

533.20 Voluntary dissolution.

The process of voluntary dissolution shall be as follows:

1. At a special meeting called for that purpose, a credit union may dissolve upon the affirmative vote of a majority of its members eligible to vote at the special meeting. Notice of the meeting's purpose shall be contained in the meeting's notice. Any member eligible to vote and not present at the meeting may, within twenty days after the date on which the meeting was held, vote in favor of dissolution by signing a statement in the form approved by the superintendent. This vote shall have the same force and effect as if cast at the meeting.
2. The credit union shall cease to do business except for the purposes of liquidation immediately upon giving notice of the special meeting called for the members vote on dissolution. The board of directors shall immediately notify the superintendent of the intention of the credit union to dissolve. The credit union shall not resume its regular business unless the dissolution fails to receive the required vote of the members or unless the members have revoked prior affirmative action to dissolve as provided for in subsection 4 of this section.
3. The board of directors shall have power to terminate and settle the affairs of a credit union in voluntary dissolution. The credit union shall continue in existence for the purpose of discharging its liabilities, collecting and distributing its assets, and doing all acts required in order to terminate its affairs. The credit union may sue and be sued for the purpose of enforcing such liabilities and for the purpose of collecting its assets until its affairs are fully settled. During the course of dissolution proceedings, the credit union shall make such reports and shall be subject to such examinations as the superintendent may require. If at any time after the affirmative vote of a majority of the members of a credit union to dissolve the credit union, the superintendent finds that the credit union is not making reasonable progress toward terminating its affairs or finds that the credit union is insolvent, the superintendent may apply to the district court for appointment of a receiver to terminate the affairs of the credit union.
4. At any time prior to any distribution of its assets, a credit union may revoke the voluntary dissolution proceedings by the affirmative vote of a majority of its members eligible to vote. This vote, if taken, shall be at a special meeting called for that purpose in the manner prescribed by the bylaws. The board of directors shall immediately notify the superintendent of any such action to revoke voluntary dissolution proceedings.
5. Upon such proof as is satisfactory to the superintendent that all assets have been liquidated from which there is a reasonable expectance of realization, that the liabilities of the credit union have been discharged and distribution made to its members, and that the liquidation has been completed, the superintendent shall issue a certificate of dissolution, which certificate shall be filed and recorded in the county in which the credit union has its principal place of business and in the county in which its original articles of incorporation were filed and recorded. Upon the issuance of a certificate of dissolution, the existence of the credit union shall cease.
6. The board of directors may appoint by resolution any responsible person as defined in section 4.1, whose appointment has been approved by the superintendent, to exercise its powers to terminate and settle the affairs of the credit union pursuant to this section. The superintendent is authorized to promulgate rules pursuant to chapter 17A establishing the qualifications which must be met by such appointees, including but not limited to filing a surety bond with the superintendent.

[C27, 31, 35, § 9305-a20; C39, § **9305.20**; C46, 50, 54, 58, 62, 66, 71, 73, 75, 77, 79, 81, § 533.20]