



TERRY E. BRANSTAD  
GOVERNOR

OFFICE OF THE GOVERNOR

KIM REYNOLDS  
LT. GOVERNOR

April 4, 2012

The Honorable Matt Schultz  
Secretary of State of Iowa  
State Capitol Building  
LOCAL

Dear Mr. Secretary:

I hereby transmit:

Senate File 2260, an Act revising the Iowa Nonprofit Corporation Act.

The above Senate File is hereby approved this date.

Sincerely,

A handwritten signature in black ink, appearing to read "Terry E. Branstad".

Terry E. Branstad  
Governor

cc: Secretary of the Senate  
Clerk of the House



Senate File 2260

AN ACT  
REVISING THE IOWA NONPROFIT CORPORATION ACT.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

Section 1. Section 504.141, Code 2011, is amended by adding the following new subsections:

NEW SUBSECTION. 11A. "*Domestic unincorporated entity*" means an unincorporated entity whose internal affairs are governed by the laws of this state.

NEW SUBSECTION. 17A. "*Foreign unincorporated entity*" means an unincorporated entity whose internal affairs are governed by an organic law of a jurisdiction other than this state.

NEW SUBSECTION. 25A. "*Organic law*" means a statute principally governing the internal affairs of a domestic or foreign business corporation, nonprofit corporation, or unincorporated entity.

NEW SUBSECTION. 25B. "*Organic record*" means a public organic record or private organic record.

NEW SUBSECTION. 27A. "*Private organic record*" means any record, other than a public organic record, if any, that determines the internal governance of an unincorporated entity. Where a private organic record has been amended or restated, "*private organic record*" means the private organic record as last amended or restated.

NEW SUBSECTION. 29A. "*Public organic record*" means the record, if any, that is filed of public record, to create an unincorporated entity. Where a public organic record has been

amended or restated, "public organic record" means the public organic record as last amended or restated.

NEW SUBSECTION. 29B. "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

NEW SUBSECTION. 34A. a. "Unincorporated entity" means an organization or other legal entity that is not a corporation and that either has a separate legal existence or has the power to acquire an estate in real property in the entity's own name. "Unincorporated entity" includes a general partnership, limited liability company, limited partnership, business or statutory trust, joint stock association, and unincorporated nonprofit association.

b. "Unincorporated entity" does not include a domestic or foreign business corporation, a nonprofit corporation, an estate, a trust, a governmental subdivision, a state, the United States, or a foreign government.

Sec. 2. Section 504.141, subsection 15, Code 2011, is amended to read as follows:

15. "Entity" includes a ~~corporation and foreign corporation;~~ business corporation; domestic or foreign business corporation; limited liability company and domestic or foreign limited liability company; profit and nonprofit unincorporated association; corporation sole; business trust; domestic or foreign unincorporated entity; estate, partnership; trust, and two or more persons having a joint or common economic interest; and; state; the United States, and; governmental subdivision; and foreign government.

Sec. 3. Section 504.622, Code 2011, is amended by adding the following new subsection:

NEW SUBSECTION. 01. A membership in a public benefit or mutual benefit corporation may be terminated or suspended for the reasons and in the manner provided in the articles of incorporation or bylaws.

Sec. 4. Section 504.622, subsection 1, Code 2011, is amended to read as follows:

1. A To the extent the articles of incorporation or bylaws do not address the termination or suspension of a member, a member of a public benefit or mutual benefit corporation shall not be expelled or suspended, and a membership or memberships in such a corporation shall not be terminated or suspended except pursuant to a procedure which is fair and reasonable and