WEST VIRGINIA CODE: §36-13-28

§36-13-28. Conversion of entities.

(a) An unincorporated nonprofit association formed under §36-11-1 *et seq*. of this code that meets the requirements of §36-13-2 of this code may elect to be governed by this act by approval of its members. If the unincorporated nonprofit association's governing principles provide a method for approving the election, the election shall be approved by that method. If the governing principles do not provide a method for approving the election, the election shall be approved by a majority of the members of the unincorporated nonprofit association.

(b) An election under subsection (a) of this section takes effect upon approval by the members of the unincorporated nonprofit association. Upon the effective date of the election, the unincorporated nonprofit association shall be governed by this act and shall be a decentralized unincorporated nonprofit association for all purposes of the laws of this state.

(c) A decentralized unincorporated nonprofit association may elect to cease being governed by this act by approval of its members in accordance with §36-13-20 of this code. Upon the effective date of the cessation, the entity shall continue as an unincorporated nonprofit association under §36-11-1 *et seq*. of this code.

(d) A decentralized unincorporated nonprofit association that transitions to an unincorporated nonprofit association under §36-13-14 of this code by reason of its membership falling below one hundred members shall be governed by §36-11-1 *et seq*. of this code from the date of the transition.

(e) An unincorporated nonprofit association that elects to be governed by this act under subsection (a) of this section, or a decentralized unincorporated nonprofit association that ceases to be governed by this act under subsection (c) or (d) of this section, is for all purposes the same entity that existed before the election, cessation or transition. All property owned by, all debts, obligations and other liabilities of, and all actions and proceedings pending by or against the entity shall continue unaffected by the election, cessation or transition. The election, cessation or transition shall not constitute a dissolution of the entity and shall not require the entity to wind up its affairs.

(f) The governing principles of an entity that makes an election under subsection (a) of this section or that ceases to be governed by this act under subsection (c) or (d) of this section shall continue in effect to the extent they are not inconsistent with the law governing the entity after the election, cessation or transition.

WV Legislature