

 DC Nonprofit Corporation Act: Comparison of Old and New			
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TOPIC	OLD DC CODE	NEW DC CODE	DESCRIPTION OF CHANGES
	District of Columbia Code, § 29-301.01. Short title.	401.01	Chapter cited as: "Nonprofit Corporation Act of 2010".
	District of Columbia Code, § 29-301.02. Definitions.	101.02; 401.02	New definitions/provisions for: delegate, designated body, member.
	District of Columbia Code, § 29-301.03. Applicability.	101.03- applicability of chapter; 414.01- application to existing domestic corporations; 414.02- application to qualified foreign corporations	The revised law applies to all existing domestic and qualified foreign corporations on the effective date of the chapter.
		107.01- reservation of power to amend or repeal	"Old act" nonprofit corporations that do not want to be subject to this new law must file a notice within 2 years of its applicability date; otherwise it will be subject to the new law.
Nonprofit Corporations - General	District of Columbia Code, § 29-301.04. Purposes for corporate organization.	401.02 - definitions; 403.01- purpose	The old law included a non-limiting list of lawful purposes, whereas the new law is left more open to interpretation. The new law states that "Charitable purpose" means a purpose that: (A) Would make a corporation operated exclusively for that purpose eligible to be exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or (B) Is considered charitable under law other than this chapter or the Internal Revenue Code.
	District of Columbia Code, § 29-301.05. General powers.	403.02	Unless its articles of incorporation provide otherwise, every nonprofit corporation shall have perpetual duration and succession in its corporate name. 403.02 also includes some new additions to the list of "general powers" (mostly for powers that previously existed as defined in other provisions or at common law): (9) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity; (11) To elect directors and appoint officers, employees, and agents of the corporation, define their duties, fix their compensation, and lend them money and credit, except as limited by Section 29-406.32 (12) To pay pensions and establish pension plans, pension trusts, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents; (14) To impose dues, assessments, admission, and transfer fees on its members; (15) To establish conditions for admission of members, admit members, and issue memberships.
		403.03- emergency powers	If a nonprofit corporation authorizes the exercise of emergency powers in its articles or bylaws in the event of an emergency, the Board may assume emergency powers such as: modifying lines of succession, and relocating offices. During an emergency, unless the articles or bylaws provide otherwise, notice of board meetings need not be given to those it is impracticable to reach, or may be given in another manner, and one or more officers present at a meeting may be deemed to be directors for the meeting.
	District of Columbia Code, § 29-301.06. Defense of ultra vires.	403.04	New law allows suit against a corporation by the Attorney General rather than the Mayor (still exec branch).



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Name	District of Columbia Code, § 29-301.07. Corporate name.	103.01- permitted names; 103.02- name requirements for certain entities	
	District of Columbia Code, § 29-301.08. Reserved name; transferability of right to exclusive use.	103.03- reservation of name; 103.04- registration of name	
Registered Agent	District of Columbia Code, § 29-301.09. Registered office and registered agent.	104.02-104.05	
	District of Columbia Code, § 29-301.10. Change of registered office or registered agent.	104.07-104.10	
	District of Columbia Code, § 29-301.11. Registered agent for service.	104.12-104.14	
	District of Columbia Code, § 29-301.12. Members.	404, multiple sub-sections	New law changes definition of "member" - must have voting rights; § 29-404.01. No requirement of members; other persons designated by articles of incorporation or bylaws. (c) The articles of incorporation or bylaws of a nonprofit corporation may designate a person as a member who is not within the definition of "member" under § 29-401.02(24). Such a person, regardless of designation, shall not be deemed a member for purposes of this chapter but nevertheless shall have those rights and obligations set forth in the articles of incorporation or bylaws.
Bylaws	District of Columbia Code, § 29-301.13. Bylaws.	402.06. (doesn't address amending)	
		408.20- amendment of bylaws by board of directors or members	Previous default was to board of directors, unless otherwise stated; now amendment is by either members OR the board, unless otherwise stated in the articles or bylaws.
		408.21- Bylaws increasing quorum or voting; 408.22- bylaw amendments requiring member approval	
		408.23- effect of bylaw amendment	



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Member Meetings and Voting	District of Columbia Code, § 29-301.14. Meetings of members — Annual and special.	405.01-405.02	If provided for in the articles or bylaws members may hold any annual, regular, or special meetings electronically. A special meeting called by members now requires a greater percentage: default of 10% (vs. 5% previously), or such other amount up to 25% as the articles or bylaws specify.
		405.03, Court-ordered meeting	(a) The Superior Court may summarily order a meeting to be held on application of: (1) Any member entitled to participate in an annual or regular meeting if an annual meeting was not held within the earlier of 6 months after the end of the corporation's fiscal year or 15 months after its last annual meeting; or (2) A member who signed a demand for a special meeting under § 29-405.02, if: (A) Notice of the special meeting was not given within 30 days after the date the demand was delivered to the corporation's secretary; or (B) The special meeting was not held in accordance with the notice.
	District of Columbia Code, § 29-301.15. Meetings of members — Notice.	401.03 - notice; 405.05 - notice of meeting; 405.06 - waiver of notice	Notice period changed from 10<x<50 days to 10<x<60 days; notice definition expanded to allow for oral or electronic communication.
	District of Columbia Code, § 29-301.16. Voting.	405.04-w/o meeting; 405.09- by ballot; 405.21- voting entitlement; 405.22 - proxies; 405.23-acceptance of votes	Action may be taken without a meeting if signed by all members entitled to vote on the action.
		405.20- members list for meeting	A membership corporation must prepare a list of members entitled to notice of that meeting of members, including the address of and number of votes each member is entitled to cast at the meeting, and must make the list available for inspection by members or members' agents. Refusal or failure to prepare or make available the list shall not affect the validity of action taken at the meeting. An alternative to making such list available is for the corporation to state in a notice of meeting that the corporation has elected to proceed under 405.20(f), whereby a member's demand for inspection must state a proper purpose, and the corporation may offer a reasonable alternative method of achieving the purpose, within 10 business days.
		405.07- record date	
		405.08- conduct of meeting	
	District of Columbia Code, § 29-301.17. Quorum.	405.24- quorum; 405.26- different quorum or voting req.	Now the default quorum is a majority of votes entitled to be cast, instead of at least 1/10 of the votes entitled to be cast. The articles of incorporation or bylaws may provide for a higher or lower quorum or voting requirement.



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		405.25- action by single and multiple voting groups	
		405.27- voting for directors; 414.03- entitlement to cumulate votes	No election of the directors by just a majority vote; must be plurality. Members that were entitled to cumulate their votes for election of directors prior to the new law shall continue to be entitled to do so.
		405.28- inspectors of election	Corporation <u>may</u> appoint one or more election inspectors. Inspector shall: 1) Count # of members and voting power; 2) Determine members present; 3) Determine validity of proxies and ballots; 4) Count the votes; 5) Determine the result. Inspector can't be a candidate for office at the meeting.
		405.40- voting agreement	Members may sign voting agreements valid for a period of up to 10 years; if no time is stated in an agreement, it shall be valid for 5 years.
Board of Directors	District of Columbia Code, § 29-301.18. Board of directors — Qualifications.	406.01- Requirement and functions; 406.02- qualifications	Directors must be individuals.
	District of Columbia Code, § 29-301.19. Board of directors — Number; election; classification; and removal.	406.03- number; 406.04- selection; 406.05- terms generally; 406.06- staggered terms	Still need 3+ directors and base term is 1 year unless otherwise specified in the articles or bylaws. Terms now may not exceed 5 years.
		406.08- removal of directors; 406.09- removal by judicial proceeding	
	District of Columbia Code, § 29-301.20. Board of directors — Vacancies.	406.05- terms generally; 406.10- vacancies	
		406.07- resignation of directors	
		406.11- compensation	
		406.30- standard of conduct for directors	Codifies existing standard.
		406.31- standard of liability for directors	Codifies existing standard. (d) Notwithstanding any other provision of this section, a director of a charitable corporation shall not be liable to the corporation or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for: (1) The amount of a financial benefit received by the director to which the director is not entitled; (2) An intentional infliction of harm; (3) A violation of § 29-406.33; or (4) An intentional violation of criminal law.

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		406.33 - director's liability for unlawful distributions	
		406.12 - Designated body	Some, but less than all, of the powers, authority, or functions of the board of directors may be vested by the articles of incorporation in a designated body. Some, but less than all, of the rights or obligations of the members may be vested by the articles of incorporation or bylaws in a designated body. The articles or bylaws may prescribe qualifications for members of a designated body.
	District of Columbia Code, § 29-301.21. Board of Directors — Quorum.	406.24- quorum and voting	Quorum is at least 1/3 or 2 directors, whichever is greater (previously it was just 1/3).
	District of Columbia Code, § 29-301.22. Board of directors- Designation or appointment of committees; authority.	406.25- board and advisory committees	Minimum number of directors on a committee is now 1, not 2. Also, a committee may not: (1) Authorize distributions; (2) In the case of a membership corporation, approve or propose to members action that this chapter requires be approved by members; (3) Fill vacancies on the board of directors or, subject to subsection (g), on any of its committees; or (4) Adopt, amend, or repeal bylaws.
	District of Columbia Code, § 29-301.23. Board of directors — Meetings.	29-406.20- meetings	
Officers	District of Columbia Code, § 29-301.24. Officers — Appointment or election; tenure of office; authority.	406.40- officers; 406.41- duties	Requirements for specific offices for a president, secretary and treasurer are replaced by a requirement to have a minimum of 2 separate officers, one responsible for management of the corporation, who may be referred to as the "president" or other specified term, and one responsible for the financial affairs of the corporation, who may be referred to as the "treasurer" or other specified term. One officer must be responsible to take down meeting minutes.
	District of Columbia Code, § 29-301.25. Officers — Removal.	406.43- resignation and removal; 406.44- Contract rights of officers	
Records	District of Columbia Code, § 29-301.26. Books and records; right of inspection.	413.01- records and reports; 413.02- inspection by members; 413.03- scope of inspection right	Adds an explicit requirement to maintain certain records at the principal office, and a default right of members to copy records (or receive copies, including electronically); the rights of inspection may be abolished or limited by a corporation's articles or bylaws.
		413.04- court-ordered inspection; 413.05- inspection of records by directors; 413.06- exception to notice requirement; 413.07- limitations on use of member list	
		413.20- financial statements	Unless otherwise stated in articles of incorporation or bylaws, a nonprofit org must furnish financial information on request to members.

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Distributions and Loans	District of Columbia Code, § 29-301.27. Shares of stock and dividends prohibited.	404.40- Distributions prohibited; 404.41- Compensation and permitted payments		
		404.42- debt and security interests; 404.43- private foundations		
		District of Columbia Code, § 29-301.28. Loans to directors and officers prohibited.	406.32 - loans to or guarantees for directors and officers Loans are still prohibited, but exceptions are specifically carved out for reimbursable expenses and a loan secured by the principal residence of an officer.	
		406.50- 406.58- Indemnification and Advance for Expenses	Adds detailed provisions on indemnification, essentially codifying the common law. Indemnification is mandatory if the director or officer is successful, and voluntary if certain standard of conduct is met. A court has authority to order indemnification even if the relevant standard of conduct is not met. The corporation may provide for more expansive permissible indemnification and requirements.	
		406.70- Conflicting Interests/Voidability	Transactions where interests are disclosed, disinterested directors approve, approval is in good faith, or where transactions are fair to the corporation, are not void or voidable based solely on a conflict of interest.	
		406.80- Business Opportunities	If a director first brings a business opportunity to the corporation, the corporation cannot prevail in a proceeding against him for taking the business opportunity; the fact that a director did not first bring the opportunity to the corporation does not support an inference that he should have or that his taking the opportunity was improper.	
Incorporation and Articles of Incorporation	District of Columbia Code, § 29-301.29. Incorporators.	402.01- incorporators	Changed from 3 or more people required to 1 or more people to incorporate no age requirement stated (previously it was 18 or older).	
		District of Columbia Code, § 29-301.30. Articles of incorporation.	402.02- articles of incorporation Less information is required to be in the articles. The articles shall set forth: name of the corporation, registered agent name and address, that the corporation is incorporated as a nonprofit, the name and street address of each incorporator, and whether the corporation will have members. The articles may set forth any of a number of details listed in the provision. The articles may include a limitation on the liability of a director of a nonprofit that is not a charitable corporation.	
		District of Columbia Code, § 29-301.31. Filing of articles of incorporation.	402.03- incorporation	
		District of Columbia Code, § 29-301.32. Effect of issuance of certificate of incorporation.	402.03- incorporation	Corporate existence begins when articles are filed now, not upon issuance of the certificate of incorporation.
			402.04- liability for preincorporation transactions	



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	District of Columbia Code, § 29-301.33. Organization meetings; purpose; notice.	402.05- organization of corporation	If initial directors or members of a designated body are not named in the articles, the incorporators shall hold the organizational meeting.
	District of Columbia Code, § 29-301.34. Articles of Incorporation — Right to amend.	408.01- authority to amend	
	District of Columbia Code, § 29-301.35. Articles of incorporation — Procedure to amend.	408.02- amendment before memberships; 408.03- amendment of articles of membership corp; 408.05- amendment of articles of nonmembership corp	If a corporation has members, members must approve amendments to the articles; except for non-substantive, administrative changes.
	District of Columbia Code, § 29-301.36. Articles of amendment — Contents; vote required for approval.	408.04- voting on amendments by voting groups; 408.06- articles of amendment	No requirement for execution by an officer.
	District of Columbia Code, § 29-301.37. Articles of amendment — Filing.	408.06- articles of amendment	
		408.07- restated articles of incorporation	
		408.08- amendment pursuant to reorganization	
	District of Columbia Code, § 29-301.38. Effect of certificate of amendment.	408.09- effect of articles amendment	No diversion of charitable property from its charitable purpose; no person shall receive financial benefit from amendment, unless the person itself is an organization with a charitable purpose.
		408.40- approval by third persons	The articles may require 3rd person approval, in addition to board and members, for amendment; the articles or bylaw may require such approval for amendment of the bylaws.
Merger/ Consolidation	District of Columbia Code, § 29-301.39. Procedure for merger.	409.01 - preliminary provisions and restrictions; 409.02- merger	
	District of Columbia Code, § 29-301.40. Procedure for consolidation.	409.01 - preliminary provisions and restrictions; 409.02- merger	
		409.03- membership exchange	
		409.05- merger with controlled corporations	

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	District of Columbia Code, § 29-301.41. Merger or consolidation — Procedure for approval.	409.04- action on plan of merger or membership exchange	Greater number of voting requirements(separate voting by voting groups).
	District of Columbia Code, § 29-301.42. Merger or consolidation — Contents of articles.	409.06- Articles of merger or membership exchange	
	District of Columbia Code, § 29-301.43. Merger or consolidation — Effective date.	409.06- Articles of merger or membership exchange	
	District of Columbia Code, § 29-301.44. Merger or consolidation — Effect; surviving or new corporation; rights, privileges, powers, immunities, duties and liabilities.	409.07- effect of merger or membership exchange	
	District of Columbia Code, § 29-301.45. Merger or consolidation — Domestic and foreign corporations.	Foreign/domestic mergers addressed in same sections as domestic/domestic	
		409.08- abandonment of a merger or membership exchange	
	District of Columbia Code, § 29-301.46. Sale, lease, exchange, or mortgage of assets.	410.01- Disposition of assets not requiring member approval; 410.02 - member approval of certain dispositions; 410.03- restrictions on dispositions of assets	Approval of members not required now for some sales unless the bylaws otherwise provide. Sale of property in trust or dedicated for charitable purposes is prohibited.
Voluntary Dissolution	District of Columbia Code, § 29-301.47. Voluntary dissolution — Notice; vote required for approval.	412.01- dissolution by incorporators or directors; 412.02- approval of dissolution	
		412.05- effect of dissolution;	
	District of Columbia Code, § 29-301.48. Voluntary dissolution — Distribution of assets.	412.06- known claims against dissolved corp; 412.07- other claims	



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	District of Columbia Code, § 29-301.49. Voluntary dissolution — Plan of distribution.	412.06- known claims against dissolved corp; 412.07- other claims	
		412.08- judicial proceedings	Voluntarily dissolving nonprofit corporation may ask the Superior Court to determine the amount and form of security to be provided for payment of some claims that may arise after dissolution.
		412.09- directors' duties	
	District of Columbia Code, § 29-301.50. Voluntary dissolution — Revocation of proceedings; notice; vote required for approval.	412.04- revocation of dissolution	A nonprofit corporation may revoke its dissolution within 120 days of its effective date (previously it could do so only up until the issuance of a certificate of dissolution).
	District of Columbia Code, § 29-301.51. Articles of dissolution — Contents.	412.03- articles of dissolution	
	District of Columbia Code, § 29-301.52. Articles of dissolution — Procedure for filing.	412.03- articles of dissolution	Procedure is now just delivering the articles to the mayor
Involuntary Dissolution	District of Columbia Code, § 29-301.53. Involuntary dissolution.	106- administrative dissolution; 412.20- grounds for judicial dissolution or other equitable relief	
	District of Columbia Code, § 29-301.54. Venue and process.	412.07- other claims against dissolved corporation	
	District of Columbia Code, § 29-301.55. Liquidation proceedings — Jurisdiction of court.	412.20- grounds for judicial dissolution or other equitable relief; 412.21- procedure for judicial dissolution	Creates a minimum requirement for the number of members that must move for dissolution (5% or 50, whichever is smaller) in situations where the directors are deadlocked or other outstanding circumstances exist
	District of Columbia Code, § 29-301.56. Liquidation proceedings — Procedure; hearing; authority of receivers; distribution of assets.	412.21- procedure for judicial dissolution; 412.22 - receivership or custodianship	The provision for receivership or custodianship does not apply to religious corporations.



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	District of Columbia Code, § 29-301.57. Liquidation proceedings — Qualification of receivers.	NONE	
	District of Columbia Code, § 29-301.58. Liquidation proceedings — Filing of claims.	412.06- known claims against dissolved corp; 412.07- other claims; 412.08- judicial proceedings	
	District of Columbia Code, § 29-301.59 . Liquidation proceedings — Discontinuance.	NONE	
	District of Columbia Code, § 29-301.60. Liquidation proceedings — Decree of dissolution.	412.23- decree of dissolution	
	District of Columbia Code, § 29-301.61. Liquidation proceedings — Filing of decree of dissolution.	412.23- decree of dissolution	
	District of Columbia Code, § 29-301.62. Dissolution — Distribution of assets; deposits and registry of court.	412.30- Deposit with Mayor	Portions remaining no longer escheat to the District of Columbia after 10 years.
	District of Columbia Code, § 29-301.63. Dissolution — Survival of remedy.	412.07- other claims against dissolved corporation	Now a 3 year limit on claims, and the claimant has to prove they fall under a specific exception.
Foreign Corporations	District of Columbia Code, § 29-301.64. Foreign corporations — Admission to conduct affairs in District.	105.02- registration to do business in the district	
	District of Columbia Code, § 29-301.65. Foreign corporations — Powers authorized.	105.01- governing law	
	District of Columbia Code, § 29-301.66. Foreign corporations — Corporate name.	105.06- noncomplying name of foreign entity	
	District of Columbia Code, § 29-301.67. Foreign corporations — Change of corporate name.	105.06- noncomplying name of foreign entity	



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	District of Columbia Code, § 29-301.68. Foreign corporations — Application for certificate of authority.	102.08- certificate of good standing or registration; 105.03- foreign registration statement	
	District of Columbia Code, § 29-301.69. Foreign corporations — Filing of application for certificate of authority.	105.03- foreign registration statement	
	District of Columbia Code, § 29-301.70. Foreign corporations — Effect of certificate of authority.	105.03- foreign registration statement	
	District of Columbia Code, § 29-301.71. Foreign corporations — Registered office and registered agent.	104.04- appointment of registered agent; 104.11 - appointment of registered agent by nonqualified foreign entity or nonfiling domestic entity	
	District of Columbia Code, § 29-301.72. Foreign corporations — Change of registered office or registered agent.	104.07- change of registered agent by entity; 104.08- change of name or address by noncommercial registered agent; 104.09- change of name, address, type of entity, or jurisdiction of formation by commercial registered agent; 104.10- resignation by registered agent	
	District of Columbia Code, § 29-301.73. Foreign corporations — Service of process.	104.12- service of process, notice, or demand on entity; 104.14 - personal jurisdiction	
	District of Columbia Code, § 29-301.74. Foreign corporations — Amendment to articles of incorporation; filing.	See 408- amendment of articles of incorporation and bylaws	
	District of Columbia Code, § 29-301.75. Foreign corporations — Merger.	See 409- mergers and membership exchanges	
		105.10- transfer of registration	



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	District of Columbia Code, § 29-301.76. Foreign corporations — Amended certificate of authority.	105.04- amendment of foreign registration statement	
	District of Columbia Code, § 29-301.77. Foreign corporations — Withdrawal; procurement of certificate of withdrawal required; contents of application.	105.07- withdrawal of registration of registered foreign entity	
	District of Columbia Code, § 29-301.78. Foreign corporations — Filing of application for withdrawal.	105.07- withdrawal of registration of registered foreign entity	
		105.08- withdrawal deemed on conversion to domestic filing entity or domestic LLP; 105.09- withdrawal on dissolution or conversion to nonfiling entity other than LLP	
	District of Columbia Code, § 29-301.79. Foreign corporations — Revocation of certificate of authority.	105.11- termination of registration; 105.12- action by attny general	
	District of Columbia Code, § 29-301.80. Foreign corporations — Issuance of certificate of revocation.	105.11- termination of registration; 105.12- action by attny general	
	District of Columbia Code, § 29-301.81. Foreign corporations — Application on effective date of subchapter.	414.02- application to qualified foreign corporations	Foreign corporation authorized to do business in DC shall be subject to this chapter on its effective date; no requirement now to obtain a new certificate of registration.
	District of Columbia Code, § 29-301.82. Foreign corporations — Conducting affairs without certificate of authority; validity of contracts or corporate acts not impaired; liabilities.	105.02- registration to do business in the district	
Domestication		407.01 - definitions; 407.02- domestication	A foreign nonprofit corporation may become a domestic nonprofit corporation only if the domestication is authorized by the law of the foreign jurisdiction. A domestic nonprofit corporation may become a foreign nonprofit corporation if the domestication is permitted by the laws of the foreign jurisdiction. The domestication shall be approved by the adoption by the corporation of a plan of domestication, including the elements specified in 407.02.

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		407.03- action on plan of domestication	In the case of a domestication of a domestic nonprofit in a foreign jurisdiction, the plan of domestication shall be adopted by the board of directors, with approval by members if there are members entitled to vote on the plan. It shall require the approval of the members at a meeting where a quorum is present, and if any class of members is entitled to vote as a separate group on the plan, approval by such group at a meeting with a quorum is also required. Separate voting groups are as specified in 407.03.
		407.04 - articles of domestication; 407.05- effect of domestication	Articles of domestication shall include the provisions listed in 407.04, and shall be delivered to the Mayor for filing. If the domesticating corporation is a qualified foreign corporation, its certificate of registration will be automatically canceled on the effective date of domestication. When a domestication becomes effective, the domesticated corporation will retain all property, liabilities, actions pending against the domesticating corporation, etc. Interest holder liability of a member in a foreign nonprofit corporation shall not be canceled upon domestication in the District.
		407.06- abandonment of domestication	At any time before a domestication becomes effective, it may be abandoned by the board of directors without action by the members.
Biennial Report	District of Columbia Code, § 29-301.83. Two-year report of domestic and foreign corporations — Contents.	102.11- biennial report for Mayor	Deadline for all reports is now April 1 (previously it was January 15).
	District of Columbia Code, § 29-301.84. Two-year report of domestic and foreign corporations — Procedure for filing.	102.11- biennial report for Mayor	Deadline for all reports is now April 1 (previously it was January 15).
	District of Columbia Code, § 29-301.85. Two-year report of domestic and foreign corporations — Effect of failure to pay or file.	102.08- certificate of good standing or registration; 106.01- grounds (for administrative dissolution); 105.11- termination of registration	
Proclamation of Revocation	District of Columbia Code, § 29-301.86. Proclamation of revocation; effect of publication.	N/A	
	District of Columbia Code, § 29-301.87. Penalty for conducting affairs after issuance of proclamation.	101.06- civil fines for violations	Proclamation is no longer needed; fines may be imposed for conducting affairs after dissolved, or without having filed articles, under 101.06- civil fines for violations.
	District of Columbia Code, § 29-301.88. Correction of error in proclamation.	N/A	
	District of Columbia Code, § 29-301.89. Proclaimed corporation — Reservation of name.	103.03- reservation of name; 103.04- registration of name	There is no longer a period of automatic reservation following a proclamation (or revocation or dissolution); corporations must proactively reserve or register their names.

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	District of Columbia Code, § 29-301.90. Proclaimed corporation — Reinstatement; corporate name.	106.3- reinstatement	A domestic entity that is dissolved administratively can be reinstated under the requirements of 106.03.
Penalties and Fees	District of Columbia Code, § 29-301.91. Penalties for failure to file 2-year report.	106.01- grounds (for administrative dissolution); 102.12- fees; 101.06- civil fines for violations; 105.11- termination of registration	The Mayor has the authority to establish or revise all filing fees, as well as to impose civil fines and penalties.
	District of Columbia Code, § 29-301.92. Fees for filing documents and issuing certificates.	102.12- Fees	The Mayor has authority to set all fees.
Mayor	District of Columbia Code, § 29-301.93. Duties and functions of Mayor.	102.06- duty of Mayor to file; 102.12- fees; other 102 sections generally	The Council no longer sets fines; all authority rests with the Mayor.
	District of Columbia Code, § 29-301.94. Appeal to court from Mayor.	102.06- duty of Mayor to file; review of refusal to file; 106.04- judicial review of denial of reinstatement	
	District of Columbia Code, § 29-301.95. Certificates and certified copies to be received in evidence.	102.07- evidentiary effect of copy of filed record	
	District of Columbia Code, § 29-301.96. Forms to be furnished by Mayor.	102.02- forms	It is now optional for the Mayor to provide forms.
Miscellaneous	District of Columbia Code, § 29-301.97. Voting requirements.	405.26- different quorum or voting req.	The articles or bylaws may now provide for a higher or lower quorum requirement than in this chapter (previously just the articles could provide for only a higher requirement).
	District of Columbia Code, § 29-301.98. Waiver of notice.	405.06- waiver of notice (members); 406.23 - waiver of notice (board)	
	District of Columbia Code, § 29-301.99. Action by key members or directors without meeting; written consent required.	405.04- action without meeting (members); 406.21- action without meeting (board)	
	District of Columbia Code, § 29-301.100. Unauthorized assumption of corporate powers.	402.04- liability for preincorporation transactions	



DC Nonprofit Corporation Act: Comparison of Old and New

Chart is organized by Old DC Code sections; all references in both old and new code begin with § 29- and are found in Title 29, "Business Organizations".

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TOPIC	OLD DC CODE	NEW DC CODE	DESCRIPTION OF CHANGES
Administration	District of Columbia Code, § 29-301.101. Acceptance of subchapter — Procedure; vote required for approval; adoption by board of directors.	107.01- reservation of power to amend or repeal	"Old act" nonprofit corporations (formed before the 1962 Act) that do not want to be subject to this new law must file a notice within 2 years of its applicability date; otherwise they will be subject to the new law.
	District of Columbia Code, § 29-301.102. Acceptance of subchapter — Statement of election; contents.	107.01- reservation of power to amend or repeal	"Old act" nonprofit corporation notices must include: the corporation's articles of incorporation, or other public organic record, and the names and street and mailing addresses of its current directors and officers.
	District of Columbia Code, § 29-301.103. Acceptance of subchapter — Procedure for filing of statement of election.	107.01- reservation of power to amend or repeal	Notices must be filed with the Mayor.
	District of Columbia Code, § 29-301.104. Acceptance of subchapter — Effect of certificate of acceptance.	NONE	
	District of Columbia Code, § 29-301.105. Actions to be in name of District of Columbia; "Corporation Counsel" defined; adjudication of civil infractions.	NONE	
	District of Columbia Code, § 29-301.106. Right of repeal reserved.	107.01- reservation of power to amend or repeal	City council kept right to amend or repeal (previously, Congress held the right).
	District of Columbia Code, § 29-301.107. Subchapter not to affect Internal Revenue Code of 1954.	NONE	
	District of Columbia Code, § 29-301.108. Effect of invalidity of part of subchapter.	NONE	
		107.05- savings clause	
	District of Columbia Code, § 29-301.109. Penalty for false statement.	101.06- civil fines for violations of title	
	District of Columbia Code, § 29-301.110. Effective date.	Legislative History; Notes	D.C. Law 18-378 became effective on July 2, 2011; the act shall apply as of the later of: (1) January 1, 2012; or (2) The inclusion of its fiscal effect in an approved budget and financial plan.



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TOPIC	OLD DC CODE	NEW DC CODE	DESCRIPTION OF CHANGES
	District of Columbia Code, § 29-301.111. Appropriation of funds.	NONE	
	District of Columbia Code, § 29-301.112. Exemption of government agencies from fees levied for Mayor as registered agent.	NONE	
Liability	District of Columbia Code, § 29-301.113. Immunity from civil liability for a volunteer of the corporation.	406.90.	
	District of Columbia Code, § 29-301.114. Limited liability for an employee of the corporation.	406.91	
		404.12- member's liability to third parties; 404.14- creditor's action against member	Members are not personally liable for acts or obligations of the corporation. A creditor of a corporation may bring an action against a member in the limited circumstances where the creditor has an unsatisfied final judgment against the corporation and the member shall be liable only to the extent that the member's failure to pay amounts owed to the corporation has resulted in damages to the creditor.