

WS
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Jason S. Weingartner
Chairman, Young Republican National Federation
P.O. Box 16293
Arlington, VA. 22215
VIA EMAIL TO: jweingartner@nygop.org

RE: List of Delegates for the 2015 YRNF Convention

Mr. Weingartner:

It has come to my attention that the Young Republican National Federation (YRNF) is denying access to the list of delegates to the 2015 YRNF convention to members in good standing who have made lawful requests to inspect that list.

It is simply impossible for a fair, unbiased, open election to be held when one slate of candidates is systematically denied access to the names and contact information of all individuals who are qualified to vote in that election. It is a fundamental premise of good governance that elections be held on an equal playing field between all candidates. For an organization to withhold such information is not only suspicious, it is unlawful. Specifically, withholding the names of members who are qualified to vote at a convention of the YRNF is *directly* contrary to the law governing the YRNF.

As you know, the Young Republican National Federation is incorporated as a nonprofit membership corporation in the District of Columbia¹ and thus is subject to the nonprofit corporation code of D.C. The code requires that:

After fixing a record date for a meeting, a membership corporation shall prepare an alphabetical list of the names of all its members that are entitled to notice of that meeting of the members. The list shall show the address of and number of votes each member is entitled to cast at the meeting.

¹ Initial File Number: 973453.

D.C. Code § 29-405.20(a). In other words, the names and addresses of every member (in our terms, all delegates to the Convention) who are entitled to vote at the convention must be compiled by the YRNF. It is my understanding that the YRNF Credentials Committee is in possession of precisely this list.

In order to promote open and transparent governance among all nonprofit corporations, the code *requires* that the list of voting members “*shall be available for inspection by any member, beginning 2 business days after notice of the meeting is given for which the list was prepared and continuing through the meeting.*” D.C. Code § 29-405.20(b) (emphasis added). In other words, *any* delegate to the 2015 Convention is *entitled by law* to inspect the delegate list. Further, in addition to inspection, the delegate is entitled to copy the list at their own expense, provided they do not use the list to send out commercial solicitations. *Id.*; D.C. Code § 29-413.07 (prohibiting use of the delegate list for commercial purposes). Since the delegate list here is maintained electronically, obviously no cost would be associated with obtaining a copy.

The law also imposes penalties on an organization should it fail to comply with a lawful request to inspect the delegate list. Specifically, “[i]f a membership corporation refuses to allow a member or the member's agent to inspect the list of members before or at the meeting,” D.C. Code § 29-405.20(c), sanctions may be imposed by the Superior Court. These sanctions may include a summary order allowing inspection, imposition of attorney’s fees and other costs, and even a “postpone[ment] of the meeting for which the list was prepared until the inspection and copying is complete.” D.C. Code § 29-405.20(c)(1)-(4).

I understand that you are concerned about the privacy of the contact information (e-mail, phone number, etc) contained on the delegate list. This is certainly a legitimate concern, but it is one already directly addressed by the law. The list cannot be used “to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election,” or “[u]sed for any commercial purpose” and finally it cannot be “[s]old to or purchased by any person.” D.C. Code § 29-413.07(a)(1)-(3).

I hope the withholding of the delegate list is merely an oversight—it is certainly understandable that you are not intimately familiar with the legal requirements of the D.C. Nonprofit Corporations Code. However, that law is unambiguous—the names and contact information of all delegates able to cast a vote at the 2015 YRNF Convention *must* be made available to *any* delegate upon request.

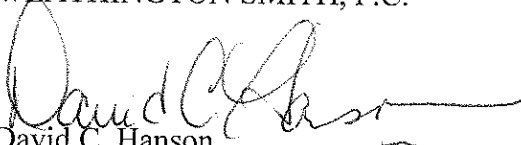
Finally, *to avoid any and all doubt*, I am hereby requesting, on behalf of Meagan Myers Hanson, a delegate to the 2015 YRNF Convention and member of the Executive Board of the YRNF, that the delegate list and contact information be immediately provided to Ms. Hanson pursuant to the requirement of D.C. Code § 29-405.20.

In order to avoid the (hopefully) unnecessary headache and expense of involving the Superior Court of D.C., **PLEASE RESPOND TO THIS LETTER BEFORE THE CLOSE OF BUSINESS TODAY.**

Please do not hesitate to contact me to discuss this matter further.

Regards,

WEATHINGTON SMITH, P.C.


David C. Hanson

DCH/kwr

Cc: Megan Hanson