

DISTRICT OF COLUMBIA OFFICIAL CODE 2001 EDITION
DIVISION V. LOCAL BUSINESS AFFAIRS
TITLE 29. CORPORATIONS.
CHAPTER 3. NONPROFIT CORPORATIONS.

DC CODE D. V, T. 29, Ch. 3, Refs & Annos

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[DC Code, D. V, T. 29, Ch. 3](#)

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[§ 29-301.01. Short title.](#)

This subchapter shall be known and may be cited as the "District of Columbia Nonprofit Corporation Act."
CREDIT(S)

(Aug. 6, 1962, 76 Stat. 265, Pub. L. 87-569, § 1.)
HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-501.

1973 Ed., § 29-1001.
DC CODE § 29-301.01

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END OF DOCUMENT

DC ST § 29-301.02

Formerly cited as DC ST 1981 § 29-502

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[§ 29-301.02. Definitions.](#)

As used in this subchapter, unless the context otherwise requires, the term:

(1) "Corporation" or "domestic corporation" means a corporation not for profit subject to the provisions of this subchapter, except a foreign corporation.

(2) "Foreign corporation" means a corporation not for profit organized under laws other than the laws of the District of Columbia, for a purpose or purposes for which a corporation might be organized under this subchapter, but shall not include a corporation created by a special act of Congress.

(3) "Not for profit corporation" means a corporation no part of the income of which is distributable to its members, directors, or officers; except nothing in this subchapter shall be construed as prohibiting the payment of reasonable compensation for services rendered and the making of distribution upon dissolution of final liquidation as permitted in this subchapter.

(4) "Articles of incorporation" means the original articles of incorporation and all amendments thereto, including articles of merger or consolidation, and in the case of a corporation created by a special act of Congress, means such special act and any amendments thereto made by special act of Congress, or pursuant to general law.

(5) "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of a corporation irrespective of the name or names by which such rules are designated.

(6) "Member" means one having membership rights in a corporation in accordance with the provisions of its articles of incorporation or bylaws.

(7) "Board of directors" means the group of persons vested with the management of the affairs of a corporation irrespective of the name by which such group is designated.

(8) "Insolvent" means that a corporation is unable to pay its debts as they become due in the usual course of its affairs.

(9) "Mayor" means the Mayor of the District of Columbia or the agent or agents designated by him to perform any function vested in the Mayor by this subchapter.

(10) "District" means the District of Columbia.

(11) "The court," except where otherwise specified, means the court in the District of Columbia having jurisdiction of civil actions wherein the amount in controversy exceeds \$50,000.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 266, Pub. L. 87-569, § 2; July 29, 1970, 84 Stat. 589, Pub. L. 91-358, title I, § 168(e)(1).)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-502.

1973 Ed., § 29-1002.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.02

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[§ 29-301.03. Applicability.](#)

(a) The provisions of this subchapter relating to domestic corporations shall apply to all corporations organized hereunder or which elect to accept the provisions of this subchapter.

(b) The provisions of this subchapter relating to foreign corporations shall apply to all foreign not for profit corporations conducting affairs in the District of Columbia for a purpose or purposes for which a corporation might be organized under this subchapter.

(c) No corporation eligible to be formed under this subchapter shall be incorporated under any other act or statute now in force in the District of Columbia except that those organizations eligible to be formed under the acts or parts of acts referred to in [§ 45-403](#), may be formed under those acts or part of acts.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 267, Pub. L. 85-569, § 3.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-503.

1973 Ed., § 29-1003.

DC CODE § 29-301.03

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[§ 29-301.04. Purposes for corporate organization.](#)

Corporations may be organized under this subchapter for any lawful purpose or purposes including, but not limited to, 1 or more of the following or similar purposes: benevolent; charitable; religious; missionary; educational; scientific; research; literary; musical; social; athletic; patriotic; political; civic; professional, commercial, industrial, business, or trade association; mutual improvement; promotion of the arts; except that organizations subject to any of the provisions of the insurance laws of the District may not be organized under this subchapter.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 267, Pub. L. 87-569, § 4; [Apr. 13, 1999, D.C. Law 12-217, § 3\(a\), 46 DCR 284.](#))

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-504.

1973 Ed., § 29-1004.

Temporary Amendment of Section

Section 3(a) of D.C. Law 11-265 deleted "cooperative organization or" following "except that."

Section 5(b) of D.C. Law 11-265 provided that the act shall expire after 225 days of its having taken effect.

Emergency Act Amendments

For temporary amendment of section, see § 3(a) of the Cooperative Association Emergency Amendment Act of 1996 (D.C. Act 11-483, January 13, 1997, 44 DCR 626), and see § 3(a) of the Cooperative Association Legislative Review Emergency Amendment Act of 1997 (D.C. Act 12-59, March 31, 1997, 44 DCR 2235).

For temporary amendment of section, see § 3 of the Cooperative Association Second Emergency Amendment Act of 1997 (D.C. Act 12-203, December 2, 1997, 44 DCR 7498).

Legislative History of Laws

Law 11-265, the "Cooperative Association Temporary Amendment Act of 1996," was introduced in Council and assigned Bill No. 11-997. The Bill was adopted on first and second readings on December 3, 1996, and January 7, 1997, respectively. Signed by the Mayor on January 23, 1997, it was assigned Act No. 11-532 and transmitted to both Houses of Congress for its review. D.C. Law 11- 265 became effective on April 25, 1997.

Law 12-217, the "Cooperative Association Amendment Act of 1998," was introduced in Council and assigned Bill No. 12-384, which was referred to the Committee on Consumer and Regulatory Affairs. The Bill was adopted on first and second readings on November 10, 1998, and December 1, 1998, respectively. Signed by the Mayor on December 9, 1998, it was assigned Act No. 12-532 and transmitted to both Houses of Congress for its review. D.C. Law 12-217 became effective on April 13, 1999.

DC CODE § 29-301.04

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§ 29-301.05. General powers.

Each corporation shall have power:

- (1) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation;
- (2) To sue and be sued, complain, and defend, in its corporate name;
- (3) To have a corporate seal which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;
- (4) To purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
- (5) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (6) To lend money to and otherwise assist its employees other than its officers and directors;
- (7) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (8) To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (9) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (10) To conduct its affairs, carry on its operations, hold property, and have offices and exercise the powers granted by this subchapter in any part of the world;
- (11) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation;

(12) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the District of Columbia, for the administration and regulation of the affairs of the corporation;

(13) Unless otherwise provided in the articles of incorporation, to make donations for the public welfare or for religious, charitable, scientific research, or educational purposes, or for other purposes for which the corporation is organized;

(14) To indemnify any director, or officer, or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of board of directors or members, or otherwise;

(15) To cease its corporate activities and surrender its corporate franchise; and

(16) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 267, Pub. L. 87-569, § 5.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-505.

1973 Ed., § 29-1005.

DC CODE § 29-301.05

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[§ 29-301.06. Defense of ultra vires.](#)

No act of a corporation and no conveyance or transfer of real or personal property to or by a corporation shall be invalid by reason of the fact that the corporation was without capacity or power to do such act or to make or

receive such conveyance or transfer, but such lack of capacity or power may be asserted:

(1) In a proceeding by a member or a director against the corporation to enjoin the doing of any act, or the transfer of real or personal property by or to the corporation. If the act or transfer sought to be enjoined is being, or is to be, performed pursuant to any contract to which the corporation is a party, the court may, if all of the parties to the contract are parties to the proceeding and if it deems the same to be equitable, set aside and enjoin the performance of such contract, and in so doing may allow to the corporation or the other parties to the contract, as the case may be, compensation for the loss or damage sustained by either of them which may result from the action of the court in setting aside and enjoining the performance of such contract, but anticipated profits to be derived from the performance of the contract shall not be awarded by the court as a loss or damage sustained;

(2) In a proceeding by the corporation, whether acting directly or through a receiver, trustee, or other legal representative, or through members in a representative suit, against the incumbent or former officers or trustees of the corporation; or

(3) In a proceeding by the Mayor, as provided in this subchapter, to dissolve the corporation, or in a proceeding by the Mayor to enjoin the corporation from the transaction of unauthorized acts.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 269, Pub. L. 87-569, § 6.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-506.

1973 Ed., § 29-1006.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.06

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[§ 29-301.07. Corporate name.](#)

The corporate name:

(1) Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than 1 or more of the purposes contained in its articles of incorporation;

(2) Shall not be the same as, or deceptively similar to, the name of any domestic corporation, whether for profit or not for profit, organized under any act of Congress authorizing the formation of corporations under the laws of the District of Columbia, or that of any corporation created pursuant to any special act of Congress to transact business or conduct affairs in the District, or that of any foreign corporation whether for profit or not for profit authorized to transact business or conduct affairs in the District, or a name the exclusive right to which is at the time reserved in the manner provided in this subchapter or in accordance with the provisions of Chapter 1 of this title;

(3) Shall be transliterated into letters of the English alphabet, if it is not in English; and

(4) Shall not indicate, nor shall any statement be made, that the corporation is organized under an act of Congress.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 269, Pub. L. 87-569, § 7.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-507.

1973 Ed., § 29-1007.

DC CODE § 29-301.07

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[§ 29-301.08. Reserved name; transferability of right to exclusive use.](#)

(a) The exclusive right to the use of a corporate name may be reserved by any person or corporation, domestic or foreign, by delivering to the Mayor an application to reserve a specified corporate name, executed by the applicant. If the Mayor finds that the name is available for corporate use, he shall reserve the same for the exclusive use of the applicant for a period of 60 days. Such reservation may be renewed for an additional period of 60 days and for good cause shown such reservation may be further extended for a reasonable period.

(b) The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person or corporation by delivering to the Mayor a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 269, Pub. L. 87-569, § 8.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-508.

1973 Ed., § 29-1008.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.08

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[§ 29-301.09. Registered office and registered agent.](#)

Each corporation shall have and continuously maintain in the District of Columbia:

(1) A registered office, which may be, but need not be, the same as its principal office; and

(2) A registered agent, which agent may be either an individual resident of the District of Columbia whose business office is identical with such registered office, a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in the District of Columbia and having an office identical with such registered office.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 270, Pub. L. 87-569, § 9.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-509.

1973 Ed., § 29-1009.

DC CODE § 29-301.09

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§ 29-301.10. Change of registered office or registered agent.

(a) The registered office of a corporation or its registered agent, or both, may be changed by delivering to the Mayor a statement setting forth:

(1) The name of the corporation;

(2) The address, including street and number, if any, of its then registered office;

(3) If the address of its registered office is to be changed, the address, including street and number, if any, to which the registered office is to be changed;

(4) The name of its then registered agent;

(5) If its registered agent is to be changed, the name of its successor registered agent;

(6) That the address of its registered office and the address of the office of its registered agent as changed will be identical; and

(7) That such change was authorized by resolution duly adopted by its board of directors or was authorized by an officer of the corporation duly empowered to make such change.

(b) Such statement shall be executed in duplicate by the corporation by its president or a vice-president, and the corporate seal shall be thereto affixed, attested by the secretary or an assistant secretary, and delivered to the Mayor. If the Mayor finds that such statement conforms to law, he shall, when all fees and charges have been paid as in this subchapter prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day, and year of the filing thereof;

(2) File 1 of such duplicate originals in his office; and

(3) Return the other duplicate original to the corporation or its representative.

(c) The change of address of the registered office, or the change of registered agent, or both, as the case may be, shall become effective upon the filing of such statement by the Mayor.

(d) A corporation shall change its registered agent if the office of registered agent shall become vacant for any reason, or if its registered agent becomes disqualified or incapacitated, or if it revokes the appointment of its registered agent.

(e) Any registered agent of a corporation may resign as such agent by delivering written notice thereof, executed in triplicate, to the Mayor, who shall file 1 copy thereof in his office and forthwith mail a copy thereof to the corporation at its registered office and another copy to the corporation at its principal office in the District of Columbia as shown by the records of the Mayor. The appointment of such agent shall terminate upon the expiration of 30 days after receipt of such notice by the Mayor or upon the appointment of a successor agent becoming effective, whichever occurs sooner. No fee or other charge of any kind shall be imposed with respect to a filing under this subsection.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 270, Pub. L. 87-569, § 10.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-510.

1973 Ed., § 29-1010.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.10

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[§ 29-301.11. Registered agent for service.](#)

(a) The registered agent appointed by a corporation as provided in this subchapter shall be an agent of such corporation upon whom any process, notice, or demand required or permitted by law to be served upon the corporation may be served. Service of any process, notice, or demand upon a corporate agent, as such agent, may be had by delivering a copy of such process, notice, or demand to the president, vice-president, the secretary, or an assistant secretary of such corporate agent.

(b) Whenever a corporation shall fail to appoint or maintain a registered agent in the District or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the Mayor shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the Mayor of any such process, notice, or demand shall be made by delivering to and leaving with him or with any clerk having charge of his office duplicate copies of such process, notice, or demand and a fee of \$15. In the event that any such process, notice, or demand is served on the Mayor, he shall immediately cause 1 of such copies thereof to be forwarded by registered or certified mail, addressed to the corporation at its registered office.

(c) The Mayor shall keep a record of all processes, notices, and demands served upon him under this section, and shall record therein the time of such service and their action with respect thereto.

(d) Nothing herein contained shall limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 271, Pub. L. 87-569, § 11; Mar. 14, 1984, D.C. Law 5-64, § 3(a), 31 DCR 195; June 5, 2003, D.C. Law 14-307, § 1604(a), 49 DCR 11664.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-511.

1973 Ed., § 29-1011.

Effect of Amendments

D.C. Law 14-307, in subsec. (b), substituted "\$15" for "\$10".

Emergency Act Amendments

For temporary (90 day) amendment of section, see § 1604(a) of Fiscal Year 2003 Budget Support Amendment Emergency Act of 2002 (D.C. Act 14-544, December 4, 2002, 49 DCR 11700).

For temporary (90 day) amendment of section, see § 1604(a) of the Fiscal Year 2003 Budget Support Amendment Congressional Review Emergency Act of 2003 (D.C. Act 15-27, February 24, 2003, 50 DCR 2151).

For temporary (90 day) amendment of section, see § 1604(a) of Fiscal Year 2003 Budget Support Amendment Second Congressional Review Emergency Act of 2003 (D.C. Act 15-103, June 20, 2003, 50 DCR 5499).

Legislative History of Laws

Law 5-64, the "Mayoral Agent for Service of Process Fee Increase Act of 1983," was introduced in Council and assigned Bill No. 5-91, which was referred to the Committee on Finance and Revenue. The Bill was adopted on first and second readings on December 20, 1983, and January 3, 1984, respectively. Signed by the Mayor on January 11, 1984, it was assigned Act No. 5-97 and transmitted to both Houses of Congress for its review.

For Law 14-307, see notes following § 29-101.12.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.11

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[§ 29-301.12. Members.](#)

A corporation may have 1 or more classes of members or may have no members. If the corporation has 1 or more classes of members, the designation of such class or classes, the manner of election or appointment and the qualifications and rights of the members of each class shall be set forth in the articles of incorporation or the bylaws. If the corporation has no members, that fact shall be set forth in the articles of incorporation. A corporation may issue certificates evidencing membership therein.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 271, Pub. L. 87-569, § 12.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-512.

1973 Ed., § 29-1012.

DC CODE § 29-301.12

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[§ 29-301.13. Bylaws.](#)

The initial bylaws of a corporation shall be adopted by its board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 271, Pub. L. 87-569, § 13.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-513.

1973 Ed., § 29-1013.

DC CODE § 29-301.13

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[§ 29-301.14. Meetings of members--Annual and special.](#)

(a) Meetings of members may be held at such place within or without the District of Columbia as may be provided in the bylaws or, where not inconsistent with the bylaws, in the notice of the meeting.

(b) An annual meeting of the members shall be held at such time as may be provided in the bylaws. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation.

(c) Special meetings of the members may be called by the president, the secretary, the board of directors, or by such other officers or persons or number or proportion of members as may be provided in the articles of incorporation or the bylaws. In the absence of a provision fixing the number or proportion of members entitled to call a meeting, a special meeting of members may be called by members having at least one-twentieth of the votes entitled to be cast at such meeting.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 272, Pub. L. 87-569, § 14.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-514.

1973 Ed., § 29-1014.
DC CODE § 29-301.14

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[§ 29-301.15. Meetings of members--Notice.](#)

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, in the absence of a provision in the bylaws specifying a different period of notice, be delivered not less than 10 or more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 272, Pub. L. 87-569, § 15.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-515.

1973 Ed., § 29-1015.

DC CODE § 29-301.15

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[§ 29-301.16. Voting.](#)

(a) Members shall not be entitled to vote except as the right to vote shall be conferred by the articles of incorporation.

(a-1) Unless the articles of incorporation or bylaws provide otherwise, voting on all matters may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission; provided, that the member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member.

(b) A member entitled to vote may vote in person or, unless the articles of incorporation or the bylaws otherwise provide, may authorize another person to act for such member by proxy. No proxy shall be valid after 11 months, unless otherwise provided in the proxy.

(b-1) Without limiting the manner in which a member may authorize another person to act for the member as proxy under subsection (c) of this section, the following shall constitute a valid means by which a member may grant a proxy:

(1) A member may execute a writing authorizing another person to act for the member as proxy. The writing may be executed by the member or the member's authorized officer, director, employee, or agent signing the writing, or causing the person's signature to be affixed to the writing, by any reasonable means, including a facsimile signature.

(2) A member may authorize another person to act for the member as proxy by transmitting or authorizing the transmission of a telephone call, telegram, cablegram, electronic mail, or other means of electronic or telephonic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization, or other agent authorized by the person who will be the holder of the proxy to receive the transmission; provided, that the member shall state, or submit information from which it can be determined, that the method of voting was authorized by the member.

(b-2) A copy, facsimile, or other reliable reproduction of the writing or transmission made under subsection (b) or (d) of this section may be substituted or used in lieu of the original writing or transmission for any purpose for which the original writing or transmission could be used; provided, that the copy, facsimile, or other reproduction is a complete reproduction of the entire original writing or transmission.

(b-3) If it is determined that the telephone call, telegram, cablegram, electronic mail, or other means of electronic or telephonic transmission made under paragraph (b) or (d) of this section is valid, the person appointed by the corporation to count the votes of the members or determine the validity of proxies and ballots shall specify the information upon which she relied.

(c) The articles of incorporation or the bylaws may provide that in all elections for directors every member entitled to vote shall have the right to cumulate his vote and to give 1 candidate a number of votes equal to his vote multiplied by the number of directors to be elected or by distributing such votes on the same principle among any number of such candidates.

(d) If a corporation has no members or if the members have no right to vote, the directors shall have the sole voting power and shall have all of the authority and may take any action herein permitted members.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 272, Pub. L. 87-569, § 16; [Apr. 3, 2001, D.C. Law 13-250, § 2\(a\), 48 DCR 665.](#))

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-516.

1973 Ed., § 29-1016.

Effect of Amendments

D.C. Law 13-250 added subsecs. (a-1), (b-1), (b-2), and (b-3); and rewrote subsec. (b) which had read:

"(b) A member may vote in person or, unless the articles of incorporation or the bylaws otherwise provide, may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. Where the articles of incorporation or the bylaws so provide, voting on all matters, including the election of directors or officers where they are to be elected by the members, may be conducted by mail."

Legislative History of Laws

Law 13-250, the "Nonprofit Corporation Voting Amendment Act of 2000," was introduced in Council and assigned Bill No. 13-357, which was referred to the Committee on Consumer and Regulatory Affairs. The Bill was adopted on first and second readings on November 8, 2000, and December 5, 2000, respectively. Signed by the Mayor on December 22, 2000, it was assigned Act No. 13-537 and transmitted to both Houses of Congress for its review.

D.C. Law 13-250 became effective on April 3, 2001.

DC CODE § 29-301.16

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[§ 29-301.17. Quorum.](#)

(a) The bylaws may provide the number or percentage of members entitled to vote represented in person or by proxy, or the number or percentage of votes represented in person or by proxy, which shall constitute a quorum at a meeting of members. In the absence of any such provision, members having at least one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. The affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by this subchapter, the articles of incorporation or the bylaws.

(b) Unless otherwise provided by the articles of incorporation or the bylaws, the members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

(c) If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

(d) Members who vote by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission shall be deemed present in person for purposes of this section.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 272, Pub. L. 87-569, § 17; [Apr. 3, 2001, D.C. Law 13-250, § 2\(b\), 48 DCR 665.](#))

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-517.

1973 Ed., § 29-1017.

Effect of Amendments

D.C. Law 13-250 added subsec. (d).

Legislative History of Laws

For D.C. Law 13-250, see notes following § 29-301.16.

DC CODE § 29-301.17

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[§ 29-301.18. Board of directors--Qualifications.](#)

The affairs of a corporation shall be managed by a board of directors. Directors need not be residents of the District of Columbia or members of the corporation unless the articles of incorporation or the bylaws so require. The articles of incorporation or the bylaws may prescribe other qualifications for directors.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 273, Pub. L. 87-569, § 18.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-518.

1973 Ed., § 29-1018.

DC CODE § 29-301.18

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[§ 29-301.19. Board of directors--Number; election; classification; and removal.](#)

(a) The number of directors of a corporation shall be not less than 3. Subject to such limitation, the number of directors shall be fixed by the bylaws, except as to the number of the first board of directors which number shall be fixed by the articles of incorporation. The number of directors may be increased or decreased from time to time by amendment to the bylaws, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation. No decrease in number shall have the effect of shortening the term of any incumbent director. In the absence of a bylaw fixing the number of directors, the number shall be the same as that stated in the articles of incorporation.

(b) The names and addresses of the members of the first board of directors shall be stated in the articles of incorporation. Such persons shall hold office until the first annual election of directors or for such other period as may be specified in the articles of incorporation or the bylaws. Thereafter, directors shall be elected or appointed in the manner and for the terms provided in the articles of incorporation or the bylaws. In the absence of a provision fixing the term of office, the term of office of a director shall be 1 year.

(c) Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term for which he is elected or appointed and until his successor shall have been elected or appointed and qualified, except in the case of ex officio directors.

(d) A director may be removed from office pursuant to any procedure therefor provided in the articles of incorporation or the bylaws, and if none be provided may be removed at a meeting called expressly for that purpose, with or without cause, by such vote as would suffice for his election.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 273, Pub. L. 87-569, § 19.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-519.

1973 Ed., § 29-1019.

DC CODE § 29-301.19

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[§ 29-301.20. Board of directors--Vacancies.](#)

Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the

number of directors may be filled by the affirmative vote of a majority of the then members of the board of directors, though less than a quorum of the board, unless the articles of incorporation or the bylaws provide that a vacancy or directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 274, Pub. L. 87-569, § 20.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-520.

1973 Ed., § 29-1020.

DC CODE § 29-301.20

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[§ 29-301.21. Board of directors--Quorum.](#)

A majority of the number of directors fixed by the bylaws, or in the absence of a bylaw fixing the number of directors, then of the number stated in the articles of incorporation, shall constitute a quorum for the transaction of business, unless otherwise provided in the articles of incorporation or the bylaws; but in no event shall a quorum consist of less than one-third of the number of directors so fixed or stated. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by this subchapter or by the articles of incorporation or the bylaws.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 274, Pub. L. 87-569, § 21.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-521.

1973 Ed., § 29-1021.

DC CODE § 29-301.21

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[§ 29-301.22. Board of directors--Designation or appointment of committees; authority.](#)

If the articles of incorporation or the bylaws so provide, the board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint 1 or more committees, each of which shall consist of 2 or more directors, which committees, to the extent provided in said resolution, in the articles of incorporation or in the bylaws of the corporation, shall have and exercise the authority of the board of directors in the management of the corporation. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 274, Pub. L. 87-569, § 22.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications
1981 Ed., § 29-522.

1973 Ed., § 29-1022.
DC CODE § 29-301.22

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[§ 29-301.23. Board of directors--Meetings.](#)

(a) Meetings of the board of directors, regular or special, may be held at such place within or without the District of Columbia, and upon such notice as may be prescribed in the bylaws or, where not inconsistent with the bylaws, by resolution of the board of directors.

(b) Unless otherwise provided in the articles of incorporation or the bylaws, any or all directors may participate in a meeting of the board of directors or a committee of the board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

(c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting, unless otherwise provided in the articles of incorporation or the bylaws.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 274, Pub. L. 87-569, § 23; Aug. 1, 1981, D.C. Law 4-24, § 2, 28 DCR 2618.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-523.

1973 Ed., § 29-1023.

Legislative History of Laws

Law 4-24, the "District of Columbia Nonprofit Corporation Act and Business Corporation Act Amendment Act of 1981," was introduced in Council and assigned Bill No. 4-60, which was referred to the Committee on the Judiciary. The Bill was adopted on first and second readings on May 5, 1981, and May 19, 1981, respectively. Signed by the Mayor on June 5, 1981, it was assigned Act No. 4- 45 and transmitted to both Houses of Congress for its review.

DC CODE § 29-301.23

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[§ 29-301.24. Officers--Appointment or election; tenure of office; authority.](#)

The officers of a corporation shall consist of a president, a secretary, and a treasurer, and may include 1 or more vice-presidents and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected or appointed at such time and in such manner and for such terms not exceeding 3 years as may be prescribed in the articles of incorporation or the bylaws. In the absence of any such provision, all officers shall be elected or appointed annually by the board of directors. If the bylaws so provide, any 2 or more offices may be held by the same person, except the offices of president and secretary.

(b) The articles of incorporation or the bylaws may provide that any 1 or more officers of the corporation or other organizations shall be ex officio members of the board of directors.

(c) The officers of a corporation may be designated by such other titles as may be provided in the articles of incorporation or the bylaws.

(d) All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be provided in the bylaws, or as may be determined by resolution of the board of directors not inconsistent with the bylaws.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 275, Pub. L. 87-569, § 24.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-524.

1973 Ed., § 29-1024.

DC CODE § 29-301.24

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[§ 29-301.25. Officers--Removal.](#)

Any officer or agent elected or appointed may be removed by the persons authorized to elect or appoint such officer or agent whenever in their judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not itself create contract rights.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 275, Pub. L. 87-569, § 25.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-525.

1973 Ed., § 29-1025.
DC CODE § 29-301.25

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[§ 29-301.26. Books and records; right of inspection.](#)

Each corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors; and shall keep at its registered office or principal office in the District of Columbia a record of the names and addresses of its members entitled to vote. All books and records of a corporation may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 275, Pub. L. 87-569, § 26.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-526.
1973 Ed., § 29-1026.
DC CODE § 29-301.26

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[§ 29-301.27. Shares of stock and dividends prohibited.](#)

A corporation shall not authorize or issue shares of stock. No dividend shall be paid and no part of the income of a corporation shall be distributed to its members, directors, or officers. A corporation may pay compensation, including pensions, in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its members or others as permitted by this subchapter.

CREDIT(S)
(Aug. 6, 1962, 76 Stat. 275, Pub. L. 87-569, § 27.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-527.

1973 Ed., § 29-1027.

DC CODE § 29-301.27

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[§ 29-301.28. Loans to directors and officers prohibited.](#)

No loans shall be made by a corporation to its directors or officers. The directors of a corporation who vote for or assent to the making of a loan to a director or officer of the corporation, and any officer or officers participating in the making of such a loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 275, Pub. L. 87-569, § 28.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-528.

1973 Ed., § 29-1028.

DC CODE § 29-301.28

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[§ 29-301.29. Incorporators.](#)

Three or more natural persons of the age of 18 years or more may act as incorporators of a corporation by signing, verifying, and delivering in duplicate to the Mayor articles of incorporation for such corporation.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 276, Pub. L. 87-569, § 29; Feb. 24, 1987, D.C. Law 6-192, § 24, 33 DCR 7836.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-529.

1973 Ed., § 29-1029.

Legislative History of Laws

Law 6-192, the "Technical Amendments Act of 1986," was introduced in Council and assigned Bill No. 6-544, which was referred to the Committee of the Whole. The Bill was adopted on first and second readings on November 5, 1986 and November 18, 1986, respectively. Signed by the Mayor on December 10, 1986, it was assigned Act No. 6-246 and transmitted to both Houses of Congress for its review.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.29

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(a) The articles of incorporation shall set forth:

- (1) The name of the corporation;
- (2) The period of duration, which may be perpetual;
- (3) The purpose or purposes for which the corporation is organized;
- (4) If the corporation is to have no members, a statement to that effect;
- (5) If the corporation is to have 1 or more classes of members, any provision which the incorporators elect to set forth in the articles of incorporation designating the class or classes of members, stating the qualifications and rights of the members of each class and conferring, limiting, or denying the right to vote;
- (6) If the directors or any of them are not to be elected or appointed by 1 or more classes of members, a statement of the manner in which such directors shall be elected or appointed; or that the manner of such election or appointment of such directors shall be provided in the bylaws;
- (7) Any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation and any provision which under this subchapter is required or permitted to be set forth in the bylaws;
- (8) The address, including street and number, if any, of its initial registered office, and the name of its initial registered agent at such address;
- (9) The number of directors constituting the initial board of directors, and the names and addresses, including street and number, if any, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualify; and
- (10) The name and address, including street and number, if any, of each incorporator.

(b) It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this subchapter.

(c) Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. Whenever a provision of the articles of incorporation is inconsistent with a bylaw, the provision of the articles of incorporation shall be controlling.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 276, Pub. L. 87-569, § 30.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-530.

1973 Ed., § 29-1030.

DC CODE § 29-301.30

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[§ 29-301.31. Filing of articles of incorporation.](#)

(a) Duplicate originals of the articles of incorporation shall be delivered to the Mayor.

(b) If the Mayor finds that the articles of incorporation conform to law, he shall, when all fees and charges have been paid as in this subchapter prescribed:

- (1) Endorse on each of such duplicate originals the word "Filed" and the month, day, and year of filing thereof;
- (2) File 1 of such duplicate originals in his office;
- (3) Issue a certificate of incorporation to which he shall affix the other duplicate original; and
- (4) Deliver the certificate of incorporation, together with the duplicate original of the articles of incorporation affixed thereto, to the incorporators or their representative.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 276, Pub. L. 87-569, § 31.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-532.

1973 Ed., § 29-1031.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[SUBCHAPTER I. GENERAL.](#)
[§ 29-301.32. Effect of issuance of certificate of incorporation.](#)

Upon the issuance of the certificate of incorporation, the corporate existence shall begin, and such certificate of incorporation shall be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with and that the corporation has been incorporated under this subchapter, except as against the District of Columbia in a proceeding to cancel or revoke the certificate of incorporation.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 277, Pub. L. 87-569, § 32.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-533.

1973 Ed., § 29-1032.
DC CODE § 29-301.32

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[§ 29-301.33. Organization meetings: purpose: notice.](#)

After the issuance of the certificate of incorporation an organization meeting of the board of directors named in the articles of incorporation shall be held within the United States at the call of a majority of the directors so named for the purpose of adopting bylaws (unless the power to adopt bylaws have been reserved by the articles of incorporation to the members, in which event the bylaws shall be adopted by the members), electing officers, and the transaction of such other business as may come before the meeting. The directors calling the meeting shall give at least 5 days notice thereof by mail to each director so named, which notice shall state the time and place of the meeting; provided, however, that if all the directors shall waive notice in writing and fix a time and place for said organization meeting no notice shall be required of such meeting.

(b) A first meeting of the members may be held at the call of the directors, or a majority of them, upon at least 5 days notice, for such purposes as shall be stated in the notice of meeting.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 277, Pub. L. 87-569, § 33.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-534.
1973 Ed., § 29-1033.
DC CODE § 29-301.33

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[§ 29-301.34. Articles of incorporation--Right to amend.](#)

A corporation may amend its articles of incorporation, from time to time, in any and as many respects as may be desired; provided, that its articles of incorporation as amended contain only such provisions as might be lawfully contained in original articles of incorporation if made at the time of making such amendment.

CREDIT(S)
(Aug. 6, 1962, 76 Stat. 277, Pub. L. 87-569, § 34.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-535.

1973 Ed., § 29-1034.

DC CODE § 29-301.34

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[§ 29-301.35. Articles of incorporation--Procedure to amend.](#)

Amendments to the articles of incorporation shall be made in the following manner:

- (1) Where there are members having voting rights, the board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting.
- (2) Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in this subchapter for the giving of notice of meetings of members. If the meeting be an annual meeting, the proposed amendment or such summary shall be included in the notice of such annual meeting.
- (3) The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

(4) Where there are no members, or no members having voting rights, an amendment shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office.

(5) Any number of amendments may be submitted and voted upon at any 1 meeting.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 277, Pub. L. 87-569, § 35.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-536.

1973 Ed., § 29-1035.
DC CODE § 29-301.35

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[§ 29-301.36. Articles of amendment--Contents; vote required for approval.](#)

The articles of amendment shall be executed in duplicate by the corporation by its president or a vice-president, and the corporate seal shall be thereto affixed, attested by its secretary or an assistant secretary, and shall set forth:

- (1) The name of the corporation;
- (2) The amendment so adopted;
- (3) Where there are members having voting rights:
 - (A) A statement setting forth the date of the meeting of members at which the amendment was adopted, that a quorum was present at such meeting, and that such amendment received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting; or
 - (B) A statement that such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto; and
- (4) Where there are no members, or no members having voting rights, a statement of such fact, the date of the meeting of the board of directors at which the amendment was adopted, and a statement of the fact that such amendment received the vote of a majority of the directors in office.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 278, Pub. L. 87-569, § 36.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-537.

1973 Ed., § 29-1036.

DC CODE § 29-301.36

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[SUBCHAPTER I. GENERAL.](#)

[§ 29-301.37. Articles of amendment--Filing.](#)

(a) Duplicate originals of the articles of amendment shall be delivered to the Mayor.

(b) If the Mayor finds that the articles of amendment conform to law, he shall, when all fees and charges have been paid as in this subchapter prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day, and year of the filing thereof;

(2) File 1 of such duplicate originals in his office;

(3) Issue a certificate of amendment to which he shall affix the other duplicate original; and

(4) Deliver the certificate of amendment, together with the duplicate original of the articles of amendment affixed thereto, to the corporation or its representative.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 278, Pub. L. 87-569, § 37.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-538.

1973 Ed., § 29-1037.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of

Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.37

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[§ 29-301.38. Effect of certificate of amendment.](#)

(a) Upon the issuance of the certificate of amendment, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

(b) No amendment shall affect any existing cause of action in favor of or against such corporation, or any pending suit to which such corporation shall be a party, or the existing rights of persons other than members; and, in the event the corporate name shall be changed by amendment, no suit brought by or against such corporation under its former name shall abate for that reason.

CREDIT(S)
(Aug. 6, 1962, 76 Stat. 278, Pub. L. 87-569, § 38.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-539.

1973 Ed., § 29-1038.

DC CODE § 29-301.38
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[§ 29-301.39. Procedure for merger.](#)

Any 2 or more domestic corporations subject to the provisions of this subchapter may merge into 1 of such corporations in the following manner: the board of directors of each corporation shall, by resolution adopted by a majority vote of the members of each such board, approve a plan of merger setting forth:

- (1) The names of the corporations proposing to merge, and the name of the corporation into which they propose to merge, which is hereinafter designated as the surviving corporation;
- (2) The terms and conditions of the proposed merger;
- (3) A statement of any changes in the articles of incorporation of the surviving corporation to be effected by such merger; and
- (4) Such other provisions with respect to the proposed merger as are deemed necessary or desirable.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 279, Pub. L. 87-569, § 39.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-540.

1973 Ed., § 29-1039.

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[§ 29-301.40. Procedure for consolidation.](#)

Any 2 or more domestic corporations subject to the provisions of this subchapter may consolidate into a new corporation in the following manner: the board of directors of each corporation shall, by resolution adopted by a majority vote of the members of each such board, approve a plan of consolidation setting forth:

- (1) The names of the corporations proposing to consolidate, and the name of the new corporation into which they propose to consolidate, which is hereinafter designated as the new corporation;
- (2) The terms and conditions of the proposed consolidation;

(3) With respect to the new corporation, all of the statements required to be set forth in articles of incorporation for corporations organized under this subchapter; and

(4) Such other provisions with respect to the proposed consolidation as are deemed necessary or desirable.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 279, Pub. L. 87-569, § 40.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-541.

1973 Ed., § 29-1040.
DC CODE § 29-301.40

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[SUBCHAPTER I. GENERAL.](#)
[§ 29-301.41. Merger or consolidation--Procedure for approval.](#)

A plan of merger or consolidation shall be approved in the following manner:

(1) Where the members of any merging or consolidating corporation have voting rights, the board of directors of such corporation shall adopt a resolution approving the proposed plan and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting.

(2) Written or printed notice setting forth the proposed plan or a summary thereof shall be given to each member entitled to vote at such meeting within the time and in the manner provided in this subchapter for the giving of notice of meetings of members.

(3) At each such meeting, a vote of the members shall be taken on the proposed plan of merger or consolidation. The plan of merger or consolidation shall be approved upon receiving the affirmative vote of at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

(4) Where any merging or consolidating corporation has no members, or no members having voting rights, a plan of merger or consolidation shall be adopted at a meeting of the board of directors of such corporation upon receiving the vote of a majority of the directors in office.

(5) After such approval, and at any time prior to the filing of the articles of merger or consolidation, the merger or consolidation may be abandoned pursuant to provisions therefor, if any, set forth in the plan of merger or consolidation.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 279, Pub. L. 87-569, § 41.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-542.

1973 Ed., § 29-1041.

DC CODE § 29-301.41

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[SUBCHAPTER I. GENERAL.](#)
[§ 29-301.42. Merger or consolidation--Contents of articles.](#)

(a) Upon such approval, articles of merger or articles of consolidation shall be executed in duplicate by each corporation by its president or a vice-president, and the corporate seal of each such corporation shall be thereto affixed, attested by its secretary or an assistant secretary, and shall set forth:

(1) The plan of merger or the plan of consolidation;

(2) Where the members of any merging or consolidating corporation have voting rights, then as to each such corporation:

(A) A statement setting forth the date of the meeting of members at which the plan was approved, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting; or

(B) A statement that such amendment was approved by a consent in writing signed by all members entitled to vote with respect thereto; and

(3) Where any merging or consolidating corporation has no members, or no members having voting rights, then as to each such corporation a statement of such fact, the date of the meeting of the board of directors at which the plan was approved and a statement of the fact that such plan received the vote of a majority of the directors in office.

(b) Duplicate originals of the articles of merger or articles of consolidation shall be delivered to the Mayor.

(c) If the Mayor finds that such articles conform to law, he shall, when all fees and charges have been paid as in this subchapter prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day, and year of the filing thereof;

(2) File 1 of such duplicate originals in his office;

(3) Issue a certificate of merger or a certificate of consolidation to which he shall affix the other duplicate original; and

(4) Deliver the certificate of merger or certificate of consolidation, together with the duplicate original of the articles of merger or articles of consolidation affixed thereto, to the surviving or new corporation, as the case may be, or its representative.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 280, Pub. L. 87-569, § 42.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-543.

1973 Ed., § 29-1042.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.42

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[§ 29-301.43. Merger or consolidation--Effective date.](#)

Upon the issuance of the certificate of merger, or the certificate of consolidation by the Mayor, the merger or consolidation shall be effected.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 280, Pub. L. 87-569, § 43.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-544.

1973 Ed., § 29-1043.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[SUBCHAPTER I. GENERAL.](#)

[§ 29-301.44. Merger or consolidation--Effect: surviving or new corporation: rights, privileges, powers, immunities, duties and liabilities.](#)

When such merger or consolidation has been effected:

- (1) The several corporations parties to the plan of merger or consolidation shall be a single corporation, which, in the case of a merger, shall be that corporation designated in the plan of merger as the surviving corporation, and, in the case of a consolidation, shall be the new corporation provided for in the plan of consolidation.
- (2) The separate existence of all corporations parties to the plan of merger or consolidation, except the surviving or new corporation, shall cease.
- (3) Such surviving or new corporation, as the case may be, shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under this subchapter.
- (4) Such surviving or new corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging or consolidating corporations; and all property -- real, personal, and mixed -- and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to, or due to, each of the corporations so merged or consolidated, shall be taken and deemed to be transferred to and vested in such single corporation without further act or deed; and the title to any real estate or other property, or any interest therein, vested in any of such corporations shall not revert unless required by the terms of the gift, bequest, or devise, or be in any way impaired by reason of such merger or consolidation.

(5) Such surviving or new corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged or consolidated; and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted to judgment as if such merger or consolidation had not taken place, or such surviving or new corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any such corporation shall be impaired by such merger or consolidation.

(6) In the case of a merger, the articles of incorporation of the surviving corporation shall be deemed to be amended to the extent, if any, that changes in its articles of incorporation are stated in the articles of merger; and, in the case of a consolidation, the statements set forth in the articles of consolidation and which are required or permitted to be set forth in the articles of incorporation of corporations organized under this subchapter shall be deemed to be the articles of incorporation of the new corporation.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 280, Pub. L. 87-569, § 44.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-545.

1973 Ed., § 29-1044.

DC CODE § 29-301.44

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[§ 29-301.45. Merger or consolidation--Domestic and foreign corporations.](#)

(a) One or more foreign corporations and 1 or more domestic corporations may be merged or consolidated if permitted by the laws of the state or country under which each such foreign corporation is organized.

(b) Each domestic corporation shall comply with the provisions of this subchapter with respect to the merger or consolidation, as the case may be, of domestic corporations and each foreign corporation shall comply with the applicable provisions of the laws of the state or country under which it is organized.

(c) If the surviving or new corporation, as the case may be, is to be governed by the laws of any state or country other than the District of Columbia, it shall comply with the provisions of this subchapter with respect to foreign corporations if it is to carry on its affairs in the District of Columbia, and in every case it shall deliver to the Mayor, who shall file:

(1) An agreement that it may be served with process in the District of Columbia in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger or consolidation;

(2) An irrevocable appointment of the Mayor of the District of Columbia as its agent to accept service of process in any such proceeding; and

(3) A post office address to which the Mayor may mail a copy of any service of process, notice, or demand against the corporation that may be served on him.

(d) The effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations, if the surviving or new corporation is to be governed by the laws of the District of Columbia. If the surviving or new corporation is to be governed by the laws of any jurisdiction other than the District of Columbia, the effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations except insofar as the laws of such other jurisdiction provide otherwise.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 281, Pub. L. 87-569, § 45.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-546.

1973 Ed., § 29-1045.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.46. Sale, lease, exchange, or mortgage of assets.](#)

A sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, the property and assets of a corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares of any corporation for profit, domestic or foreign, as may be authorized in the following manner:

(1) Where there are members having voting rights, the board of directors shall adopt a resolution recommending such sale, lease, exchange, mortgage, pledge, or other disposition and directing the submission thereof to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting.

(2) Written or printed notice stating that the purpose, or 1 of the purposes, of such meeting is to consider the sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, the property and assets of the corporation shall be given to each member entitled to vote at such meeting, within the time and in the manner provided by this subchapter for the giving of notice of meetings of members.

(3) At such meeting the members may authorize such sale, lease, exchange, mortgage, pledge, or other disposition and may fix, or may authorize the board of directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor. Such authorization shall require the vote of at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

(4) After such authorization by a vote of members, the board of directors, nevertheless, in its discretion, may abandon such sale, lease, exchange, mortgage, pledge, or other disposition of assets, subject to the rights of third parties under any contracts relating thereto, without further action or approval by members.

(5) Where there are no members, or no members having voting rights, a sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, the property and assets of a corporation shall be authorized upon receiving the vote of a majority of the directors in office.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 282, Pub. L. 87-569, § 46.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-547.

1973 Ed., § 29-1046.

DC CODE § 29-301.46

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[§ 29-301.47. Voluntary dissolution--Notice: vote required for approval.](#)

A corporation may dissolve and wind up its affairs in the following manner:

(1) Where there are members having voting rights, the board of directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice stating that the purpose, or 1 of the purposes, of such meeting is to consider the advisability of dissolving the corporation, shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in this subchapter for the giving of notice of meetings of members. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

(2) Where there are no members, or no members having voting rights, the dissolution of the corporation shall be authorized at a meeting of the board of directors upon the adoption of a resolution to dissolve by the vote of a majority of the directors in office.

(3) Upon the adoption of such resolution by the members, or by the board of directors where there are no members or no members having voting rights, the corporation shall cease to conduct its affairs except insofar as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the corporation, and shall proceed to collect its assets and apply and distribute them as provided in this subchapter.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 283, Pub. L. 87-569, § 47.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-548.

1973 Ed., § 29-1047.

DC CODE § 29-301.47

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[§ 29-301.48. Voluntary dissolution--Distribution of assets.](#)

The assets of a corporation in the process of dissolution shall be applied and distributed as follows:

(1) All liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor;

(2) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(3) Assets received and held by the corporation subject to limitations, permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to 1 or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in this subchapter;

(4) Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

(5) Any remaining assets may be distributed to such persons, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as may be specified if a plan of distribution adopted as provided in this subchapter.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 283, Pub. L. 87-569, § 48.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-549.

1973 Ed., § 29-1048.

DC CODE § 29-301.48

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[§ 29-301.49. Voluntary dissolution--Plan of distribution.](#)

A plan providing for the distribution of assets, not inconsistent with the provisions of this subchapter, may be adopted by a corporation in the process of dissolution and shall be adopted by a corporation for the purpose of authorizing any transfer or conveyance of assets for which this subchapter requires a plan of distribution, in the following manner:

(1) Where there are members having voting rights the board of directors shall adopt a resolution recommending a plan of distribution and directing that the plan be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed plan of distribution or a summary thereof shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in this subchapter for the giving of notice of meetings of members. Such plan of distribution shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

(2) Where there are no members, or no members having voting rights, a plan of distribution shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 284, Pub. L. 87-569, § 49.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-550.

1973 Ed., § 29-1049.

DC CODE § 29-301.49

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[SUBCHAPTER I. GENERAL.](#)

[§ 29-301.50. Voluntary dissolution--Revocation of proceedings; notice; vote required for approval.](#)

A corporation may, at any time prior to the issuance of a certificate of dissolution by the Mayor, as hereinafter provided, revoke the action theretofore taken to dissolve the corporation, in the following manner:

(1) Where there are members having voting rights, the board of directors shall adopt a resolution recommending that the voluntary dissolution proceedings be revoked, and directing that the question of such revocation be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice stating that the purpose, or 1 of the purposes, of such meeting is to consider the advisability of revoking the voluntary dissolution proceedings, shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in this subchapter for the giving of notice of meetings of members. A resolution to revoke the voluntary dissolution proceedings shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

(2) Where there are no members, or no members having voting rights, a resolution to revoke the voluntary dissolution proceeding shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office.

(3) Upon the adoption of such resolution by the members, or by the board of directors where there are no members or no members having voting rights, the corporation may thereupon again conduct its affairs. If the articles of dissolution have been delivered to the Mayor, notice of such revocation shall be given to him in writing.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 284, Pub. L. 87-569, § 50.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-551.

1973 Ed., § 29-1050.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.51. Articles of dissolution--Contents.](#)

If voluntary dissolution proceedings have not been revoked, when all debts, liabilities, and obligations of the corporation shall have been paid and discharged, or adequate provisions shall have been made therefor, and all of the remaining property and assets of the corporation shall have been transferred, conveyed, or distributed in accordance with the provisions of this subchapter, articles of dissolution shall be executed in duplicate by the corporation by its president or a vice-president, and the corporate seal shall be thereto affixed and attested by its secretary or an assistant secretary, and such statement shall set forth:

(1) The name of the corporation;

(2) Where there are members having voting rights:

(A) A statement setting forth the date of the meeting of members at which the resolution to dissolve was adopted, that a quorum was present at such meeting, and that such resolution received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting; or

(B) A statement that such resolution was adopted by a consent in writing signed by all members entitled to vote with respect thereto;

(3) Where there are no members, or no members having voting rights, a statement of such fact, the date of the meeting of the board of directors at which the resolution to dissolve was adopted and a statement of the fact that such resolution received the vote of a majority of the directors in office;

(4) That all debts, liabilities, and obligations of the corporation have been paid and discharged or that adequate provision has been made therefor;

(5) That all the remaining property and assets of the corporation have been transferred, conveyed, or distributed in accordance with the provisions of this subchapter; and

(6) That there are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 285, Pub. L. 87-569, § 51.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-552.

1973 Ed., § 29-1051.

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[§ 29-301.52. Articles of dissolution--Procedure for filing.](#)

(a) Duplicate originals of such articles of dissolution shall be delivered to the Mayor.

(b) If the Mayor finds that such articles of dissolution conform to law, he shall, when all fees and charges have been paid as in this subchapter prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day, and year of the filing thereof;

(2) File 1 of such duplicate originals in his office;

(3) Issue a certificate of dissolution to which he shall affix the other duplicate original; and

(4) Deliver the certificate of dissolution, together with the duplicate original of the articles of dissolution affixed thereto, to the representative of the dissolved corporation.

(c) Upon the issuance of such certificate of dissolution the existence of the corporation shall cease, except for the purpose of suits, other proceedings, and appropriate corporate action by members, directors, and officers as provided in this subchapter.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 285, Pub. L. 87-569, § 52.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-553.

1973 Ed., § 29-1052.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.53. Involuntary dissolution.](#)

(a) A corporation may be dissolved involuntarily by a decree of the court in an action instituted by the Mayor in the name of the District of Columbia when it is made to appear to the court that:

- (1) The franchise of the corporation was procured through fraud;
- (2) The corporation has continued to exceed or abuse the authority conferred upon it by this subchapter;
- (3) The corporation has failed for 90 days to appoint and maintain a registered agent as provided in this subchapter; or
- (4) The corporation has failed for 90 days after change of its registered office or registered agent to deliver to the Mayor a statement of such change.

(b) At least 30 days before any action for the involuntary dissolution of a corporation shall be filed by the Mayor, he shall notify the corporation by certified or registered mail addressed to such corporation at its registered office a notice of his intention to file such suit and the reason therefor. If, before action is filed, the corporation as the case may be shall submit satisfactory evidence that said franchise was not procured through fraud or that the corporation has not exceeded or abused such authority or shall appoint or maintain a registered agent as provided in this subchapter, or deliver to the Mayor the required statement of change of registered agent, the Mayor shall not file an action against such corporation for such cause. If, after action is filed, for a reason stated in paragraph (3) or (4) of subsection (a) of this section, the corporation shall as the case may be appoint or maintain a registered agent as provided in this subchapter, or shall deliver to the Mayor the required statement of change of registered agent, and shall pay the costs of such action, the action for such cause shall abate.
CREDIT(S)

(Aug. 6, 1962, 76 Stat. 286, Pub. L. 87-569, § 53.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-554.

1973 Ed., § 29-1053.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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SUBCHAPTER I. GENERAL.
§ 29-301.54. Venue and process.

In every action for the involuntary dissolution of a corporation hereinbefore provided, summons shall issue and be served as in other civil actions. In case a return is made thereon that no officer or agent of such corporation can be found within the territorial limits of the District of Columbia, then the Mayor shall cause publication to be made in some newspaper of general circulation published in the District of Columbia, containing a notice of the pendency of such action, the title of the court, the names of the parties thereto, and the date on or after which default may be entered. The Mayor shall cause a copy of such notice to be mailed by registered or certified mail to the corporation at its registered office within 10 days after the first publication thereof. The certificate of the Mayor of the mailing of such notice shall be prima facie evidence thereof. Such notice shall be published at least once each week for 2 successive weeks, and the first publication thereof may begin at any time after the summons has been returned. Unless a corporation shall have been served with summons, no default shall be taken against it earlier than 30 days after the first publication of such notice. The cost of publication of such notice shall be paid by the Mayor, unless the decree is against the corporation and such cost is collected from it.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 286, Pub. L. 87-569, § 54.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-555.

1973 Ed., § 29-1054.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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CHAPTER 3. NONPROFIT CORPORATIONS.
SUBCHAPTER I. GENERAL.
§ 29-301.55. Liquidation proceedings--Jurisdiction of court.

(a) The court shall have full power to liquidate the assets and affairs of a corporation:

(1) In any action by a member or director when it is made to appear:

(A) That the directors are deadlocked in the management of the corporate affairs and that irreparable injury to the corporation is being suffered or is threatened by reason thereof, and either that the members are unable to break the deadlock or there are no members having voting rights;

(B) That the acts of the directors or those in control of the corporation are illegal, oppressive, or fraudulent;

(C) That the corporate assets are being misapplied or wasted; or

(D) That the corporation is unable to carry out its purposes;

(2) In an action by a creditor:

(A) When the claim of the creditor has been reduced to judgment and an execution thereon has been returned unsatisfied and it is established that the corporation is insolvent; or

(B) When the corporation has admitted in writing that the claim of the creditor is due and owing and it is established that the corporation is insolvent;

(3) Upon application by a corporation to have its dissolution continued under the supervision of the court; and

(4) When an action has been commenced by the Mayor to dissolve a corporation and it is made to appear that liquidation of its affairs should precede the entry of a decree of dissolution.

(b) It shall not be necessary to make directors or members parties to any such action or proceeding unless relief is sought against them personally.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 287, Pub. L. 87-569, § 55; July 29, 1970, 84 Stat. 589, Pub. L. 91-358, title I, § 168(e) (2).)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-556.

1973 Ed., § 29-1055.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of

the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[SUBCHAPTER I. GENERAL.](#)

[§ 29-301.56. Liquidation proceedings--Procedure: hearing: authority of receivers: distribution of assets.](#)

(a) In proceedings to liquidate the assets and affairs of a corporation, the court shall have the 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 affairs of the corporation until a full hearing can be had.

(b) 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 in interest designated by the court, the court may appoint a liquidating receiver or receivers with authority to collect the assets of the corporation. 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 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.

(c) The assets of the corporation or the proceeds resulting from a sale, conveyance, or other disposition thereof shall be applied and distributed as follows:

(1) All costs and expenses of the court proceedings and all liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor;

(2) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution or liquidation, shall be returned, transferred, or conveyed in accordance with such requirements;

(3) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution or liquidation, shall be transferred or conveyed to 1

or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving or liquidating corporation as the court may direct;

(4) Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or bylaws determine the distributive rights of members or any class or classes of members, or provide for distribution to others; and

(5) Any remaining assets may be distributed to such persons, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, specified in the plan of distribution adopted as provided in this subchapter, or where no plan of distribution has been adopted, as the court may direct.

(d) 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.

(e) 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, for the purposes of this subchapter, have exclusive jurisdiction of the corporation and its property, wherever situated.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 287, Pub. L. 87-569, § 56.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-557.

1973 Ed., § 29-1056.

DC CODE § 29-301.56

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[CHAPTER 3. NONPROFIT CORPORATIONS.](#)
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[§ 29-301.57. Liquidation proceedings--Qualification of receivers.](#)

A receiver shall in all cases be a citizen of the United States or a corporation for profit authorized to act as receiver, which corporation may be a domestic corporation or a foreign corporation authorized to transact business in the District of Columbia, and shall in all cases give such bond as the court may direct with such sureties as the court may require.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 288, Pub. L. 87-569, § 57.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-558.

1973 Ed., § 29-1057.

DC CODE § 29-301.57

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[§ 29-301.58. Liquidation proceedings--Filing of claims.](#)

In proceedings to liquidate the assets and affairs of a corporation the court may require all creditors of the corporation to file with the clerk of the court or with the receiver, in such form as the court may prescribe, proofs under oath of their respective claims. If the court requires the filing of claims it shall fix a date, which shall be not less than 4 months from the date of the order, as the last day for the filing of claims, and shall prescribe the notice that shall be given to creditors and claimants of the date so fixed. Prior to the date so fixed, the court may extend the time for the filing of claims. Creditors and claimants failing to file proofs of claim on or before the date so fixed may be barred, by order of court, from participating in the distribution of the assets of the corporation.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 288, Pub. L. 87-569, § 58.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-559.

1973 Ed., § 29-1058.
DC CODE § 29-301.58

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[§ 29-301.59. Liquidation proceedings--Discontinuance.](#)

The liquidation of the assets and affairs of a corporation may be discontinued at any time during the liquidation proceedings when it is made to appear that cause for liquidation no longer exists. In such event the court shall dismiss the proceedings and direct the receiver to redeliver to the corporation all its remaining property and assets.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 289, Pub. L. 87-569, § 59.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-560.

1973 Ed., § 29-1059.

DC CODE § 29-301.59

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[§ 29-301.60. Liquidation proceedings--Decree of dissolution.](#)

In proceedings to liquidate the assets and affairs of a corporation, when the costs and expenses of such proceedings and all debts, obligations, and liabilities of the corporation shall have been paid and discharged and all of its remaining property and assets distributed in accordance with the provisions of this subchapter, or in case its property and assets are not sufficient to satisfy and discharge such costs, expenses, debts, and obligations, and all the property and assets have been applied so far as they will go to their payment, the court shall enter a decree dissolving the corporation, whereupon the existence of the corporation shall cease.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 289, Pub. L. 87-569, § 60.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-561.

1973 Ed., § 29-1060.

DC CODE § 29-301.60

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[§ 29-301.61. Liquidation proceedings--Filing of decree of dissolution.](#)

In case the court shall enter a decree dissolving a corporation, it shall be the duty of the clerk of the court to cause a certified copy of the decree to be delivered to the Mayor, who shall file the same. No fee shall be charged by the Mayor for the filing thereof.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 289, Pub. L. 87-569, § 61.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-562.

1973 Ed., § 29-1061.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.61

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[§ 29-301.62. Dissolution--Distribution of assets; deposits and registry of court.](#)

Upon the voluntary or involuntary dissolution of a corporation, the portion of the assets distributable to any person who is unknown or cannot be found, or who is under disability and there is no person legally competent to receive such distributive portion, shall be reduced to cash and deposited in the registry of the court and shall be paid over to such person or to his legal representative upon proof satisfactory to the court of his right thereto. If any portion thereof remain in the registry after 10 years from the date of deposit, it shall escheat to the District of Columbia and shall be paid into the Treasury of the United States for the credit of the said District.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 289, Pub. L. 87-569, § 62.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-563.

1973 Ed., § 29-1062.

DC CODE § 29-301.62

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[§ 29-301.63. Dissolution--Survival of remedy.](#)

The dissolution of a corporation or the expiration of its period of duration shall not take away or impair any remedy available to or against such corporation, its directors, officers, or members for any right of claim existing, or any liability incurred, prior to such dissolution if suit or other proceeding thereon is commenced within 2 years after the date of such dissolution. Any suit or proceeding by or against the corporation may be prosecuted or defended by the corporation in its corporate name. The members, directors, and officers shall have power to take such corporate or other action as shall be appropriate to protect such remedy, right, or claim. If such corporation was dissolved by the expiration of its period of duration, such corporation may amend its articles of incorporation at any time during such period of 2 years so as to extend its period of duration.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 289, Pub. L. 87-569, § 63.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-564.

1973 Ed., § 29-1063.

DC CODE § 29-301.63

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[§ 29-301.64. Foreign corporations--Admission to conduct affairs in District.](#)

(a) A foreign corporation to which this subchapter is applicable shall procure a certificate of authority from the Mayor before it conducts affairs in the District, but no foreign corporation shall be entitled to procure a certificate of authority under this subchapter to conduct in the District any affairs which a corporation organized under this subchapter is not permitted to conduct. A foreign corporation shall not be denied a certificate of authority by reason of the fact that the laws of the state or country under which such corporation is organized governing its organization and internal affairs differ from the laws of the District, and nothing in this subchapter contained shall be construed to authorize the District to regulate the organization or the internal affairs of such corporation.

(b) Without excluding other activities which may not constitute conducting affairs in the District of Columbia, a foreign corporation shall not be considered to be conducting affairs in the District for the purposes of this subchapter, by reason of conducting an isolated transaction completed in 30 days and not in the course of a number of repeated transactions of like nature or by reason of any 1 or more of the following activities in the District:

- (1) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes;
- (2) Holding meetings of its directors or members or carrying on other activities concerning its internal affairs;
- (3) Maintaining bank accounts;
- (4) Creating evidences of debt, mortgages, or liens on real or personal property; or
- (5) Collecting its debts, taking security for the same, or enforcing any rights in property securing the same.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 290, Pub. L. 87-569, § 64.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-565.

1973 Ed., § 29-1064.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.65. Foreign corporations--Powers authorized.](#)

(a) No foreign corporation to which this subchapter is applicable shall conduct in the District any affairs which may not be conducted by a corporation organized under this subchapter.

(b) A foreign corporation which shall have received a certificate of authority under this subchapter shall, until a certificate of revocation or of withdrawal shall have been issued as provided in this subchapter, enjoy the same rights and privileges as, but no greater rights and privileges than, a domestic corporation organized for the purposes set forth in the application pursuant to which such certificate of authority is issued; and, except as in this subchapter otherwise provided, shall be subject to the same duties, restrictions, penalties, and liabilities now or hereafter imposed upon a domestic corporation of like character.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 290, Pub. L. 87-569, § 65.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-566.

1973 Ed., § 29-1065.

DC CODE § 29-301.65

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[§ 29-301.66. Foreign corporations--Corporate name.](#)

No certificate of authority shall be issued to a foreign corporation:

(1) Which has a name the same as, or deceptively similar to, the name of any domestic corporation, whether for profit or not for profit, organized under any act of Congress authorizing the formation of corporations under the laws of the District of Columbia or that of any corporation created pursuant to any special act of Congress to transact business or conduct affairs in the District, or that of any foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in the District, or a name, the exclusive right to

which is, at the time, reserved in the manner provided in this subchapter, or in accordance with the provisions of Chapter 1 of this title; and

(2) Unless the corporate name of such corporation is in English, or is transliterated into letters of the English alphabet if it is not in English.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 290, Pub. L. 87-569, § 66.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-567.

1973 Ed., § 29-1066.

DC CODE § 29-301.66

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[§ 29-301.67. Foreign corporations--Change of corporate name.](#)

Whenever a foreign corporation which is authorized to conduct affairs in the District of Columbia shall change its name to one under which a certificate of authority would not be granted to it on application therefor, the authority of such corporation shall be suspended and it shall not thereafter conduct any affairs in the District until it has changed its name to a name which is available to it under the laws of the District.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 291, Pub. L. 87-569, § 67.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-568.

1973 Ed., § 29-1067.

DC CODE § 29-301.67

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§ 29-301.68. Foreign corporations--Application for certificate of authority.

(a) A foreign corporation, in order to procure a certificate of authority to conduct affairs in the District of Columbia, shall make application therefor to the Mayor, which application shall set forth:

- (1) The name of the corporation and the state or country under the laws of which it is incorporated;
- (2) The date of incorporation and the period of duration of the corporation;
- (3) The address, including street and number, if any, of the principal office of the corporation in the state or country under the laws of which it is incorporated;
- (4) The address, including street and number, if any, of the proposed registered office of the corporation in the District, and the name of its proposed registered agent in the District at such address;
- (5) A brief statement of the purposes it proposes to pursue in conducting its affairs in the District;
- (6) The names and respective addresses, including street and number, if any, of the directors and officers of the corporation; and
- (7) Such additional information as may be necessary or appropriate in order to enable the Mayor to determine whether such corporation is entitled to a certificate to conduct affairs in the District.

(b) Such application shall be executed in duplicate by the corporation by its president or a vice-president, and the corporate seal shall be thereto affixed, attested by its secretary or an assistant secretary.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 291, Pub. L. 87-569, § 68.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-569.

1973 Ed., § 29-1068.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.68

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§ 29-301.69. Foreign corporations--Filing of application for certificate of authority.

(a) There shall be delivered to the Mayor:

(b) (1) Duplicate originals of the application of the corporation for a certificate of authority; and

(2) A copy of its articles of incorporation and all amendments thereto, duly certified by the proper officer of the state or country under the laws of which it is incorporated.

(b) If the Mayor finds that such application conforms to law, he shall, when all fees and charges have been paid as in this subchapter prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day, and year of the filing thereof;

(2) File in his office 1 of such duplicate originals of the application and the copy of the articles of incorporation and amendments thereto;

(3) Issue a certificate of authority to conduct affairs in the District to which he shall affix the other duplicate original application; and

(4) Deliver the certificate of authority, together with the duplicate original of the application affixed thereto, to the corporation or its representative.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 291, Pub. L. 87-569, § 69.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-570.

1973 Ed., § 29-1069.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.69

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[§ 29-301.70. Foreign corporations--Effect of certificate of authority.](#)

Upon the issuance of a certificate of authority by the Mayor, the corporation shall have the right to conduct affairs in the District for those purposes set forth in its application, subject, however, to the right of the District to suspend or to revoke such authority as provided in this subchapter.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 292, Pub. L. 87-569, § 70.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-571.

1973 Ed., § 29-1070.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.71. Foreign corporations--Registered office and registered agent.](#)

Each foreign corporation authorized to conduct affairs in the District shall have and continuously maintain in the District:

- (1) A registered office which may be, but need not be, the same as its principal office in the District; and
- (2) A registered agent, which agent may be either an individual resident in the District whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in the District, having a business office identical with such registered office.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 292, Pub. L. 87-569, § 71.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-572.

1973 Ed., § 29-1071.

DC CODE § 29-301.71

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[§ 29-301.72. Foreign corporations--Change of registered office or registered agent.](#)

(a) The registered office of a corporation or its registered agent, or both, may be changed by delivering to the Mayor a statement setting forth:

- (1) The name of the corporation;
- (2) The address, including street and number, if any, of its then registered office;
- (3) If the address of its registered office is to be changed, the address, including street and number, if any, to which the registered office is to be changed;
- (4) The name of its then registered agent;
- (5) If its registered agent is to be changed, the name of its successor registered agent;
- (6) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical; and
- (7) That such change was authorized by resolution duly adopted by its board of directors, or was authorized by an officer of the corporation duly empowered to make such change.

(b) Such statement shall be executed in duplicate by its president or vice-president, and the corporate seal shall be thereto affixed, attested by its secretary or an assistant secretary, and shall be delivered to the Mayor. If the Mayor finds that such statement conforms to law, he shall, when all fees and charges have been paid as in this subchapter prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day, and year of the filing thereof;

(2) File 1 of such duplicate originals in his office; and

(3) Return the other duplicate original to the corporation or its representative.

(c) The change of address of the registered office, or the change of registered agent, or both, as the case may be, shall become effective upon the filing of such statement by the Mayor.

(d) A foreign corporation shall change its registered agent if the office of registered agent shall become vacant for any reason, or if its registered agent becomes disqualified or incapacitated to act, or if it revokes the appointment of its registered agent.

(e) Any registered agent of a foreign corporation may resign as such agent by delivering a written notice thereof, executed in duplicate, to the Mayor who shall file 1 copy thereof in his office and forthwith mail a copy thereof to the corporation at its principal office in the state or country under the laws of which it is incorporated as the same appears in the records of the Mayor. The appointment of such agent shall terminate upon the expiration of 30 days after receipt of such notice by the Mayor or upon the appointment of a successor agent becoming effective, whichever occurs sooner. No fee or charge of any kind shall be imposed with respect to a filing under this subsection.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 292, Pub. L. 87-569, § 72.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-573.

1973 Ed., § 29-1072.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.72

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[§ 29-301.73. Foreign corporations--Service of process.](#)

(a) The registered agent so appointed by a foreign corporation authorized to conduct affairs in the District shall be an agent of such corporation upon whom any process, notice, or demand required or permitted by law to be served upon the corporation, may be served. Service of any such process, notice, or demand upon a corporate agent, as such agent, may be had by delivering a copy of such process, notice, or demand to the president, vice-president, the secretary, or an assistant secretary of such corporate agent.

(b) Whenever a foreign corporation authorized to conduct affairs in the District shall fail to appoint or maintain a registered agent in the District, or whenever any such registered agent cannot with reasonable diligence be found at the registered office, or whenever the certificate of authority of a foreign corporation shall be suspended or revoked, then the Mayor shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the Mayor of any such process, notice, or demand shall be made by delivering to and leaving with him, or with any clerk having charge of his office, duplicate copies of such process, notice, or demand and a fee of \$10. In the event any such process, notice, or demand is served on the Mayor, he shall immediately cause 1 of such copies thereof to be forwarded by registered or certified mail, addressed to the corporation at its principal office in the state or country under the laws of which it is incorporated, as the same appears in the records of the Mayor.

(c) If any foreign corporation shall conduct affairs in the District without a certificate of authority, it shall by conducting such affairs be deemed to have thereby appointed the Mayor its agent and representative upon whom any process, notice, or demand may be served. Service shall be made by delivery to and leaving with the Mayor, or with any clerk having charge of his office, duplicate copies of such process, notice, or demand and a fee of \$10, together with an affidavit giving the latest known post office address of such corporation, and such service shall be sufficient if notice thereof and a copy of the process, notice, or demand are forwarded by registered or certified mail, addressed to such corporation at the address given in such affidavit.

(d) The Mayor shall keep a record of all processes, notices, and demands served upon him under this section, and shall record therein the time of such service and their action with reference thereto.

(e) Nothing herein contained shall limit or affect the right to serve any process, notice, or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 293, Pub. L. 87-569, § 73; Mar. 14, 1984, D.C. Law 5-64, § 3(b), 31 DCR 195.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-574.

1973 Ed., § 29-1073.

Legislative History of Laws

For legislative history of D.C. Law 5-64, see Historical and Statutory Notes following § 29-301.11.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.73

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[§ 29-301.74. Foreign corporations--Amendment to articles of incorporation; filing.](#)

Whenever the articles of incorporation of a foreign corporation authorized to conduct affairs in the District are amended, such foreign corporation shall, within 90 days after such amendment becomes effective, file with the Mayor a copy of such amendment duly certified by the proper officer of the state or country under the laws of which it is incorporated; but the filing thereof shall not of itself enlarge or alter the purpose or purposes which such corporation is authorized to pursue in conducting its affairs in the District, nor authorize such corporation to conduct affairs in the District under any other name than the name set forth in its certificate of authority.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 294, Pub. L. 87-569, § 74.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-575.

1973 Ed., § 29-1074.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.75. Foreign corporations--Merger.](#)

Whenever a foreign corporation authorized to conduct affairs in the District shall be a party to a statutory merger permitted by the laws of the state or country under the laws of which it is incorporated, and such corporation shall be the surviving corporation, it shall, within 90 days after such merger becomes effective, deliver to the Mayor a copy of the articles of merger duly certified by the proper officer of the state or country under the laws of which such statutory merger was effected; and it shall not be necessary for such corporation to procure either a new or amended certificate of authority to conduct affairs in the District unless the name of such corporation be changed thereby or unless the corporation desires to pursue in the District other or additional purposes than those which it is then authorized to pursue in the District.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 294, Pub. L. 87-569, § 75.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-576.

1973 Ed., § 29-1075.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.75

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[§ 29-301.76. Foreign corporations--Amended certificate of authority.](#)

(a) A foreign corporation authorized to conduct affairs in the District shall procure an amended certificate of authority in the event it changes its corporate name, or desires to pursue in the District other or additional purposes than those set forth in its prior application for a certificate of authority, by making application therefor to the Mayor.

(b) The requirements in respect to the form and contents of such application, the manner of its execution, the delivering of duplicate originals thereof to the Mayor, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 294, Pub. L. 87-569, § 76.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-577.

1973 Ed., § 29-1076.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.77. Foreign corporations--Withdrawal; procurement of certificate of withdrawal required; contents of application.](#)

(a) A foreign corporation authorized to conduct affairs in the District may withdraw from the District upon procuring from the Mayor a certificate of withdrawal. In order to procure such certificate of withdrawal, such foreign corporation shall deliver to the Mayor an application for withdrawal. The application for withdrawal shall state:

- (1) The name of the corporation and the state or country under the laws of which it is incorporated;
- (2) That the corporation is not conducting affairs in the District;
- (3) That the corporation surrenders its authority to conduct affairs in the District;
- (4) That the corporation revokes the authority of its registered agent in the District to accept service of process and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in the District during the time the corporation was authorized to conduct affairs in the District may thereafter be made on such corporation by service thereof on the Mayor; and
- (5) A post office address to which the Mayor may mail a copy of any process against the corporation that may be served on him.

(c) The application for withdrawal shall be executed by the corporation by its president or a vice-president, and the corporate seal shall be thereto affixed, attested by its secretary or an assistant secretary, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee and verified by him.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 295, Pub. L. 87-569, § 77.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-578.

1973 Ed., § 29-1077.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.78. Foreign corporations--Filing of application for withdrawal.](#)

(a) Duplicate originals of such application for withdrawal shall be delivered to the Mayor. If the Mayor finds that such application conforms to law, he shall, when all fees have been paid as in this subchapter prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day, and year of the filing thereof;

(2) File 1 of such duplicate originals in his office;

(3) Issue a certificate of withdrawal to which he shall affix the other duplicate original; and

(4) Deliver the certificate of withdrawal, together with the duplicate original of the application for withdrawal affixed thereto, to the corporation or its representative.

(b) Upon the issuance of such certificate of withdrawal, the authority of the corporation to conduct affairs in the District shall cease.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 295, Pub. L. 87-569, § 78.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-579.

1973 Ed., § 29-1078.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.79. Foreign corporations--Revocation of certificate of authority.](#)

(a) The certificate of authority of a foreign corporation to conduct affairs in the District may be revoked by the Mayor when he finds that:

- (1) The certificate of authority of the corporation was procured through fraud practiced upon the District;
- (2) The corporation has continued to exceed or has abused the authority conferred upon it by this subchapter;
- (3) The corporation has failed for a period of 90 days to pay any fees, charges, or penalties prescribed by this subchapter;
- (4) The corporation has failed for a period of 90 days to appoint and maintain a registered agent in the District;
- (5) The corporation has failed for 90 days after change of its registered office or registered agent to file with the Mayor a statement of such changes;

(6) The corporation for a period of 2 years has not conducted any affairs in the District;

(7) The corporation has failed to file with the Mayor a duly certified copy of each amendment to its articles of incorporation within 90 days after such amendment becomes effective; or

(8) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by such corporation pursuant to this subchapter.

(b) No certificate of authority of a foreign corporation shall be revoked by the Mayor unless:

(1) He shall have given the corporation not less than 30 days notice thereof by certified or registered mail addressed to such corporation at its principal office in the state or country under the laws of which such corporation is organized, as the same appears in the records of the Mayor or at its registered office in the District; and

(2) The corporation, prior to such revocation and as the case may be, shall fail to submit satisfactory evidence that said certificate was not procured by such fraud, or that the corporation has not exceeded or abused such authority, or shall fail to pay such fees, charges, or penalties, or shall fail to appoint a registered agent in the District, or shall fail to file the required statement of change of registered office or registered agent, or shall fail to file a statement showing that it has conducted affairs in the District within a period of 2 years, or shall fail to file a copy of any such amendment to its articles of incorporation, or shall fail to submit satisfactory evidence that a misrepresentation of a material matter was not made in any such application, report, affidavit, or other document.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 295, Pub. L. 87-569, § 79.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-580.

1973 Ed., § 29-1079.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the

District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.79

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[§ 29-301.80. Foreign corporations--Issuance of certificate of revocation.](#)

(a) Upon revoking any such certificate of authority, the Mayor shall:

(1) Issue a certificate of revocation in duplicate;

(2) File 1 of such certificates in his office; and

(3) Mail the other such certificate to such corporation at its registered office in the District or to its principal place of business as the same appears in the records of the Mayor.

(b) Upon the issuance of such certificate of revocation, the authority of the corporation to conduct affairs in the District shall cease.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 296, Pub. L. 87-569, § 80.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-581.

1973 Ed., § 29-1080.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.80

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[§ 29-301.81. Foreign corporations--Application on effective date of subchapter.](#)

Foreign corporations conducting affairs in the District at the time this subchapter takes effect for a purpose or purposes for which a certificate of authority is required under the provisions of this subchapter shall, within 6 months after the effective date of this subchapter, procure a certificate of authority and shall otherwise comply with all applicable provisions of this subchapter. Failure to secure a certificate of authority within the time provided in this section shall subject the corporation to all the penalties, liabilities, and restrictions provided in this subchapter for conducting affairs without a certificate of authority.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 296, Pub. L. 87-569, § 81.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-582.

1973 Ed., § 29-1081.

Effective Dates

Section 110 of the Act of Aug. 6, 1962, 76 Stat. 306, Pub. L. 87-569, provided that this chapter would take effect 180 days after Aug. 6, 1962.

DC CODE § 29-301.81

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[§ 29-301.82. Foreign corporations--Conducting affairs without certificate of authority; validity of contracts or corporate acts not impaired; liabilities.](#)

(a) No foreign corporation which is conducting affairs in the District without a certificate of authority shall be permitted to maintain any action, suit, or proceeding in any court of the District until such corporation shall have obtained a certificate of authority. Nor shall any action, suit, or proceeding be maintained in any court of the District by any successor or assignee of such corporation on any right, claim, or demand arising out of the conduct of affairs by such corporation in the District, until a certificate of authority shall have been obtained by such corporation or by a corporation which has acquired all or substantially all of its assets.

(b) The failure of a foreign corporation to obtain a certificate of authority to conduct affairs in the District shall not impair the validity of any contract or act of such corporation, and shall not prevent such corporation from defending any action, suit, or proceeding in any court of the District.

(c) A foreign corporation which conducts affairs in the District without a certificate of authority shall be liable to the District for the years or parts thereof during which it conducted affairs in the District without a certificate of authority, in an amount equal to all fees, penalties, and other charges which would have been imposed by this subchapter upon such corporation had it duly applied for and received a certificate of authority to conduct affairs in the District as required by this subchapter and thereafter filed all reports required by this subchapter; and, in addition thereto, it shall be liable for a penalty to be assessed by the Mayor of not in excess of \$200. The Mayor shall bring proceedings to recover all amounts due the District under the provisions of this section. Such charges and penalties shall be paid to the District before any certificate of authority is issued to such foreign corporation. Civil fines, penalties, and fees may be imposed as alternative sanctions for any infraction of the provisions of

this subchapter, or any rules or regulations issued under the authority of this subchapter, pursuant to Chapter 18 of Title 2. Adjudication of any infraction of this subchapter shall be pursuant to Chapter 18 of Title 2.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 297, Pub. L. 87-569, § 82; Oct. 5, 1985, D.C. Law 6-42, § 431(a), 32 DCR 4450.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-583.

1973 Ed., § 29-1082.

Legislative History of Laws

Law 6-42, the "Department of Consumer and Regulatory Affairs Civil Infractions Act of 1985," was introduced in Council and assigned Bill No. 6-187, which was referred to the Committee on Consumer and Regulatory Affairs. The Bill was adopted on first and second readings on June 25, 1985, and July 9, 1985, respectively. Signed by the Mayor on July 16, 1985, it was assigned Act No. 6- 60 and transmitted to both Houses of Congress for its review.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.83. Two-year report of domestic and foreign corporations--Contents.](#)

(a) Each domestic corporation incorporated before January 1, 1998, and each foreign corporation authorized to conduct affairs in the District before January 1, 1998, shall prepare and submit on or before January 15, 1998 and on or before January 15th of each 2nd year thereafter a report setting forth:

(1) The name of the corporation and the state or country under the laws of which it is incorporated;

(2) The address, including street and number, if any, of its registered office in the District, and the name of its registered agent at such address, and, in the case of a foreign corporation, the address, including street and number, if any, of its principal office in the state or country under the laws of which it is incorporated;

(3) A brief statement of the character of the affairs which the corporation is actually conducting, or, in the case of a foreign corporation, which the corporation is actually conducting in the District; and

(4) The names and respective addresses, including street and number, if any, of the directors and officers of the corporation.

(a-1) Each domestic corporation incorporated after December 31, 1997, and each foreign corporation authorized to conduct affairs in the District after December 31, 1997, shall prepare and submit on or before January 15th of the year after its incorporation or the year after such authorization, as the case may be, as well as on or before January 15th of each 2nd year thereafter, a report setting forth the information specified in subsection (a) of this section.

(b) The 2-year report shall be made on forms prescribed and furnished by the Mayor, and the information therein contained shall be given as of the date of the execution of the report. It shall be executed by the corporation by its president, a vice-president, secretary, an assistant secretary, treasurer, or assistant treasurer, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation by such receiver or trustee.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 297, Pub. L. 87-569, § 83; [Sept. 8, 1995, D.C. Law 11-42, § 2\(a\), 42 DCR 3285](#); [Apr. 9, 1997, D.C. Law 11-181, § 2\(a\), 43 DCR 4503](#).)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-584.

1973 Ed., § 29-1083.

Temporary Amendments of Section

Temporary suspension of 5-year reporting, filing, or payment of fees requirements: Section 3(b) of D.C. Law 11-150 provides that all references in §§ 29-301.83, 29-301.84, 29-301.86, 29-301.88, 29-301.90, 29-301.91, and 29-301.92 to 5-year reporting, filing, or payment of fees requirements shall be suspended until after December 31, 1996, until which time the 1-year or annual reporting, filing, or payment of fees requirements shall be in effect and the annual report fee shall be \$25.

Section 5(b) of D.C. Law 11-150 provides that the act shall expire after 225 days of its having taken effect or on January 1, 1997, whichever occurs first.

Emergency Act Amendments

For temporary suspension in section of references to 5-year reporting, filing, or payment of fees requirements until after December 31, 1996, at which time the 1-year or annual requirements shall be in effect and the annual report fee shall be \$25, see § 3(b) of the Business and Nonprofit Corporation Five-Year Report Suspension Emergency Amendment Act of 1996 (D.C. Act 11-247, April 11, 1996, 43 DCR 2125).

For temporary suspension of the 5-year reporting provision, see § 3(b) of the Business and Nonprofit Corporation Five-Year Annual Report Suspension Congressional Review Emergency Amendment Act of 1996 (D.C. Act 11-307, August 1, 1996, 43 DCR 4208).

Legislative History of Laws

Law 11-42, the "Nonprofit Corporation Five-Year Report Amendment Act of 1995," was introduced in Council and assigned Bill No. 11-52, which was referred to the Committee on Consumer and Regulatory Affairs. The Bill was adopted on first and second readings on May 2, 1995, and June 6, 1995, respectively. Signed by the Mayor on June 19, 1995, it was assigned Act No. 11-77 and transmitted to both Houses of Congress for its review. D.C. Law 11-42 became effective on September 8, 1995.

Law 11-181, the "Nonprofit Corporation Two-Year Report Amendment Act of 1996," was introduced in Council and assigned Bill No. 11-584, which was referred to the Committee on Consumer and Regulatory Affairs. The Bill was adopted on first and second readings on June 19, 1996, and July 3, 1996, respectively. Signed by the Mayor on July 22, 1996, it was assigned Act No. 11-332 and transmitted to both Houses of Congress for its review. D.C. Law 11-181 became effective on April 9, 1997.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

Miscellaneous Notes

Preparation and payment of appropriate taxes: Section 2(g) of D.C. Law 11-181 provided that nothing in that act shall be construed or interpreted as repealing or affecting any requirement of a domestic or foreign

corporation to prepare and submit annual tax forms, or to pay any appropriate District or federal tax, as provided in accordance with the laws of the District of Columbia or the United States.

DC CODE § 29-301.83

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[§ 29-301.84. Two-year report of domestic and foreign corporations--Procedure for filing.](#)

The report of a domestic or foreign corporation shall be delivered to the Mayor on or before the 15th day of January in the year in which it is due, in accordance with [§ 29-301.83](#). Proof to the satisfaction of the Mayor that prior to the 15th day of January such report was deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid, shall be deemed a compliance with this requirement. If the Mayor finds that such report conforms to law, he shall file the same. If he finds that it does not so conform, he shall promptly return the same to the corporation for any necessary corrections, in which event the penalties hereinafter prescribed for failure to file such report within the time hereinabove provided shall not apply, if such report is corrected to conform to the requirements of this subchapter and returned to the Mayor in sufficient time to be filed prior to the 1st day of July of the year in which it is due.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 298, Pub. L. 87-569, § 84; [Sept. 8, 1995, D.C. Law 11-42, § 2\(b\), 42 DCR 3285](#); [Apr. 9, 1997, D.C. Law 11-181, § 2\(b\), 43 DCR 4503](#).)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-585.

1973 Ed., § 29-1084.

Temporary Amendments of Section

Section 3(a) of D.C. Law 11-150 amended the section to read as follows:

"The report of a domestic or foreign corporation shall be delivered to the Mayor on or before the 15th day of May in the 5th year in which its certificate of incorporation or certificate of authority, as the case may be, was issued by the Mayor. Proof to the satisfaction of the Mayor that prior to the 15th day of May such report was

deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid, shall be deemed a compliance with this requirement. If the Mayor finds that such report conforms to law, he shall file the same. If he finds that it does not so conform, he shall promptly return the same to the corporation for any necessary corrections, in which event the penalties hereinafter prescribed for failure to file such report within the time hereinabove provided shall not apply, if such report is corrected to conform to the requirements of this chapter and returned to the Mayor in sufficient time to be filed prior to the 1st day of July of the year in which it is due."

Temporary suspension of 5-year reporting, filing, or payment of fees requirements: Section 2(c) of D.C. Law 11-150 provides that all references in §§ 29-301.83, 29-301.84, 29-301.86, 29-301.88, 29-301.90, 29-301.91, and 29-301.92 to 5-year reporting, filing, or payment of fees requirements shall be suspended until after December 31, 1996, until which time the 1-year or annual reporting, filing, or payment of fees requirements shall be in effect and the annual report fee shall be \$25.

Section 5(b) of D.C. Law 11-150 provides that the act shall expire after 225 days of its having taken effect or on January 1, 1997, whichever occurs first.

Emergency Act Amendments

For temporary amendment of section, see § 3(a) of the Business and Nonprofit Corporation Five-Year Report Suspension Emergency Amendment Act of 1996 (D.C. Act 11-247, April 11, 1996, 43 DCR 2125) and § 3(a) of the Business and Nonprofit Corporation Five-Year Annual Report Suspension Congressional Review Emergency Amendment Act of 1996 (D.C. Act 11-307, August 1, 1996, 43 DCR 4208).

For temporary suspension in section of references to 5-year reporting, filing, or payment of fees requirements until after December 31, 1996, at which time the 1-year or annual requirements shall be in effect and the annual report fee shall be \$25, see § 3(b) of the Business and Nonprofit Corporation Five-Year Report Suspension Emergency Amendment Act of 1996 (D.C. Act 11-247, April 11, 1996, 43 DCR 2125).

For temporary suspension of the 5-year reporting provision, see § 3(b) of the Business and Nonprofit Corporation Five-Year Annual Report Suspension Congressional Review Emergency Amendment Act of 1996 (D.C. Act 11-307, August 1, 1996, 43 DCR 4208).

Legislative History of Laws

For legislative history of D.C. Law 11-42, see Historical and Statutory Notes following § 29-301.83.

For legislative history of D.C. Law 11-181, see Historical and Statutory Notes following § 29-301.83.

Law 11-150, the "Business and Nonprofit Corporation Five-Year Annual Report Suspension Temporary Amendment Act of 1996," was introduced in Council and assigned Bill No. 11-654. The Bill was adopted on first and second readings on April 2, 1996, and May 7, 1996, respectively. Signed by the Mayor on May 20, 1996, it was assigned Act No. 11-274 and transmitted to both Houses of Congress for its review. D. C. Law 11-150 became effective on July 20, 1996.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

Miscellaneous Notes

Preparation and payment of appropriate taxes: Section 2(g) of D.C. Law 11-181 provided that nothing in that act shall be construed or interpreted as repealing or affecting any requirement of a domestic or foreign corporation to prepare and submit annual tax forms, or to pay any appropriate District or federal tax, as provided in accordance with the laws of the District of Columbia or the United States.

DC CODE § 29-301.84

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[§ 29-301.85. Two-year report of domestic and foreign corporations--Effect of failure to pay or file.](#)

If any corporation incorporated under this subchapter, or any corporation which has elected to accept this subchapter, or any foreign corporation having a certificate of authority issued under this subchapter, shall fail or refuse to pay any report fee or fees payable under this subchapter, or fail to file a report as required by this subchapter, then, in the case of a domestic corporation, the articles of incorporation shall be void and all powers conferred upon the corporation shall be inoperative, and in the case of a foreign corporation, the certificate of authority shall be revoked and all powers conferred pursuant to it shall be inoperative.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 298, Pub. L. 87-569, § 85; [Sept. 8, 1995, D.C. Law 11-42, § 2\(c\), 42 DCR 3285](#); [Apr. 18, 1996, D.C. Law 11-110, § 30, 42 DCR 530](#).)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-586.

1973 Ed., § 29-1085.

Legislative History of Laws

For legislative history of D.C. Law 11-42, see Historical and Statutory Notes following § 29-301.83.

Law 11-110, the "Technical Amendments Act of 1996," was introduced in Council and assigned Bill No. 11-485, which was referred to the Committee of the Whole. The Bill was adopted on first and second readings on December 5, 1995, and January 4, 1996, respectively. Signed by the Mayor on January 26, 1996, it was assigned Act No. 11-199 and transmitted to both Houses of Congress for its review. D.C. Law 11-110 became

effective on April 18, 1996.

DC CODE § 29-301.85

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[§ 29-301.86. Proclamation of revocation; effect of publication.](#)

(a) On the second Monday in September of each year, the Mayor shall issue a proclamation listing the names of all domestic corporations and all foreign corporations which have failed or refused to pay the 2-year report fee or fees or failed or refused to file the 2-year report as required by this subchapter for a reporting period next preceding June 30th in the year in which such proclamation is issued and upon the issuance of such proclamation the articles of incorporation or the certificate of authority, as the case may be, shall be void and all powers thereunder inoperative without further proceedings of any kind.

(b) The proclamation of the Mayor shall be filed in his office and shall be published once during the month of September in each of 2 general circulation newspapers, published in the District, once every 2 weeks or more frequently.

(c) Upon publication of the proclamation of revocation as provided in this subchapter each domestic corporation listed in such proclamation shall be deemed to have been dissolved without further legal proceedings and each such corporation shall cease to carry on its business and shall, after paying or adequately providing for the payment of all of its obligations, distribute the remainder of its assets, as in this subchapter provided with respect to dissolved corporations.

(d) All domestic corporations the articles of incorporation of which are revoked by proclamation or the term of existence of which expires by limitation set forth in its articles of incorporation shall nevertheless be continued for the term of 3 years from the date of such revocation or expiration bodies corporate for the purpose of prosecuting and defending suits by or against them, and of enabling them to pay, satisfy, and discharge their liabilities and obligations and, after paying or adequately providing for the payment of all its obligations, to distribute the remainder of their assets, as in this subchapter provided with respect to dissolved corporations, but not for the purpose of continuing to conduct the affairs for which such corporation shall have been organized; provided, however, that with respect to any action, suit, or proceeding begun or commenced by or against a corporation prior to such revocation or expiration and with respect to any action, suit, or proceeding

begun or commenced by or against such corporation within 3 years after the date of such revocation or expiration, such corporation shall only for the purpose of such actions, suits, or proceedings so begun or commenced be continued a body corporate beyond said 3-year period and until any judgments, orders, or decrees therein shall be fully executed.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 298, Pub. L. 87-569, § 86; Mar. 16, 1982, D.C. Law 4-81, § 4, 29 DCR 156; [Sept. 8, 1995, D.C. Law 11-42, § 2\(d\), 42 DCR](#)

[3285; Apr. 9, 1997, D.C. Law 11-181, § 2\(c\), 43 DCR 4503.](#))

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-587.

1973 Ed., § 29-1086.

Temporary Amendments of Section

Temporary suspension of 5-year reporting, filing, or payment of fees requirements: Section 3(b) of D.C. Law 11-150 provides that all references in §§ 29-301.83, 29-301.84, 29-301.86, 29-301.88, 29-301.90, 29-301.91, and 29-301.93 to 5-year reporting, filing, or payment of fees requirements shall be suspended until after December 31, 1996, until which time the 1-year or annual reporting, filing, or payment of fees requirements shall be in effect and the annual report fee shall be \$25.

Section 5(b) of D.C. Law 11-150 provides that the act shall expire after 225 days of its having taken effect or on January 1, 1997, whichever occurs first.

Emergency Act Amendments

For temporary suspension in section of references to 5-year reporting, filing, or payment of fees requirements until after December 31, 1996, at which time the 1-year or annual requirements shall be in effect and the annual report fee shall be \$25, see § 3(b) of the Business and Nonprofit Corporation Five-Year Report Suspension Emergency Amendment Act of 1996 (D.C. Act 11-247, April 11, 1996, 43 DCR 2125).

For temporary suspension of the 5-year reporting provision, see § 3(b) of the Business and Nonprofit Corporation Five-Year Annual Report Suspension Congressional Review Emergency Amendment Act of 1996 (D.C. Act 11-307, August 1, 1996, 43 DCR 4208).

Legislative History of Laws

Law 4-81, the "Newspaper Publication Act of 1981," was introduced in Council and assigned Bill No. 4-323, which was referred to the Committee on the Judiciary. The Bill was adopted on first and second readings on November 10, 1981, and November 24, 1981, respectively. Signed by the Mayor on December 21, 1981, it was assigned Act No. 4-135 and transmitted to both Houses of Congress for its review.

For legislative history of D.C. Law 11-42, see Historical and Statutory Notes following § 29-301.83.

For legislative history of D.C. Law 11-181, see Historical and Statutory Notes following § 29-301.83.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

Miscellaneous Notes

Preparation and payment of appropriate taxes: Section 2(g) of D.C. Law 11-181 provided that nothing in that act shall be construed or interpreted as repealing or affecting any requirement of a domestic or foreign corporation to prepare and submit annual tax forms, or to pay any appropriate District or federal tax, as provided in accordance with the laws of the District of Columbia or the United States.

DC CODE § 29-301.86

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[§ 29-301.87. Penalty for conducting affairs after issuance of proclamation.](#)

Any corporation, person, or persons who shall exercise or attempt to exercise any powers under articles of incorporation of a domestic corporation or under a certificate of authority of a foreign corporation which has been revoked shall be deemed guilty of a misdemeanor and shall be punished by a fine not exceeding \$500 or by imprisonment not exceeding 1 year, or both. Civil fines, penalties, and fees may be imposed as alternative sanctions for any infraction of the provisions of this subchapter, or any rules or regulations issued under the authority of this subchapter, pursuant to Chapter 18 of Title 2. Adjudication of any infraction of this subchapter shall be pursuant to Chapter 18 of Title 2.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 299, Pub. L. 87-569, § 87; Oct. 5, 1985, D.C. Law 6-42, § 431(b), 32 DCR 4450.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-588.

1973 Ed., § 29-1087.

Legislative History of Laws

For legislative history of D.C. Law 6-42, see Historical and Statutory Notes following § 29-301.82.

DC CODE § 29-301.87

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[§ 29-301.88. Correction of error in proclamation.](#)

Whenever it is established to the satisfaction of the Mayor that any corporation named in the proclamation issued in accordance with [§ 29-301.86](#) has not failed or refused to pay the 2-year report fee or any report filing fees, or has been inadvertently included in the list of corporations as failing or refusing to pay the 2-year report fee or any report filing fees, the Mayor is authorized to correct the mistake by issuing a proclamation to that effect and restoring the articles of incorporation or certificate of authority, as the case may be, to good standing with like effect as if the proclamation or revocation, as to the corporation, was not issued.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 299, Pub. L. 87-569, § 88; [Sept. 8, 1995, D.C. Law 11-42, § 2\(e\), 42 DCR 3285](#); [Apr. 9, 1997, D.C. Law 11-181, § 2\(d\), 43 DCR 4503](#).)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-589.

1973 Ed., § 29-1088.

Temporary Amendments of Section

Temporary suspension of 5-year reporting, filing, or payment of fees requirements: Section 3(b) of D.C. Law 11-150 provides that all references in §§ 29-301.83, 29-301.84, 29-301.86, 29-301.88, 29-301.90, 29-301.91, and 29-301.92 to 5-year reporting, filing, or payment of fees requirements shall be suspended until after December 31, 1996, until which time the 1-year or annual reporting, filing, or payment of fees requirements shall be in effect and the annual report fee shall be \$25.

Section 5(b) of D.C. Law 11-150 provides that the act shall expire after 225 days of its having taken effect or on January 1, 1997, whichever occurs first.

Emergency Act Amendments

For temporary suspension in section of references to 5-year reporting, filing, or payment of fees requirements until after December 31, 1996, at which time the 1-year or annual requirements shall be in effect and the annual report fee shall be \$25, see § 3(b) of the Business and Nonprofit Corporation Five-Year Report Suspension Emergency Amendment Act of 1996 (D.C. Act 11-247, April 11, 1996, 43 DCR 2125).

For temporary suspension of the 5-year reporting provision, see § 3(b) of the Business and Nonprofit Corporation Five-Year Annual Report Suspension Congressional Review Emergency Amendment Act of 1996 (D.C. Act 11-307, August 1, 1996, 43 DCR 4208).

Legislative History of Laws

For legislative history of D.C. Law 11-42, see Historical and Statutory Notes following § 29-301.83.

For legislative history of D.C. Law 11-181, see Historical and Statutory Notes following § 29-301.83.

Miscellaneous Notes

Preparation and payment of appropriate taxes: Section 2(g) of D.C. Law 11-181 provided that nothing in that act shall be construed or interpreted as repealing or affecting any requirement of a domestic or foreign corporation to prepare and submit annual tax forms, or to pay any appropriate District or federal tax, as provided in accordance with the laws of the District of Columbia or the United States.

DC CODE § 29-301.88

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[§ 29-301.89. Proclaimed corporation--Reservation of name.](#)

The Mayor shall reserve the names of all corporations the articles of incorporation of which have been revoked and of all foreign corporations the certificates of authority of which have been revoked until December 31st of the year in which the proclamation of revocation was issued and no domestic corporation shall be formed nor the name of any such domestic corporation changed to a name the same as or deceptively similar to such reserved name nor shall any foreign corporation be authorized to do business under a name the same as or deceptively similar to such reserved name.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 299, Pub. L. 87-569, § 89.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-590.

1973 Ed., § 29-1089.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.89

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[§ 29-301.90. Proclaimed corporation--Reinstatement; corporate name.](#)

(a) A domestic corporation, the articles of incorporation of which have been revoked, may at any time after the date of the issuance of the proclamation of revocation deliver to the Mayor a petition for reinstatement, in duplicate, accompanied by the delinquent report or reports, or payment of delinquent report fee or fees in full, or both, as the case may be, plus interest thereon as provided by this subchapter, together with any penalties imposed by this subchapter. The Mayor, if he finds that all such documents conform to law, and that the period for reservation of the name has not expired, or if such period has expired, that the name is available for corporate use pursuant to the provisions of this subchapter, shall file them in his office and shall issue their

certificate of reinstatement which shall have the effect of annulling the revocation proceedings theretofore taken as to such corporation and such corporation shall have such powers, rights, duties, and obligations as it had at the time of the issuance of the proclamation with the same force and effect as to such corporation as if the proclamation had not been issued.

(b) If the petition for reinstatement of a proclaimed corporation is delivered to the Mayor after the period for reservation of the name has expired and if he finds that the name is not available for corporate use pursuant to the provisions of this subchapter, then, in addition to complying with the provisions of the preceding subsection the proclaimed corporation shall set forth in its petition for reinstatement its name at the time its articles of incorporation were proclaimed void and the new name by which the corporation will thereafter be known, which shall be a name available for corporate use pursuant to the provisions of this subchapter.

(c) A foreign corporation whose certificate of authority has been revoked shall, upon reentering the District, comply with all of the requirements of law applicable to an original application for a certificate of authority, including the payment of the filing fee for filing an application for a certificate of authority, but it need not file again a copy of its articles of incorporation or any amendment thereof that is then on file with the Mayor. After the revocation of the certificate of authority of a foreign corporation, the Mayor shall retain the articles of incorporation and amendments theretofore filed and the original application for a certificate of authority for a period of 10 years.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 300, Pub. L. 87-569, § 90; [Sept. 8, 1995, D.C. Law 11-42, § 2\(f\), 42 DCR 3285.](#))

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-591.

1973 Ed., § 29-1090.

Temporary Amendments of Section

Temporary suspension of 5-year reporting, filing, or payment of fees requirements: Section 3(b) of D.C. Law 11-150 provides that all references in §§ 29-301.83, 29-301.84, 29-301.86, 29-301.88, 29-301.90, 29-301.91, and 29-301.92 to 5-year reporting, filing, or payment of fees requirements shall be suspended until after December 31, 1996, until which time the 1-year or annual reporting, filing, or payment of fees requirements shall be in effect and the annual report fee shall be \$25.

Section 5(b) of D.C. Law 11-150 provides that the act shall expire after 225 days of its having taken effect or on January 1, 1997, whichever occurs first.

Emergency Act Amendments

For temporary suspension in section of references to 5-year reporting, filing, or payment of fees requirements until after December 31, 1996, at which time the 1-year or annual requirements shall be in effect and the annual report fee shall be \$25, see § 3(b) of the Business and Nonprofit Corporation Five-Year Report Suspension Emergency Amendment Act of 1996 (D.C. Act 11-247, April 11, 1996, 43 DCR 2125).

For temporary suspension of the 5-year reporting provision, see § 3(b) of the Business and Nonprofit Corporation Five-Year Annual Report Suspension Congressional Review Emergency Amendment Act of 1996 (D.C. Act 11-307, August 1, 1996, 43 DCR 4208).

Legislative History of Laws

For legislative history of D.C. Law 11-42, see Historical and Statutory Notes following § 29-301.83.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.91. Penalties for failure to file 2-year report.](#)

Each corporation, domestic, or foreign, that fails or refuses to file its 2- year report within the time prescribed by this subchapter shall be subject to a penalty of \$40 to be assessed by the Mayor.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 300, Pub. L. 87-569, § 91; [Sept. 8, 1995, D.C. Law 11-42, § 2\(g\), 42 DCR 3285](#); [Apr. 9, 1997, D.C. Law 11-181, § 2\(e\), 43](#)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-592.

1973 Ed., § 29-1091.

Effect of Amendments

D.C. Law 14-307 substituted "\$40" for "\$30".

Temporary Amendments of Section

Temporary suspension of 5-year reporting, filing, or payment of fees requirements: Section 3(b) of D.C. Law 11-150 provides that all references in §§ 29-301.83, 29-301.84, 29-301.86, 29-301.88, 29-301.90, 29-301.91, and 29-301.92 to 5-year reporting, filing, or payment of fees requirements shall be suspended until after December 31, 1996, until which time the 1-year or annual reporting, filing, or payment of fees requirements shall be in effect and the annual report fee shall be \$25.

Section 5(b) of D.C. Law 11-150 provides that the act shall expire after 225 days of its having taken effect or on January 1, 1997, whichever occurs first.

Emergency Act Amendments

For temporary suspension in section of references to 5-year reporting, filing, or payment of fees requirements until after December 31, 1996, at which time the 1-year or annual requirements shall be in effect and the annual report fee shall be \$25, see § 3(b) of the Business and Nonprofit Corporation Five-Year Report Suspension Emergency Amendment Act of 1996 (D.C. Act 11-247, April 11, 1996, 43 DCR 2125).

For temporary suspension of the 5-year reporting provision, see § 3(b) of the Business and Nonprofit Corporation Five-Year Annual Report Suspension Congressional Review Emergency Amendment Act of 1996 (D.C. Act 11-307, August 1, 1996, 43 DCR 4208).

For temporary (90 day) amendment of section, see § 1604(b) of Fiscal Year 2003 Budget Support Amendment Emergency Act of 2002 (D.C. Act 14-544, December 4, 2002, 49 DCR 11700).

For temporary (90 day) amendment of section, see § 1604(b) of the Fiscal Year 2003 Budget Support Amendment Congressional Review Emergency Act of 2003 (D.C. Act 15-27, February 24, 2003, 50 DCR 2151).

For temporary (90 day) amendment of section, see § 1604(b) of Fiscal Year 2003 Budget Support Amendment Second Congressional Review Emergency Act of 2003 (D.C. Act 15-103, June 20, 2003, 50 DCR 5499).

Legislative History of Laws

For legislative history of D.C. Law 11-42, see Historical and Statutory Notes following § 29-301.83.

For legislative history of D.C. Law 11-181, see Historical and Statutory Notes following § 29-301.83.

For Law 14-307, see notes following § 29-101.12.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see

Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

Miscellaneous Notes

Preparation and payment of appropriate taxes: Section 2(g) of D.C. Law 11-181 provided that nothing in that act shall be construed or interpreted as repealing or affecting any requirement of a domestic or foreign corporation to prepare and submit annual tax forms, or to pay any appropriate District or federal tax, as provided in accordance with the laws of the District of Columbia or the United States.

DC CODE § 29-301.91

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[§ 29-301.92. Fees for filing documents and issuing certificates.](#)

(a) The Mayor shall charge and collect the following fees:

(1) Filing articles of incorporation and issuing a certificate of incorporation, \$40;

(2) Filing articles of amendment and issuing a certificate of amendment, \$35;

(3) Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, \$35;

(4) Filing a statement of change of address or registered officer or change of registered agent, or both, \$30;

(5) Filing articles of dissolution, \$40;

(6) Filing an application for reservation of a corporate name or for a renewal of reservation, \$35;

- (7) Filing a notice of transfer of a reserved corporate name; \$35;
- (8) Filing a statement of election to accept this subchapter and issuing a certificate of acceptance, \$40;
- (9) Filing an application of a foreign corporation for a certificate of authority to conduct affairs in the District and issuing a certificate of authority, \$40;
- (10) Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in the District and issuing an amended certificate of authority, \$35;
- (11) Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to conduct affairs in the District, \$35;
- (12) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to conduct affairs in the District, \$35;
- (13) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, \$30;
- (14) Filing an application for reinstatement of a domestic or foreign corporation and issuing a certificate of reinstatement, \$40;
- (15) Filing any other statement or report, excluding a 2-year report, \$ 30;
- (16) Indexing each document filed, except a 2-year report, \$30;
- (17) Furnishing a certified copy of any document, instrument, or paper relating to a corporation, \$35;
- (18) Furnishing a certificate as to the existence or nonexistence of a fact relating to a corporation, except a certificate of good standing, \$30;
- (19) Filing a 2-year report of domestic or foreign corporation, \$75;
- (20) Furnishing a certificate of good standing, \$30; and
- (21) Filing an amended report, \$75.

(b) The Council of the District of Columbia is authorized to make regulations providing for reasonable fees for other services not listed in this section.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 300, Pub. L. 87-569, § 92; Sept. 26, 1984, D.C. Law 5-113, § 101, 31 DCR 3974; [Sept. 8, 1995, D.C. Law 11-42, § 2\(h\), 42 DCR 3285](#); [Apr. 9, 1997, D.C. Law 11-181, § 2\(f\), 43 DCR 4503](#); June 5,

2003, D.C. Law 14-307, § 1604(c), 49 DCR 11664.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-593.

1973 Ed., § 29-1092.

Effect of Amendments

D.C. Law 14-307 rewrote subsec. (a) which had read as follows:

"(a) The Mayor shall charge and collect for:

"(1) Filing articles of incorporation and issuing a certificate of incorporation, \$30;

"(2) Filing articles of amendment and issuing a certificate of amendment, \$25;

"(3) Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, \$25;

"(4) Filing a statement of change of address or registered office or change of registered agent, or both, \$20;

"(5) Filing articles of dissolution, \$20;

"(6) Filing an application for reservation of a corporate name or for a renewal of reservation, \$25;

"(7) Filing notice of transfer of a reserved corporate name, \$25;

"(8) Filing statement of election to accept this subchapter and issuing certificate of acceptance, \$30;

"(9) Filing an application of a foreign corporation for a certificate of authority to conduct affairs in the District and issuing a certificate of authority, \$30;

"(10) Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in the District and issuing an amended certificate of authority, \$25;

"(11) Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to conduct affairs in the District, \$25;

"(12) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to conduct affairs in the District, \$25;

"(13) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, \$20;

"(14) Filing application for reinstatement of a domestic or foreign corporation and issuing certificate of reinstatement, \$30;

"(15) Filing any other statement or report, excluding a 2-year report, of a domestic or foreign corporation, \$20;

"(16) Indexing each document filed, except a 2-year report, \$20;

"(17) Furnishing a certified copy of any document, instrument, or paper relating to a corporation, \$25;

"(18) Furnishing a certificate as to the existence or nonexistence of a fact relating to a corporation, except a certificate of good standing, \$20;

"(19) Filing a 2-year report of a domestic or foreign corporation, \$50.

"(20) Furnishing a certificate of good standing, \$10.

"(21) Filing an amended report, \$25."

Temporary Amendments of Section

Temporary suspension of 5-year reporting, filing, or payment of fees requirements: Section 3(b) of D.C. Law 11-150 provides that all references in §§ 29-301.83, 29-301.84, 29-301.86, 29-302.88, 29-301.90, 29-301.91, and 29-301.92 to 5-year reporting, filing, or payment of fees requirements shall be suspended until after December 31, 1996, until which time the 1-year or annual reporting, filing, or payment of fees requirements shall be in effect and the annual report fee shall be \$25.

Section 5(b) of D.C. Law 11-150 provides that the act shall expire after 225 days of its having taken effect or on January 1, 1997, whichever occurs first.

Emergency Act Amendments

For temporary suspension in section of references to 5-year reporting, filing, or payment of fees requirements until after December 31, 1996, at which time the 1-year or annual requirements shall be in effect and the annual report fee shall be \$25, see § 3(b) of the Business and Nonprofit Corporation Five-Year Report Suspension Emergency Amendment Act of 1996 (D.C. Act 11-247, April 11, 1996, 43 DCR 2125).

For temporary suspension of the 5-year reporting provision, see § 3(b) of the Business and Nonprofit Corporation Five-Year Annual Report Suspension Congressional Review Emergency Amendment Act of 1996 (D.C. Act 11-307, August 1, 1996, 43 DCR 4208).

For temporary (90 day) amendment of section, see § 1604(c) of Fiscal Year 2003 Budget Support Amendment Emergency Act of 2002 (D.C. Act 14-544, December 4, 2002, 49 DCR 11700).

For temporary (90 day) amendment of section, see § 1604(c) of the Fiscal Year 2003 Budget Support Amendment Congressional Review Emergency Act of 2003 (D.C. Act 15-27, February 24, 2003, 50 DCR 2151).

For temporary (90 day) amendment of section, see § 1604(c) of Fiscal Year 2003 Budget Support Amendment Second Congressional Review Emergency Act of 2003 (D.C. Act 15-103, June 20, 2003, 50 DCR 5499).

Legislative History of Laws

Law 5-113, the "District of Columbia Revenue Act of 1984," was introduced in Council and assigned Bill No. 5-370, which was referred to the Committee on Finance and Revenue. The Bill was adopted on first and second readings on June 26, 1984, and July 10, 1984, respectively. Signed by the Mayor on July 13, 1984, it was assigned Act No. 5-164 and transmitted to both Houses of Congress for its review.

For legislative history of D.C. Law 11-42, see Historical and Statutory Notes following § 29-301.83.

For legislative history of D.C. Law 11-181, see Historical and Statutory Notes following § 29-301.83.

For Law 14-307, see notes following § 29-101.12.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 402(234) of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to the District of Columbia Council, subject to the right of the Commissioner as provided in § 406 of the Plan. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

Miscellaneous Notes

Preparation and payment of appropriate taxes: Section 2(g) of D.C. Law 11-181 provided that nothing in that act shall be construed or interpreted as repealing or affecting any requirement of a domestic or foreign corporation to prepare and submit annual tax forms, or to pay any appropriate District or federal tax, as provided in accordance with the laws of the District of Columbia or the United States.

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[§ 29-301.93. Duties and functions of Mayor.](#)

(a) The Mayor shall have the power and authority reasonably necessary to enable him to administer this subchapter efficiently and to perform the duties therein imposed upon him.

(b) The Mayor shall be charged with the administration and enforcement of this subchapter. Said Mayor is authorized to employ such personnel as may be necessary for the administration of this subchapter, within appropriations made by Congress.

(c) The Mayor may transfer any or all of the functions vested in him by this subchapter to any agent designated by him pursuant to law. It shall be the duty of any officer or agency of the government of the District of Columbia to perform any function delegated to such officer or agency by the Mayor pursuant to this subchapter.

(d) Every certificate and other document or paper executed by the Mayor, in pursuance of any authority conferred upon him by this subchapter, and sealed with the seal prescribed by [subsection \(c\) of § 29-101.120](#), and all copies of such papers, as well as of documents and other papers filed in accordance with the provisions of this subchapter, when certified by him and authenticated by said seal, shall have the same force and effect as evidence as would the originals thereof in any action or proceeding in any court and before a public officer, or official body.

(e) The Council of the District of Columbia may make and modify, and the Mayor may enforce, any regulations the Council deems necessary to carry out the provisions of this subchapter. The Council may prescribe penalties, including civil fines, penalties, and fees, for violation of the regulations not exceeding a fine of \$300 or imprisonment for 90 days, or both, and the Mayor may prescribe the forms and procedures for use in the conduct of the business of any office or agency established by him as he may deem appropriate.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 301, Pub. L. 87-569, § 93; Mar. 3, 1979, D.C. Law 2-139, § 3205(hh), 25 DCR 5740; Oct. 5, 1985, D.C. Law 6-42, § 431(c), 32 DCR 4450.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-594.

1973 Ed., § 29-1093.

Legislative History of Laws

Law 2-139, the "District of Columbia Government Comprehensive Merit Personnel Act of 1978," was introduced in Council and assigned Bill No. 2-10, which was referred to the Committee on Government Operations. The Bill was adopted on first and second readings on October 17, 1978, and October 31, 1978, respectively. Signed by the Mayor on November 22, 1978, it was assigned Act No. 2-300 and transmitted to both Houses of Congress for its review.

For legislative history of D.C. Law 6-42, see Historical and Statutory Notes following § 29-301.82.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of

the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 402(235) of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to the District of Columbia Council, subject to the right of the Commissioner as provided in § 406 of the Plan. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.94. Appeal to court from Mayor.](#)

(a) If the Mayor shall fail to approve any articles of incorporation, amendment, merger, consolidation, or dissolution, or any other document required by this subchapter to be approved by the Mayor before the same shall be filed in his office, he shall, within 10 days after the delivery thereof to him, give written notice of his disapproval to the person or corporation, domestic or foreign, delivering the same, specifying the reasons therefor. From such disapproval such person or corporation may appeal to the court by filing with the clerk of such court a petition setting forth a copy of the articles or other document sought to be filed and a copy of the written disapproval thereof by the Mayor; whereupon the matter shall be tried de novo by the court, and the court shall either sustain the action of the Mayor or direct him to take such action as the court may deem proper.

(b) If the Mayor shall revoke the certificate of authority to conduct affairs in the District of any foreign corporation, pursuant to the provisions of this subchapter, such foreign corporation may likewise appeal to the court by filing with the clerk of such court a petition setting forth a copy of its certificate of authority to conduct affairs in the District and a copy of the notice of revocation given by the Mayor; whereupon the matter shall be tried de novo by the court, and the court shall either sustain the action of the Mayor or direct him to take such action as the court may deem proper.

(c) Appeals from all final orders and judgments entered by the court under this section in review of any ruling or decision of the Mayor may be taken as in other civil actions.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 302, Pub. L. 87-569, § 94; July 29, 1970, 84 Stat. 589, Pub. L. 91-358, title I, § 168(e)(3).)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-595.

1973 Ed., § 29-1094.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.95. Certificates and certified copies to be received in evidence.](#)

All certificates issued by the Mayor in accordance with the provisions of this subchapter, and all copies of documents filed in their office in accordance with the provisions of this subchapter when certified by them, shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts therein stated. A certificate by the Mayor under the seal of his office, as to the existence or nonexistence of the facts relating to corporations which would not appear from a certified copy of any of the foregoing documents or certificates shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the existence or nonexistence of the facts therein stated.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 302, Pub. L. 87-569, § 95.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-596.

1973 Ed., § 29-1095.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.96. Forms to be furnished by Mayor.](#)

All reports required by this subchapter to be filed in the Office of the Mayor shall be made on forms which shall be prescribed and furnished by the Mayor. Forms for all other documents to be filed in the Office of the Mayor shall be furnished by the Mayor on request therefor, but the use thereof, unless otherwise specifically prescribed in this subchapter, shall not be mandatory.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 302, Pub. L. 87-569, § 96.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-597.

1973 Ed., § 29-1096.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

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[§ 29-301.97. Voting requirements.](#)

Whenever, with respect to any action to be taken by the members or directors of a corporation, the articles of incorporation require the vote or concurrence of a greater proportion of the members or directors, as the case may be, than required by this subchapter with respect to such action, the provisions of the articles of incorporation shall control.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 303, Pub. L. 87-569, § 97.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-598.

1973 Ed., § 29-1097.

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[§ 29-301.98. Waiver of notice.](#)

Whenever any notice is required to be given to any member or director of a corporation under the provisions of this subchapter or under the provisions of the articles of incorporation or bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 303, Pub. L. 87-569, § 98.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.

1973 Ed., § 29-1098.

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[§ 29-301.99. Action by key members or directors without meeting: written consent required.](#)

(a) Any action required by this subchapter to be taken at a meeting of the members or directors of a corporation, or any action which may be taken at a meeting of the members or directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the directors, as the case may be.

(b) Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or document filed with the Mayor under this subchapter.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 303, Pub. L. 87-569, § 99.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.1.

1973 Ed., § 29-1099.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see

Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.99

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[§ 29-301.100. Unauthorized assumption of corporate powers.](#)

All persons who assume to act as a corporation without authority so to do shall be jointly and severally liable for all debts and liabilities incurred or arising as a result thereof.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 303, Pub. L. 87-569, § 100.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.2.

1973 Ed., § 29-1099a.

DC CODE § 29-301.100

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[§ 29-301.101. Acceptance of subchapter--Procedure; vote required for approval; adoption by board of directors.](#)

Any corporation which is organized and existing under the laws of the District of Columbia or under any special act of Congress on the date this subchapter takes effect, and which is organized not for profit, or at the time this subchapter takes effect, is organized under Chapter 9 of Title 29, and is without authority to issue shares of stock, and is organized for a purpose or purposes for which a corporation may be organized under the provisions of this subchapter may elect to avail itself of the provisions of this subchapter in the following manner:

(1) Where there are members having voting rights, the board of directors shall adopt a resolution recommending that the corporation accept this subchapter and directing that the question of such acceptance be submitted to a vote at a meeting of the members having voting rights which may be either an annual meeting or a special meeting. Written or printed notice setting forth the proposal to accept this subchapter shall be given to each member entitled to vote at such meeting within the time and in the manner provided in this subchapter for the giving of notice of meetings of members. The proposal to elect to accept this subchapter shall be adopted upon receiving at least two-thirds of the vote entitled to be cast by members present or represented by proxy at such meeting.

(2) Where there are no members, or no members having voting rights, the election to accept this subchapter may be adopted at a meeting of the board of directors upon receiving the vote of at least a majority of the directors in office.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 303, Pub. L. 87-569, § 101; [Apr. 9, 1997, D.C.](#)

[Law 11-255, § 29, 44 DCR 1271](#); Apr. 13, 1999, [D.C. Law 12-217, § 3\(b\), 46 DCR 284.](#))

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.3.

1973 Ed., § 29-1099b.

Temporary Amendments of Section

Temporary amendment of section: D.C. Law 11-265 inserted "or at the time this act takes effect, is organized under Chapter 11 of Title 29" in the introductory language.

Section 5(b) of D.C. Law 11-265 provides that the act shall expire after 225 days of its taking effect.

Emergency Act Amendments

For temporary amendment of section, see § 3(b) of the Cooperative Association Emergency Amendment Act of 1996 (D.C. Act 11-483, January 13, 1997, 44 DCR 626), § 3(b) of the Cooperative Association Legislative Review Emergency Amendment Act of 1997 (D.C. Act 12-59, March 31, 1997, 44 DCR 2235), and § 3 of the Cooperative Association Second Emergency Amendment Act of 1997 (D.C. 12- 203, December 2, 1997, 44 DCR 7498).

Legislative History of Laws

Law 11-255, the "Second Technical Amendments Act of 1996," was introduced in Council and assigned Bill No. 11-905, which was referred to the Committee of the Whole. The Bill was adopted on first and second readings on November 7, 1996, and December 3, 1996, respectively. Signed by the Mayor on December 24, 1996, it was assigned Act No. 11-519 and transmitted to both Houses of Congress for its review. D.C. Law 11-255 became effective on April 9, 1997.

For legislative history of D.C. Law 11-265, see Historical and Statutory Notes following § 29-301.04.

Law 12-217, the "Cooperative Association Amendment Act of 1998," was introduced in Council and assigned Bill No. 12-384, which was referred to the Committee on Consumer and Regulatory Affairs. The Bill was adopted on first and second readings on November 10, 1998, and December 1, 1998, respectively. Signed by the Mayor on December 9, 1998, it was assigned Act No. 12-532 and transmitted to both Houses of Congress for its review. D.C. Law 12-217 became effective on April 13, 1999.

DC CODE § 29-301.101

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[§ 29-301.102. Acceptance of subchapter--Statement of election; contents.](#)

(a) The statement of election to accept this subchapter shall be executed in duplicate by the corporation by its president or vice-president, and the corporate seal shall be thereto affixed, attested by its secretary, or an assistant secretary, and shall set forth:

(1) The name of the corporation;

(2) A statement by the corporation that it has elected to accept this subchapter;

(3) Where there are members having voting rights:

(A) A statement setting forth the date of the meeting of the members at which the election to accept this subchapter was adopted, that a quorum was present at such meeting, and that such acceptance received the affirmative vote of at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting; or

(B) A statement that such election to accept this subchapter was adopted by a consent, in writing, signed by all members entitled to vote with respect thereto;

(4) Where there are no members or no members having voting rights, a statement of such fact, the date of the meeting of the board of directors at which the election to accept this subchapter was adopted, and the statement of the fact that such acceptance received the vote of a majority of the directors in office;

(5) The purpose or purposes (which may be different from its existing purposes) which it will thereafter pursue, and shall not include any purpose prohibited to a corporation organized under this subchapter;

(6) If the corporation has no members, a statement to that effect;

(7) If the corporation has members, there shall be set forth:

(A) The number of classes of members;

(B) If there is more than 1 class of members, a statement of the qualifications and rights and limitations of each class of members;

(C) If members, or any class or classes of members, are not entitled to vote, a statement to that effect; and

(D) If members, or any class or classes of members are entitled to vote, a statement setting forth the voting rights and of any limitation or limitations thereof of members or of any class or classes thereof;

(8) Any other provision, not inconsistent with law, or this subchapter, for the regulation of the internal affairs of the corporation;

(9) The address, including street and number, if any, of its registered office in the District of Columbia and the name of its registered agent at such address; and

(10) The names and respective addresses, including street and number, if any, of its officers and directors.

(b) It shall not be necessary to set forth in the statement of election to accept this subchapter any of the corporate purposes enumerated in this subchapter. Whenever a provision in the statement of election to accept this subchapter is inconsistent with a bylaw, the provision of the statement of election to accept this subchapter shall be controlling.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 304, Pub. L. 87-569, § 102.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.4.

1973 Ed., § 29-1099c.

DC CODE § 29-301.102

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[§ 29-301.103. Acceptance of subchapter--Procedure for filing of statement of election.](#)

(a) Duplicate originals of the statement of election to accept this subchapter shall be delivered to the Mayor.

(b) If the Mayor finds that the statement of election to accept this subchapter conforms to law, he shall, when all fees and charges have been paid as in this subchapter prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day, and year of the filing thereof;

(2) File 1 of such duplicate originals in his office;

(3) Issue a certificate of acceptance, to which he shall affix the other duplicate original; and

(4) Deliver such certificate of acceptance with the other duplicate original affixed thereto to the corporation or its representative.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 304, Pub. L. 87-569, § 103.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.5.

1973 Ed., § 29-1099d.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.103

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§ 29-301.104. Acceptance of subchapter--Effect of certificate of acceptance.

(a) Upon the issuance of a certificate of acceptance as hereinbefore provided, the election of the corporation to accept this subchapter shall become effective and the existence of the corporation shall be continued under this subchapter and such certificate shall be conclusive evidence that all conditions precedent required to be performed under this subchapter have been complied with and that the corporation has elected to accept the provisions of this subchapter and the corporation shall be entitled to and be possessed of all of the privileges and powers and franchises and be subject to all of the provisions of this subchapter as fully and to the same extent as if such corporation had been originally incorporated under this subchapter; and all privileges, franchises, and powers theretofore belonging to said corporation and all property, real, personal, and mixed, and all debts due on whatever account, and all choses in action, and all and every other interest of or belonging to or due such corporation shall be and the same are hereby ratified, approved and confirmed and assured to such corporation with like effect and to all intents and purposes as if the same had been originally acquired through incorporation under this subchapter; but no contract, debt, claim, duty, liability, or obligation of any corporation to which a certificate of acceptance has been issued shall be affected or impaired in any way nor shall the rights of creditors or any liens upon the property of such corporation be affected or impaired by such election to accept this subchapter.

(b) Neither the issuance of a certificate of acceptance to a corporation created under the provisions of a special act of Congress, nor the adoption of any amendment pursuant to this subchapter, shall release or terminate any duty or obligation expressly imposed upon any such corporation under and by virtue of the special act of Congress under which it was created or any amendment made thereto, nor enlarge any right, power, or privilege granted any such corporation by such special act except to the extent that such right, power, or privilege might have been included in the articles of incorporation of a corporation organized under this subchapter.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 305, Pub. L. 87-569, § 104.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.6.

1973 Ed., § 29-1099e.

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[SUBCHAPTER I. GENERAL.](#)

[§ 29-301.105. Actions to be in name of District of Columbia: "Corporation Counsel" defined; adjudication of civil infractions.](#)

All civil actions under this subchapter which the Mayor is authorized to commence, and all prosecutions for violations of the provisions of this subchapter or of regulations promulgated under the authority of this subchapter, shall be brought in the name of the District of Columbia by the Corporation Counsel of the District of Columbia. As used in this subchapter the term "Corporation Counsel" means the attorney for the District, by whatever title such attorney may be known, designated by the Mayor to perform the functions prescribed for the Corporation Counsel in this subchapter. Adjudication of civil infractions shall be pursuant to the Department of Consumer and Regulatory Affairs Civil Infractions Act of 1985.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 305, Pub. L. 87-569, § 105; Oct. 5, 1985, D.C. Law 6-42, § 431(d), 32 DCR 4450.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.7.

1973 Ed., § 29-1099f.

Legislative History of Laws

For legislative history of D.C. Law 6-42, see Historical and Statutory Notes following § 29-301.82.

References in Text

The "Department of Consumer and Regulatory Affairs Civil Infractions Act of 1985", referred to in the last sentence, is D.C. Law 6-42; however, the reference should probably be to titles I through III of that act, the specific provisions relating to alternative sanctions for infractions and adjudication of infractions; these are codified as subchapters I through III of Chapter 18 of Title 2.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization

Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.105

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[§ 29-301.106. Right of repeal reserved.](#)

Congress reserves the right to alter, amend, or repeal this subchapter, or any part thereof, or any certificate of incorporation or certificate of authority issued pursuant to its provisions.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 306, Pub. L. 87-569, § 106.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.8.

1973 Ed., § 29-1099g.

DC CODE § 29-301.106

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[§ 29-301.107. Subchapter not to affect Internal Revenue Code of 1954.](#)

Nothing in this subchapter shall be construed as repealing or affecting any provision of the Internal Revenue Code of 1954.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 306, Pub. L. 87-569, § 107.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.9.

1973 Ed., § 29-1099h.

References in Text

The Internal Revenue Code of 1954, referred to in this section, is codified in Title 26 of the United States Code.

DC CODE § 29-301.107

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[§ 29-301.108. Effect of invalidity of part of subchapter.](#)

If a court of competent jurisdiction shall adjudge to be invalid or unconstitutional any clause, sentence, paragraph, section, or part of this subchapter, such judgment or decree shall not affect, impair, invalidate, or nullify the remainder of this subchapter, but the effect thereof shall be confined to the clause, sentence, paragraph, section, or part of this subchapter so adjudged to be invalid or unconstitutional.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 306, Pub. L. 87-569, § 108.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.10.

1973 Ed., § 29-1099i.

DC CODE § 29-301.108

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[§ 29-301.109. Penalty for false statement.](#)

A person who signs any instrument delivered to the Mayor pursuant to this subchapter, knowing it to contain a misstatement of fact, shall be guilty of a misdemeanor and shall be punished by a fine not exceeding \$500 or by imprisonment for not exceeding 1 year, or by both such fine and imprisonment. Civil fines, penalties, and fees may be imposed as alternative sanctions for any infraction of the provisions of this subchapter, or any rules or regulations issued under the authority of this subchapter, pursuant to Chapter 18 of Title 2. Adjudication of any infraction of this subchapter shall be pursuant to Chapter 18 of Title 2.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 306, Pub. L. 87-569, § 109; Oct. 5, 1985, D.C. Law 6-42, § 431(e), 32 DCR 4450.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.11.

1973 Ed., § 29-1099j.

Legislative History of Laws

For legislative history of D.C. Law 6-42, see Historical and Statutory Notes following § 29-301.82.

Change in Government

This section originated at a time when local government powers were delegated to a Board of Commissioners of the District of Columbia (see Acts Relating to the Establishment of the District of Columbia and its Various Forms of Governmental Organization in Volume 1). Section 401 of Reorganization Plan No. 3 of 1967 (see Reorganization Plans in Volume 1) transferred all of the functions of the Board of Commissioners under this section to a single Commissioner. The District of Columbia Self-Government and Governmental Reorganization Act, 87 Stat. 818, § 711 ([D.C. Code, § 1-207.11](#)), abolished the District of Columbia Council and the Office of Commissioner of the District of Columbia. These branches of government were replaced by the Council of the District of Columbia and the Office of Mayor of the District of Columbia, respectively. Accordingly, and also pursuant to § 714(a) of such Act ([D.C. Code, § 1-207.14\(a\)](#)), appropriate changes in terminology were made in this section.

DC CODE § 29-301.109

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[§ 29-301.110. Effective date.](#)

This subchapter shall take effect 180 days after the date of its approval.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 306, Pub. L. 87-569, § 110.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.12.

1973 Ed., § 29-1099k.

DC CODE § 29-301.110

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[§ 29-301.111. Appropriation of funds.](#)

There are hereby authorized to be appropriated from any moneys in the Treasury of the United States to the credit of the District of Columbia, such amounts as may be necessary to carry into effect the provisions of this subchapter.

CREDIT(S)

(Aug. 6, 1962, 76 Stat. 306, Pub. L. 87-569, § 111.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.13.

1973 Ed., § 29-1099l.

DC CODE § 29-301.111

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[§ 29-301.112. Exemption of government agencies from fees levied for Mayor as registered agent.](#)

(a) The agencies of the United States government and the District of Columbia government are exempt from the fees levied for the Mayor acting as a registered agent pursuant to [§§ 29-301.11\(b\)](#) and [29-301.73](#).

(b) In order to qualify for the exemption provided in subsection (a) of this section, the United States government shall pay all postage costs incurred on its behalf pursuant to [§§ 29-301.11\(b\)](#) and [29-301.73](#).

CREDIT(S)

(Aug. 6, 1962, Pub. L. 87-569, § 112, as added Mar. 14, 1984, D.C. Law 5- 64, § 3(c), 31 DCR 195.)

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.14.

Legislative History of Laws

For legislative history of D.C. Law 5-64, see Historical and Statutory Notes following § 29-301.11.

DC CODE § 29-301.112

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[§ 29-301.113. Immunity from civil liability for a volunteer of the corporation.](#)

(a) For the purposes of this section, the term "volunteer" means an officer, director, trustee, or other person who performs services for the corporation and who does not receive compensation other than reimbursement of expenses for those services.

(b) Any person who serves as a volunteer of the corporation shall be immune from civil liability except where the injury or damage was a result of:

(1) The wilful misconduct of the volunteer;

(2) A crime, unless the volunteer had reasonable cause to believe that the act was lawful;

(3) A transaction that resulted in an improper personal benefit of money, property, or service to the volunteer;

(4) An act or omission that occurred prior to March 17, 1993; or

(5) An act or omission that is not in good faith and is beyond the scope of authority of the corporation pursuant to this subchapter or the corporate charter.

(c) This section shall apply only if the corporation maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence. This subsection shall not apply to any corporation having annual total functional expenses, exclusive of grants and allocations, of less than \$100,000, and which is exempt from federal taxation under [§ 501\(c\)\(3\) of the Internal Revenue Code](#) of the United States.

(d) This section shall not be deemed to exempt the corporation from liability for the conduct of the volunteer, but the corporation shall be liable only to the extent of the applicable limit of insurance coverage it maintains.

CREDIT(S)

(Aug. 6, 1962, Pub. L. 87-569, § 113, as added [Mar. 17, 1993, D.C. Law 9- 222, § 2, 40 DCR 587.](#))

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.15.

Legislative History of Laws

Law 9-222, the "District of Columbia Nonprofit Corporation Amendment Act of 1992," was introduced in Council

and assigned Bill No. 9-316, which was referred to the Committee on Consumer and Regulatory Affairs. The Bill was adopted on first and second readings on December 1, 1992, and December 15, 1992, respectively. Signed by the Mayor on December 31, 1992, it was assigned Act No. 9-353 and transmitted to both Houses of Congress for its review. D.C. Law 9-222 became effective on March 17, 1993.

References in Text

"[Section 501\(c\)\(3\) of the Internal Revenue Code](#) of the United States", referred to in subsection (c) of this section, is codified at [26 U.S.C. § 501\(c\)\(3\)](#).

DC CODE § 29-301.113

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[§ 29-301.114. Limited liability for an employee of the corporation.](#)

(a) For the purposes of this section, the term "employee" means a person regularly employed to perform a service for a salary or wages.

(b) Except as provided in subsections (c) and (d) of this section, no employee of the corporation shall be held personally liable in damages for any acts or omissions in providing services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation, other than reimbursement of expenses, received from the corporation for performing those services or duties during the 12 months immediately preceding the act or omission for which liability was imposed.

(c) The limitation of liability in this section shall not apply when the injury or damage was a result of:

(1) The willful misconduct of the employee;

(2) A crime, unless the employee had reasonable cause to believe that the act was lawful;

(3) A transaction that resulted in an improper personal benefit of money, property, or service to the employee;

(4) An act or omission that occurred prior to March 17, 1993; or

(5) An act or omission that is not in good faith and is beyond the scope of authority of the corporation pursuant to this subchapter or the corporate charter.

(d) The limitation of liability in this section shall not apply to any licensed professional employee operating in his or her professional capacity.

(e) This section shall not be deemed to exempt the corporation from liability, but the corporation shall be liable only to the extent of the applicable limit of insurance coverage it maintains.

CREDIT(S)

(Aug. 6, 1962, Pub. L. 87-569, § 114, as added [Mar. 17, 1993, D.C. Law 9- 222, § 2, 40 DCR 587.](#))

HISTORICAL AND STATUTORY NOTES

Prior Codifications

1981 Ed., § 29-599.16.

Legislative History of Laws

For legislative history of D.C. Law 9-222, see Historical and Statutory Notes following § 29-301.113.

DC CODE § 29-301.114

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