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Helder Gil  
Legislative Affairs Specialist  
Department of Consumer and Regulatory Affairs  
1100 Fourth Street, SW, Room 5164  
Washington, D.C. 20024

Re: Notice of Proposed Rulemaking - Business Organizations

Dear Mr. Gil:

I am writing in response to the proposed regulations published by DCRA to implement the Nonprofit Corporation Act of 2010 ("2010 NPCA"), as recently amended by the District of Columbia Council. Our firm represents numerous nonprofit organizations in the District of Columbia and nationwide. We are concerned about the impact of two aspects of the proposed regulations on pre-1962 ("Old Act") nonprofit corporations.

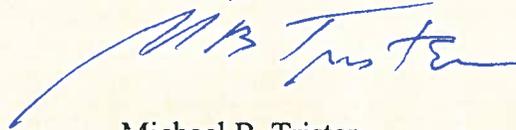
Proposed sections 704.3 and 704.4 of the regulations appear to require that Old Act corporations must elect to come under the 2010 NPCA by filing restated articles of incorporation under that law or they will have their charters revoked. This is contrary to the recent NPCA amendments which make clear that Old Act corporations may continue to operate under the pre-1962 law as long as they file a copy of their articles of incorporation with DCRA, provide lists of their officers and directors to DCRA, and designate registered agents. There is no legal authority in the 2010 NPCA or the technical amendments for a requirement that such corporations file restated articles of incorporation under the new law, which would subject them to a number of burdensome governance and other requirements.

A related difficulty in the proposed regulations is that they appear to require pre-1962 corporations to adopt a resolution by a majority vote of their members in order to elect to come under the 2010 NPCA. The applicable statutory provision merely states that a corporation desiring to elect to come under the 2010 NPCA must adopt a resolution to this effect without specifying how the resolution should be adopted. Many nonprofit corporations do not have members and even where they do have members authority to adopt a resolution of this kind rests with the board of directors. Requiring a vote of the members will either be impossible or cost significant amounts and should not be required.

Helder Gil  
March 19, 2013  
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I would welcome an opportunity to discuss these concerns with you in person, if that would be helpful. Thank you for your consideration.

Sincerely,

A handwritten signature in blue ink, appearing to read "MB Trister". The signature is written in a cursive style with a long, sweeping underline that extends to the left.

Michael B. Trister