

## SENATE FILE NO. SF0022

Unincorporated nonprofit associations-amendments.

Sponsored by: Select Committee on Blockchain, Financial  
Technology and Digital Innovation Technology

A BILL

for

1 AN ACT relating to corporations, partnerships and  
2 associations; authorizing decentralized unincorporated  
3 nonprofit associations to automatically convert to  
4 unincorporated nonprofit associations as specified;  
5 conforming language in the Wyoming Decentralized  
6 Unincorporated Nonprofit Association Act with the Wyoming  
7 Unincorporated Nonprofit Association Act; requiring assets  
8 of decentralized unincorporated nonprofit associations to  
9 be distributed as required by federal law when winding up a  
10 decentralized unincorporated nonprofit association;  
11 clarifying references to decentralized unincorporated  
12 nonprofit associations; amending definitions; repealing  
13 obsolete provisions; making conforming amendments; and  
14 providing for an effective date.

15

1 *Be It Enacted by the Legislature of the State of Wyoming:*

2

3       **Section 1.** W.S. 17-22-106(b), (c) and (d),  
4 17-32-102(a)(i), (iii)(intro), (A), (C), (vi) through (ix),  
5 by creating a new paragraph (xiv) and by renumbering (xiv)  
6 as (xv), 17-32-104(a), (b), (c)(i) and (iii), 17-32-106(a),  
7 (b) and (c)(ii) through (iv), 17-32-107(b) through (e),  
8 17-32-108(b)(i) and (ii), 17-32-109, 17-32-110(b)(ii),  
9 17-32-111, 17-32-112, 17-32-113(a)(i), 17-32-114(b)(i)  
10 through (iii), 17-32-115(a), 17-32-116(a), 17-32-117(a),  
11 17-32-119, 17-32-120(c), 17-32-121(b)(i), 17-32-122(a)(ii),  
12 17-32-123(a), (d)(intro), (ii) and (iv), 17-32-124(a) and  
13 (c), 17-32-125(a) through (d), 17-32-126(a), (b)(i),  
14 (ii)(A), (B), (D) and (iii), 17-32-127(a) by creating a new  
15 paragraph (vii), (c)(iii), (v)(B) and (d)(viii) and  
16 17-32-128 are amended to read:

17

18       **17-22-106. Liability in tort and contract.**

19

20       (b) A person is not liable for a breach of a  
21 nonprofit association's contract ~~merely~~solely because the  
22 person is a member, is authorized to participate in the  
23 management of the affairs of the nonprofit association or

1 is a person considered as a member by the nonprofit  
2 association.

3

4 (c) A person is not liable for a tortious act or  
5 omission for which a nonprofit association is liable ~~merely~~  
6 solely because the person is a member, is authorized to  
7 participate in the management of the affairs of the  
8 nonprofit association or is a person considered as a member  
9 by the nonprofit association.

10

11 (d) A tortious act or omission of a member or other  
12 person for which a nonprofit association is liable is not  
13 imputed to a person ~~merely~~solely because the person is a  
14 member of the nonprofit association, is authorized to  
15 participate in the management of the affairs of the  
16 nonprofit association or is a person considered as a member  
17 by the nonprofit association.

18

19 **17-32-102. Definitions.**

20

21 (a) As used in this act:

22

1 (i) "Administrator" means a person, whether or  
2 not a member, authorized by the ~~members~~ membership of a  
3 decentralized unincorporated nonprofit association to  
4 fulfill administrative or operational tasks at the  
5 direction of the membership of the decentralized  
6 unincorporated nonprofit association;

7  
8 (iii) "Decentralized unincorporated nonprofit  
9 association" ~~or "nonprofit association"~~ means an  
10 unincorporated nonprofit association that meets the  
11 following requirements:

12  
13 (A) Consists of at least one hundred (100)  
14 members joined by mutual consent under an agreement, that  
15 may be in writing or inferred from conduct, for a common  
16 nonprofit purpose; ~~except as permitted under W.S.~~  
17 ~~17-32-104;~~

18  
19 (C) Is not formed under any other law  
20 governing the decentralized unincorporated nonprofit  
21 association's organization or operation.

22

1           (vi) "Established practices" means the practices  
2 used by a decentralized unincorporated nonprofit  
3 association without material change during the most recent  
4 five (5) years of the decentralized unincorporated  
5 nonprofit association's existence, or if the decentralized  
6 unincorporated nonprofit association has existed for less  
7 than five (5) years, during the decentralized  
8 unincorporated nonprofit association's entire existence;

9  
10           (vii) "Governing principles" means all  
11 agreements and any amendment or restatement of those  
12 agreements, including any decentralized unincorporated  
13 nonprofit association agreements, consensus formation  
14 algorithms, smart contracts or enacted governance  
15 proposals, that govern the purpose or operation of a  
16 decentralized unincorporated nonprofit association and the  
17 rights and obligations of the decentralized unincorporated  
18 nonprofit association's members and administrators, whether  
19 contained in a record, implied from the decentralized  
20 unincorporated nonprofit association's established  
21 practices or both;

22

1 (viii) "Member" means a person who, under the  
2 governing principles of a decentralized unincorporated  
3 nonprofit association, may participate in the selection of  
4 the decentralized unincorporated nonprofit association's  
5 administrators or the development of the policies and  
6 activities of the decentralized unincorporated nonprofit  
7 association;

8  
9 (ix) "Membership interest" means a member's  
10 voting right in a decentralized unincorporated nonprofit  
11 association determined by the decentralized unincorporated  
12 nonprofit association's governing principles, including as  
13 ascertained from decentralized ledger technology on which  
14 the decentralized unincorporated nonprofit association  
15 relies to determine a member's voting right;

16  
17 (xiv) "Distributed ledger protocol" means an  
18 executable software deployed to a distributed ledger  
19 including smart contracts or networks of smart contracts;

20  
21 ~~(xiv)~~ (xv) "This act" means W.S. 17-32-101  
22 through ~~17-32-128~~ 17-32-129.

23

1       **17-32-104. Profits; prohibitions on distributions and**  
2       **dividends; compensation and other permitted payments.**

3  
4       (a) A decentralized unincorporated nonprofit  
5 association may engage in profit-making activities, but  
6 profits from any activities shall be used in furtherance  
7 of, or set aside for, the decentralized unincorporated  
8 nonprofit association's common nonprofit purpose.

9  
10       (b) Except as provided in subsection (c) of this  
11 section, a decentralized unincorporated nonprofit  
12 association may not pay dividends or distribute any part of  
13 its income or profits to its members or administrators or  
14 persons outside the decentralized unincorporated nonprofit  
15 association.

16  
17       (c) A decentralized unincorporated nonprofit  
18 association may:

19  
20       (i) Pay reasonable compensation or reimburse  
21 reasonable expenses to its members, administrators and  
22 persons outside the decentralized unincorporated nonprofit  
23 association for services rendered, including with respect

1 to the administration and operation of the decentralized  
2 unincorporated nonprofit association, which may include the  
3 provisions of collateral for the self-insurance of the  
4 decentralized unincorporated nonprofit association, voting  
5 or participation in the decentralized unincorporated  
6 nonprofit association's operations and activities;

7  
8 (iii) Repurchase membership interests to the  
9 extent authorized by the decentralized unincorporated  
10 nonprofit association's governing principles; and

11  
12 **17-32-106. Statement of authority as to real**  
13 **property.**

14  
15 (a) A decentralized unincorporated nonprofit  
16 association shall execute and record a statement of  
17 authority to transfer an estate or interest in real  
18 property in the name of the decentralized unincorporated  
19 nonprofit association.

20  
21 (b) An estate or interest in real property in the  
22 name of a decentralized unincorporated nonprofit  
23 association may be transferred by a person so authorized in



1 a statement of authority recorded in the office of the  
2 county clerk in which a transfer of the property ~~will~~would  
3 be recorded.

4  
5 (c) A statement of authority shall set forth:

6  
7 (ii) The address in this state, including the  
8 street address, if any, of the decentralized unincorporated  
9 nonprofit association. If the decentralized unincorporated  
10 nonprofit association does not have an address in this  
11 state, the statement of authority shall include the  
12 decentralized unincorporated nonprofit association's  
13 address out of state;

14  
15 (iii) The name or title of the person authorized  
16 to transfer an estate or interest in real property held in  
17 the name of the decentralized unincorporated nonprofit  
18 association; and

19  
20 (iv) The action, procedure or vote of the  
21 decentralized unincorporated nonprofit association which  
22 authorizes the person to transfer the real property of the  
23 decentralized unincorporated nonprofit association and

1 which authorizes the person to execute the statement of  
2 authority.

3  
4 **17-32-107. Liability in tort or contract.**

5  
6 (b) A person is not liable for a breach of a  
7 decentralized unincorporated nonprofit association's  
8 contract merely because the person is a member,  
9 administrator, authorized to participate in the management  
10 of the affairs of the decentralized unincorporated  
11 nonprofit association or considered as a member by the  
12 decentralized unincorporated nonprofit association.

13  
14 (c) A person is not liable for a tortious act or  
15 omission for which a decentralized unincorporated nonprofit  
16 association is liable merely because the person is a member  
17 or administrator of the decentralized unincorporated  
18 nonprofit association, or is a person authorized to  
19 participate in the management of the affairs of the  
20 decentralized unincorporated nonprofit association or  
21 considered as a member by the decentralized unincorporated  
22 nonprofit association.

1           (d) A tortious act or omission of a member,  
2 administrator or other person for which a decentralized  
3 unincorporated nonprofit association is liable is not  
4 imputed to a person merely because the person is a member  
5 or administrator of the decentralized unincorporated  
6 nonprofit association, or is a person authorized to  
7 participate in the management of the affairs of the  
8 decentralized unincorporated nonprofit association or  
9 considered as a member by the decentralized unincorporated  
10 nonprofit association.

11

12           (e) A member, administrator, person authorized to  
13 participate in the management of the affairs of the  
14 decentralized unincorporated nonprofit association, or  
15 person considered as a member by the decentralized  
16 unincorporated nonprofit association, may assert a claim  
17 against the decentralized unincorporated nonprofit  
18 association. A decentralized unincorporated nonprofit  
19 association may assert a claim against a member,  
20 administrator, person authorized to participate in the  
21 management of the affairs of the decentralized  
22 unincorporated nonprofit association or person considered

1 as a member by the decentralized unincorporated nonprofit  
2 association.

3  
4 **17-32-108. Capacity to assert and defend; standing.**

5  
6 (b) A decentralized unincorporated nonprofit  
7 association may assert a claim on behalf of its members if:

8  
9 (i) One (1) or more members of the decentralized  
10 unincorporated nonprofit association have standing to  
11 assert a claim in their own right;

12  
13 (ii) The interests the decentralized  
14 unincorporated nonprofit association seeks to protect are  
15 germane to its purposes; and

16  
17 **17-32-109. Effect of judgement or order.**

18  
19 A judgment or order against a decentralized unincorporated  
20 nonprofit association is not by itself a judgment or order  
21 against a member or administrator of the decentralized  
22 unincorporated nonprofit association.

1           **17-32-110. Appointment of agent to receive service of**  
2 **process.**

3  
4           (b) A statement appointing an agent shall set forth:

5  
6                   (ii) The address in this state, including the  
7 street address, if any, of the decentralized unincorporated  
8 nonprofit association. If the decentralized unincorporated  
9 nonprofit association does not have an address in this  
10 state, the statement shall include the decentralized  
11 unincorporated nonprofit association's address out of  
12 state; and

13  
14           **17-32-111. Summons and complaint; service on whom.**

15  
16 In an action or proceeding against a decentralized  
17 unincorporated nonprofit association, a summons and  
18 complaint shall be served on an agent authorized to receive  
19 service of process or a person authorized to administer the  
20 affairs of the decentralized unincorporated nonprofit  
21 association. If none of them can be served, service may be  
22 made on a member of the decentralized unincorporated  
23 nonprofit association.

1

2       **17-32-112. Claim not abated by change of members,**  
3 **administrators or persons authorized.**

4

5 A claim for relief against a decentralized unincorporated  
6 nonprofit association shall not abate merely because of a  
7 change in its members or persons authorized to administer  
8 the affairs of the decentralized unincorporated nonprofit  
9 association.

10

11       **17-32-113. Venue.**

12

13       (a) For purposes of venue, a decentralized  
14 unincorporated nonprofit association is a resident of a  
15 county in which:

16

17               (i) The decentralized unincorporated nonprofit  
18 association has an office; or

19

20       **17-32-114. Perpetual               existence,               dissolution,**  
21 **continuation of existence.**

22

1           (b) A decentralized unincorporated nonprofit  
2 association may be dissolved by any of the following  
3 methods:

4  
5           (i) If the governing principles of the  
6 decentralized unincorporated nonprofit association provide  
7 a time or method for dissolution, by that method;

8  
9           (ii) If the governing principles of the  
10 decentralized unincorporated nonprofit association do not  
11 provide a method for dissolution, by approval of its  
12 members in accordance with W.S. 17-32-120;

13  
14           (iii) If membership in the decentralized  
15 unincorporated nonprofit association falls below one  
16 hundred (100) members and the decentralized unincorporated  
17 nonprofit association does not meet the requirements of a  
18 Wyoming unincorporated nonprofit association under W.S.  
19 17-22-101 through 17-22-115. In the event membership in the  
20 decentralized unincorporated nonprofit association falls  
21 below one hundred (100) members and the decentralized  
22 unincorporated nonprofit association meets the requirements  
23 of a Wyoming unincorporated nonprofit association under

1 W.S. 17-22-101 through 17-22-115, the entity automatically  
2 converts to a Wyoming unincorporated nonprofit association  
3 unless the governing principles otherwise specify; ~~another~~  
4 ~~organizational statute and the organization meets the~~  
5 ~~statutory requirements of that organization;~~

6  
7 **17-32-115. Admission, suspension, dismissal or**  
8 **expulsion of members.**

9  
10 (a) A person becomes a member of a decentralized  
11 unincorporated nonprofit association in accordance with the  
12 governing principles of the decentralized unincorporated  
13 nonprofit association. If there are no applicable governing  
14 principles, a person shall be considered a member upon  
15 purchase or assumption of ownership of a membership  
16 interest ~~or other property or instrument that confers a~~  
17 ~~voting right with the nonprofit association~~ and the person  
18 shall continue as a member ~~absent~~ until the person's  
19 suspension, dismissal or expulsion pursuant to subsection  
20 (b) of this section, resignation pursuant to W.S. 17-32-116  
21 or the decentralized unincorporated nonprofit association's  
22 dissolution and wind-up pursuant to W.S. 17-32-114 and W.S.  
23 17-32-126.



1

2       **17-32-116. Member resignation.**

3

4       (a) A member may resign as a member of a  
5 decentralized unincorporated nonprofit association in  
6 accordance with the governing principles of the  
7 decentralized unincorporated nonprofit association. If  
8 there are no applicable governing principles, a member  
9 shall be deemed to have resigned as a member upon the  
10 disposal, whether voluntary or involuntary, of all  
11 membership interests or other property or instruments that  
12 confer upon the person a voting right within the  
13 decentralized unincorporated nonprofit association.

14

15       **17-32-117. Duties of members.**

16

17       (a) Unless otherwise provided for in the governing  
18 principles, a member shall not have any fiduciary duty to a  
19 decentralized unincorporated nonprofit association or to  
20 any other member of the decentralized unincorporated  
21 nonprofit association solely by reason of being a member.

22

23       **17-32-119. Member interests transferable.**

1

2 Except as otherwise provided in the decentralized  
3 unincorporated nonprofit association's governing  
4 principles, a member interest or any right thereunder is  
5 freely transferable to another person through conveyance of  
6 the membership interest. ~~or other property that confers~~  
7 ~~upon a person a voting right within the nonprofit~~  
8 ~~association.~~

9

10 **17-32-120. Approval by members.**

11

12 (c) Unless otherwise provided for in the governing  
13 principles, membership interest in a decentralized  
14 unincorporated nonprofit association shall be calculated in  
15 proportion to a member's voting rights within the  
16 decentralized unincorporated nonprofit association.

17

18 **17-32-121. Utilization of distributed ledger**  
19 **technology.**

20

21 (b) The governing principles for a decentralized  
22 unincorporated nonprofit association may:

23

1           (i) Specify whether any distributed ledger  
2 technology utilized or enabled by the decentralized  
3 unincorporated nonprofit association will be fully  
4 immutable or subject to change by the decentralized  
5 unincorporated nonprofit association and whether any  
6 distributed ledger will be fully or partially public or  
7 private, including the extent of a member's access to  
8 information;

9  
10           **17-32-122. Consensus formation algorithms and**  
11 **governance process.**

12  
13           (a) In accordance with its governing principles, a  
14 decentralized unincorporated nonprofit association may:

15  
16           (ii) In accordance with any procedure specified  
17 pursuant to W.S. 17-32-121, modify the consensus mechanism,  
18 as well as the requirements, processes and procedures or  
19 substitute a new consensus mechanism, requirements,  
20 processes or procedures that comply with this state's law  
21 and the governing principles of the decentralized  
22 unincorporated nonprofit association.

1           **17-32-123. Selection of administrators; rights and**  
2 **duties of administrators.**

3  
4           (a) Unless otherwise provided for in the  
5 decentralized unincorporated nonprofit association's  
6 governing principles, the members of a decentralized  
7 unincorporated nonprofit association may select the  
8 decentralized unincorporated nonprofit association's  
9 administrators in accordance with W.S. 17-32-120.

10  
11           (d) If in a record, the governing principles of a  
12 decentralized unincorporated nonprofit association may  
13 limit or eliminate the liability of an administrator to the  
14 decentralized unincorporated nonprofit association or its  
15 members for money damages for any action taken, or failure  
16 to take any action, as an administrator except liability  
17 for:

18  
19           (ii) An intentional infliction of harm on the  
20 decentralized unincorporated nonprofit association or its  
21 members;

22

1           (iv) Breach of the duty of loyalty should one  
2 exist, unless, following full disclosure of all material  
3 facts to the decentralized unincorporated nonprofit  
4 association members, the specific act or transaction that  
5 would otherwise breach the duty of loyalty is authorized or  
6 ratified by approval of the disinterested members pursuant  
7 to W.S. 17-32-120;

8  
9           **17-32-124. Right to inspect records.**

10  
11          (a) Except as provided by subsection (b) of this  
12 section, on reasonable notice, a member or administrator of  
13 a decentralized unincorporated nonprofit association shall  
14 be entitled to an electronic record of any record  
15 maintained by the decentralized unincorporated nonprofit  
16 association regarding the decentralized unincorporated  
17 nonprofit association's activities, financial condition and  
18 other circumstances, to the extent the information is  
19 material to a member or administrator's rights and duties  
20 under the decentralized unincorporated nonprofit  
21 association's governing principles or this act.

1           (c) A decentralized unincorporated nonprofit  
2 association may impose reasonable restrictions on access to  
3 and use of information that may be provided under this  
4 section, including by designating the information  
5 confidential and imposing nondisclosure or other  
6 safeguarding obligations on the recipient of the  
7 information. In a dispute concerning the reasonableness of  
8 a restriction under this subsection, the decentralized  
9 unincorporated nonprofit association shall have the burden  
10 of proving reasonableness.

11  
12           **17-32-125. Indemnification; advancement of expenses.**  
13

14           (a) Unless otherwise provided in its governing  
15 principles, a decentralized unincorporated nonprofit  
16 association may reimburse a member or administrator for  
17 authorized expenses reasonably incurred on behalf of the  
18 decentralized unincorporated nonprofit association.  
19

20           (b) A decentralized unincorporated nonprofit  
21 association may indemnify a member or administrator for any  
22 debt, obligation or other liability incurred in the course  
23 of the member or administrator's activities on behalf of

1 the decentralized unincorporated nonprofit association. To  
2 be eligible for indemnification, an administrator must have  
3 complied with the duties stated in W.S. 17-32-123. If in a  
4 record, a decentralized unincorporated nonprofit  
5 association's governing principles may broaden or limit  
6 this right of indemnification.

7  
8 (c) If a person is made, or threatened to be made, a  
9 party in a proceeding based on that person's conduct in the  
10 affairs of a decentralized unincorporated nonprofit  
11 association, that person is entitled, upon written request  
12 to the decentralized unincorporated nonprofit association,  
13 including through decentralized ledger technology, to  
14 receive payment of or reimbursement by the decentralized  
15 unincorporated nonprofit association, of reasonable  
16 expenses, including attorney's fees and disbursements,  
17 incurred by that person in advance of the final disposition  
18 of the proceeding. To be entitled to these payments or  
19 advances the person making the request shall make a written  
20 affirmation that the person has a good faith belief that  
21 the criteria for indemnification in subsection (a) of this  
22 section have been satisfied and that the person will repay  
23 the amounts paid or reimbursed if it is determined that the

1 criteria for reimbursement have not been satisfied. No  
2 payment or reimbursement under this subsection shall be  
3 made without prior approval, in a record, of the  
4 disinterested members under W.S. 17-32-102.

5  
6 (d) A decentralized unincorporated nonprofit  
7 association may purchase and maintain insurance on behalf  
8 of a member or administrator for liability asserted against  
9 or incurred by the member or administrator in that  
10 capacity, whether or not the decentralized unincorporated  
11 nonprofit association would have the power to indemnify or  
12 advance expenses to the member or administrator against the  
13 same liability under this section.

14  
15 **17-32-126. Winding up; termination.**

16  
17 (a) A dissolved decentralized unincorporated  
18 nonprofit association shall wind up its operations and the  
19 decentralized unincorporated nonprofit association shall  
20 continue after dissolution only for the purpose of winding  
21 up.



1 (b) In winding up a decentralized unincorporated  
2 nonprofit association, the members:

3  
4 (i) Shall discharge the decentralized  
5 unincorporated nonprofit association's debts, obligations  
6 and other liabilities, settle and close the decentralized  
7 unincorporated nonprofit association's business and  
8 distribute any remaining property:

9  
10 (A) As required by state law other than  
11 this chapter or federal law requiring assets of ~~an~~a  
12 decentralized unincorporated nonprofit association to be  
13 distributed to another entity or person with similar  
14 nonprofit purposes;

15  
16 (B) In accordance with the decentralized  
17 unincorporated nonprofit association's governing  
18 principles. In the absence of applicable governing  
19 principles, to the current members of the decentralized  
20 unincorporated nonprofit association in proportion to their  
21 membership interests; or

22

1 (C) If neither ~~subdivision~~subparagraph (A)  
2 or (B) of this paragraph applies, in accordance with the  
3 law of unclaimed property contained in W.S. 34-24-101  
4 through 34-24-140.

5  
6 (ii) May:

7  
8 (A) Authorize an administrator to wind up  
9 the decentralized unincorporated nonprofit association in  
10 accordance with W.S. 17-32-120. Any administrator so  
11 authorized shall owe the decentralized unincorporated  
12 nonprofit association a duty of care in the conduct or  
13 winding up of the decentralized unincorporated nonprofit  
14 association to refrain from grossly negligent or reckless  
15 conduct, willful or intentional misconduct or a knowing  
16 violation of the law;

17  
18 (B) Preserve the decentralized  
19 unincorporated nonprofit association's operations and  
20 property as a going concern for a reasonable time;

21  
22 (D) Transfer the decentralized  
23 unincorporated nonprofit association's property;

1  
2 (iii) If the members of a decentralized  
3 unincorporated nonprofit association do not appoint an  
4 administrator or administrators to wind up the  
5 decentralized unincorporated nonprofit association, the  
6 members shall owe the decentralized unincorporated  
7 nonprofit association a duty of care in the conduct or  
8 winding up of the decentralized unincorporated nonprofit  
9 association's operations to refrain from engaging in  
10 grossly negligent or reckless conduct, willful or  
11 intentional misconduct or a knowing violation of the law.

12

13 **17-32-127. Mergers.**

14

15 (a) As used in this section:

16

17 (vii) "Charitable purpose" means any purpose of  
18 an organization that is recognized as exempt under section  
19 501(c)(3) of the Internal Revenue Code or any successor  
20 section, or that upon dissolution shall distribute its  
21 assets to a public benefit corporation, the United States,  
22 a state or a person that is recognized as exempt under

1 section 501(c)(3) of the Internal Revenue Code or any  
2 successor section.

3  
4 (c) A merger involving a decentralized unincorporated  
5 nonprofit association is subject to the following  
6 requirements:

7  
8 (iii) The plan of merger shall be approved by  
9 the members of each decentralized unincorporated nonprofit  
10 association that is a constituent organization in the  
11 merger, subject to W.S. 17-32-120. If a member of a  
12 decentralized unincorporated nonprofit association that is  
13 party to a merger will have personal liability with respect  
14 to an obligation of a constituent or surviving  
15 organization, the consent in a record of that member to the  
16 plan of merger shall also be obtained;

17  
18 (v) Following approval of the plan, a merger  
19 under this section shall be effective if:

20  
21 (B) The surviving organization is a  
22 decentralized unincorporated nonprofit association, as  
23 specified in the plan of merger and upon compliance by any

1 constituent organization that is not a decentralized  
2 unincorporated nonprofit association with any requirements,  
3 including any required filings in the office of the  
4 secretary of state, of the organization's governing  
5 statute; or

6  
7 (d) When a merger becomes effective:

8  
9 (viii) The merger shall not affect the personal  
10 liability, if any, of a member, administrator or manager of  
11 a constituent association for a debt, liability or  
12 obligation of the decentralized unincorporated nonprofit  
13 association incurred before the merger is effective; and

14  
15 **17-32-128. Conversion of entities.**

16  
17 A decentralized unincorporated nonprofit association may  
18 effect a conversion by complying with the applicable  
19 provisions of W.S. 17-26-101 and any applicable provisions  
20 of the decentralized unincorporated nonprofit association's  
21 governing principles.

22  
23 **Section 2.** W.S. 17-32-102(a)(ii) is repealed.

1

2       **Section 3.** This act is effective July 1, 2026.

3

4

(END)