franchises provided by this article by taking the following actions:

(1) The entity's board of directors or governing body must adopt a resolution electing to have this article apply to the entity.

(2) The resolution must specify a date after July 31, 1991, after which the provisions of this article will apply to the entity.

(3) The resolution must be filed with the secretary of state, with a statement providing the name and address of the entity's registered agent before the date specified under subdivision (2).

As added by P.L.179-1991, SEC.1. Amended by P.L.1-2010, SEC.93.

IC 23-17-1-2

Foreign corporations; application of article

Sec. 2. After July 31, 1993, this article applies to a foreign corporation that desires to transact business in Indiana. A foreign corporation authorized to transact business in Indiana on July 31, 1993, is subject to this article but is not required to obtain a new certificate of authority to transact business under this article.

As added by P.L.179-1991, SEC.1.

IC 23-17-1-3

Official comments; publication; construction and application of article

Sec. 3. Official comments may be published by the Indiana business law survey commission and, after publication, the comments may be consulted by the courts to determine the underlying reasons, purposes, and policies of this article and may be used as a guide in this article's construction and application.

As added by P.L.179-1991, SEC.1. Amended by P.L.130-2006, SEC.24.

IC 23-17-1-4

Article citation

Sec. 4. This article may be cited as the Indiana Nonprofit Corporation Act of 1991.

As added by P.L.96-1993, SEC.4.