

## LEGISLATIVE BILL 8

Approved by the Governor January 28, 1971

Introduced by C. W. Holmquist, 16th District

AN ACT to amend sections 21-608, 21-1409, and 21-2097, Reissue Revised Statutes of Nebraska, 1943, relating to corporations; to harmonize the provisions thereof with previous legislation; to clarify the meaning thereof; and to repeal the original sections.

Be it enacted by the people of the State of Nebraska,

Section 1. That section 21-608, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-608. All state, grand, supreme, or national, secret, fraternal, benevolent, or charitable orders, lodges, organizations, societies, or other bodies issuing charters to and having subordinate or auxiliary orders, lodges, organizations, societies, or other bodies within this state which may have been heretofore or may hereafter be regularly established and chartered therefrom, or thereby, including the following: The Grand Lodge, Ancient Free and Accepted Masons; The Grand Chapter of the Order of the Eastern Star, of the State of Nebraska; the Grand Lodge Independent Order of Odd Fellows, the Grand Encampment I.O.O.F.; the Rebekah State Assembly, I.O.O.F.; the Department Council Patriarch Militant, I.O.O.F.; The Farmers' Alliance; Knights of Labor; The Grand Lodge Knights of Pythias of Nebraska; Pythian Sisterhood; Nebraska State Grange; Good Templars; Grand Army of the Republic; Women's Relief Corps, Department of Nebraska; United Spanish War Veterans, Department of Nebraska; The Benevolent and Protective Order of Elks of the United States of America; Benevolent, Patriotic Order of Does of the United States of America; the Western Bohemian Fraternal Association, Z.C.B.J.; The Bohemian Ladies' Society, J.C.D.; The Bohemian Benevolent Society, C.S.P.S.; The Bohemian Roman Catholic Benevolent Society, C.R.K.J.P. of Nebraska; The Women's Christian Temperance Union; The Young Women's Christian Association of the United States of America; Nebraska District Young Women's Christian Association; The Brotherhood of St. Andrews; The Improved Order of Red Men's League, an adoptive degree of the Improved Order of Red Men; Degree of Pocahontas; The Great Council of Nebraska Order of Red Men; The Grand Lodge Fraternal Order of Eagles; The Knights of

Columbus; Order of the Alhambra; The Modern Woodmen of America; The Woodmen of the World; The Ancient Order of United Workmen; Grand Lodge, Sons of Herman of Nebraska; The American Legion; Disabled American Veterans; The Marine Corps League; Eastern Orthodox Church; Katolicky Delnik, K.D., Catholic Workmen; The Western Bohemian Catholic Union, Z.C.K.J.; Catholic Youth Organization; The American Legion Auxiliary; the following college societies: Acacia, Alpha Gamma Rho, Alpha Sigma Phi, Alpha Tau Omega, Alpha Theta Chi, Chi Phi, Beta Theta Pi, Delta Chi, Delta Tau Delta, Delta Upsilon, Kappa Delta Phi, Kappa Sigma, Lambda Chi Alpha, Phi Delta Theta, Phi Kappa Psi, Pi Kappa Phi, Pi Phi Chi, Sigma Alpha Epsilon, Sigma Chi, Sigma Nu, Sigma Phi Epsilon, Phi Gamma Delta, Phi Alpha Delta, Phi Delta Phi, Phi Delta Chi, Delta Sigma Delta, Xi Psi Phi, Nu Sigma Nu, Phi Chi, Phi Rho Sigma, Achoth, Alpha Chi Omega, Alpha Delta Pi, Alpha Omicron Pi, Alpha Phi, Alpha Xi Delta, Chi Omega, Delta Delta Delta, Delta Gamma, Delta Zeta, Gamma Phi Beta, Kappa Alpha Theta, Kappa Delta, Kappa Kappa Gamma, Pi Beta Phi, Kappa Alpha Psi, Gamma Eta Gamma, Bushnell Guild, Farm House, Silver Lynx, and Delta Sigma Pi; the Newman Club; the Nebraska Press Association; Boy Scouts of America; Boy Scouts of America Local Councils; Camp Fire Girls of America; Camp Fire Girls of America Local Councils; Pathfinder Club International; Firemen's Relief Association of Nebraska; Rotary International; Kiwanis International; Cosmopolitan International; Optimist International; Stuart Lodge of the Catholic Knights of America; Pulaski Club of America; Katolicky Sokol of America; Telocvicna Jednota Sokol organizations in Nebraska; International Association of Lions Clubs; the Veterans of Foreign Wars of the United States; Chambers of Commerce; Junior Chambers of Commerce; and Nebraska State Chapter of the P.E.O. Sisterhood, together with each and every subordinate or auxiliary lodge, encampment, tribe, company, council, post, corps, department, society, or other designated organization or body within this state, under its properly designated or chartered name as has heretofore been, or may hereafter be established and chartered within or for Nebraska by its respective state, grand, supreme, or national or other governing body, and working under a charter or charters from its respective state, grand, supreme, or national lodge, organization, or other governing body, be and the same are hereby made and declared corporations within the state under the name and title designated in the respective charters or constitutions by which name they shall be capable of suing, and being sued, of pleading and being impleaded in the several courts of this state, the same as natural persons.

Sec. 2. That section 21-1409, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-1409. The articles of incorporation of any association formed hereunder may be changed or amended. Any such change or amendment must first be approved by two-thirds of the directors of the association and then must be adopted by a majority of the members or their representatives that attend the meeting of the association at which said amendment is submitted. Amendments to the articles of incorporation, when so adopted, shall be filed in accordance with the provisions of the ~~general--corporation--law~~ Nonprofit Corporation Act of this state.

Sec. 3. That section 21-2097, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-2097. In proceedings to liquidate the assets and business of a corporation the court shall have power to issue injunctions, to appoint a receiver or receivers pendente lite, with such powers and duties as the court, from time to time, may direct, and to take such other proceedings as may be requisite to preserve the corporate assets wherever situated, and carry on the business of the corporation until a full hearing can be had.

After a hearing had upon such notice as the court may direct to be given to all parties to the proceedings ~~and to any other parties to the proceedings~~ and to any other parties in interest designated by the court, the court may appoint a liquidating receiver or receivers with authority to collect the assets of the corporation, including all amounts owing to the corporation by shareholders on account of any unpaid portion of the consideration for the issuance of shares. Such liquidating receiver or receivers shall have authority, subject to the order of the court, to sell, convey and dispose of all or any part of the assets of the corporation wherever situated, either at public or private sale. The assets of the corporation or the proceeds resulting from a sale, conveyance or other disposition thereof shall be applied to the expenses of such liquidation and to the payment of the liabilities and obligations of the corporation, and any remaining assets or proceeds shall be distributed among its shareholders according to their respective rights and interests. The order appointing such liquidating receiver or receivers shall state their powers and

duties. Such powers and duties may be increased or diminished at any time during the proceedings.

The court shall have power to allow from time to time as expenses of the liquidation compensation to the receiver or receivers and to attorneys in the proceeding, and to direct the payment thereof out of the assets of the corporation or the proceeds of any sale or disposition of such assets.

A receiver of a corporation appointed under the provisions of this section shall have authority to sue and defend in all courts in his own name as receiver of such corporation. The court appointing such receiver shall have exclusive jurisdiction of the corporation and its property, wherever situated.

Sec. 4. That original sections 21-608, 21-1409, and 21-2097, Reissue Revised Statutes of Nebraska, 1943, are repealed.