

AN ACT

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IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

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To amend the District of Columbia Nonprofit Corporation Act to allow members to vote on

all matters and to grant a proxy by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission; to allow a member to execute a proxy by any reasonable written means; to allow a copy, facsimile, or other reliable reproduction used by a member to vote or grant a proxy to be used for any purpose for which the original could be used; to require that persons appointed by a corporation to count votes and determine the validity of members' proxies specify the information upon which they rely when they determine that a telephone call, telegram, cablegram, electronic mail, or other means of electronic or telephonic transmission used to vote or grant a proxy is valid; and to provide that persons who vote by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission shall be counted as present for purposes of voting and determining a quorum.

BE IT ENACTED BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this act may be cited as the "Nonprofit Corporation Voting Amendment Act of 2000".

*Codification  
District of  
Columbia  
Code  
2001 Supp.*

Sec. 2. The District of Columbia Nonprofit Corporation Act is amended as follows:

(a) Section 16 is amended as follows:

(1) A new subsection (a-1) is added to read as follows:

"(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."

(2) Subsection (b) is amended to read as follows:

"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."

(3) A new subsection (b-1) is added to read as follows:

"(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.”.

(4) A new subsection (b-2) is added to read as follows:

"(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."

(5) A new subsection (b-3) is added to read as follows:

"(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."

(b) Section 17 is amended by adding a new subsection (d) to read as follows:

"(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."

Sec. 3. The Council adopts the fiscal impact statement in the committee report as the fiscal impact statement required by section 602(c)(3) of the District of Columbia Home Rule Act, approved December 24, 1973 (87 Stat. 813; D.C. Code § 1-233(c)(3)).

Sec. 4. This act shall take effect following approval by the Mayor (or in the event of veto by the mayor, action by the Council to override the veto), approval by the Financial

**ENROLLED ORIGINAL**

Responsibility and Management Assistance Authority as provided in section 203(a) of the District of Columbia Financial Responsibility and Management Assistance Act of 1995, approved April 17, 1995 (109 Stat. 116; D.C. Code § 47-392.3(a)), a 30-day period of Congressional review as provided in section 602(c)(1) of the District of Columbia Home Rule Act, approved December 24, 1973 (87 Stat. 813; D.C. Code § 1-233(c)(1)), and publication in the District of Columbia Register.

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Chairman  
Council of the District of Columbia

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Mayor  
District of Columbia