



July 28, 2015

Mr. David C. Hanson
Weathington Smith
191 Peachtree St., NE Suite 3900
Atlanta, GA 30303

VIA Certified Mail with Electronic Copy

Dear Mr. Hanson:

I am in receipt of your correspondence of July 24, 2015 and your follow-up email sent on Monday, July 27, 2015. In your original correspondence, transmitted to the Young Republican National Federation, Inc. (“YRNF”) via electronic mail and received at 2:00 PM, you demanded a response by the close of business that same day. In said correspondence (the “Demand Letter”), you demanded all available information regarding delegates to the YRNF’s 2015 convention and threatened litigation against the YRNF on behalf of your client/spouse, Mrs. Meagan Myers Hanson unless this information was immediately provided.

As mentioned in a previous correspondence, DC law requires that you provide five (5) business days’ notice prior to examining the records at our DC office, if your client/spouse is entitled to inspect them. D.C. Code § 29-413.02. Please accept this letter as our timely response.

You assert that your client/spouse has a right to the delegate information because the DC Nonprofit Corporations Code (“Code”), at § 29-405.20, affords members of corporations organized under the Code access to the corporation’s membership list. After a review of the law, and consultation with our legal team, the YRNF disagrees with your interpretation of the law. Furthermore, your Demand Letter is not in the proper form, pursuant to §§ 29-405.20 and 29-413.02 of the Code. Section 29-405.20 references, and incorporates, § 29-413.20. In turn, § 29-413.02 requires you to

Deliver[] to the corporation a signed notice in the form of a record at least **5 business days before the date** on which the member wishes to inspect and copy.

See both § 29-413(a) and (b) [Emphasis added].

This same provision allows a member to inspect the member lists only if

1. The member's demand is made in good faith and for a proper purpose;

2. The member describes with reasonable particularity the purpose and the records the member desires to inspect; and
3. The records are directly connected with this purpose.

§ 29-413.02(c)

Your Demand Letter does not request the delegate *list*, does not state a specific date on which your client/spouse wishes to inspect the records, does not provide at least five (5) business days' notice, and lacks a statement as to why the demand was made in good faith and for a proper purpose.

As to the substance of your Demand Letter, the DC Council substantially revised its Nonprofit Corporation Code in 2010. Among the changes it adopted was a definitional distinction between a non-profit corporation's members and its delegates. Calling your attention to Code § 29-401.02(24), a member is defined as,

A person that has the right, in accordance with the articles of incorporation or bylaws, **and not as a delegate**, to select or vote for the election of directors or delegates or to vote on any type of fundamental transaction...

[Emphasis added].¹

The Fifth Article of the YRNF's Articles of Incorporation, first filed with the Secretary of the District of Columbia in 1997 provides as follows,

Fifth: The Corporation shall have one class of voting members that shall be comprised of the members of the Young Republican National Committee, as provided in the by-laws.

I would further call your attention to Section 3.02 of the YRNF's Bylaws,

Composition. The National Committee shall be comprised of the members of the Board, the chief executive officer of each state federation, the national committeeman and national committeewoman of each state federation, the chairman of the standing committees, and the regional directors.

[Internal citations omitted.]

Based on the Code, the YRNF's Bylaws, and the YRNF Articles of Incorporation, its only members are the members of the National Committee. Though you assert repeatedly that "in our terms, all delegates to the Convention" are members of the Corporation and use the terms "member" and "delegate" interchangeably, your interpretation of those words' definition is not correct or in good faith, based on a plain and good faith reading of the Code and the YRNF's own governing documents. Furthermore, "Delegate" as defined by the Code means a person

elected or appointed to vote in a representative assembly for the election of directors or on other matters.

§ 29-401.02(7)

¹ Also note, the Code separate defines "Delegate" at § 29-401.02(7), quoted herein.

A Convention is not a member meeting within the meaning of Subchapter V of the Code. Per Section 3.03(a) of the YRNF's Bylaws, and consistent with the provisions of the Articles and the Bylaws already referenced, "a meeting of the National Committee is a meeting of the membership of the Corporation." Section 3.03(b)(i) further highlights this important distinction by providing that the National Committee shall meet prior to and on the day following the Convention.

Since the Convention is not a meeting of the members, the provisions of Subchapter V of the Code, which provide the purported basis of your demand for relief, are inapplicable.

It appears you have confused "members" with "delegates" and "member meetings" with "representative assemblies." The DC Council distinguished between "members" and "delegates." It could have imposed a similar requirement for representative assemblies, but it chose not to impose a similar requirement. In fact, it separately defined "delegate" and "member" and excluded "delegates" from the definition of "member." I would further note that even if the YRNF was required to provide your client/spouse with a list of delegates similar to the list of members required by §29-405.20, she would only be entitled to a list of their names and addresses and not the delegates' information including "e-mail, phone, etc."

Additionally, your Demand Letter is deficient for several reasons, as referenced above. First, it fails properly to demand a list of delegates. Second, it fails to state with clarity the purpose for the records have been requested. Third, it fails to state with clarity how the records will be used to achieve that purpose. Finally, it fails to state how the issues raised, if made in good faith, could have raised in a timelier manner, since you chose to make them a little more than a week before the Convention.

Given these three deficiencies, pursuant to Code § 29-413.02(c), your request has not been made in accordance with the law's requirements. Furthermore, any good faith reasoning for your request is undermined by the fact that your client/spouse, refused to wait the required five (5) business days for a response and her referencing of the Demand Letter via Social Media to her campaign.² It would seem the request itself might be a political ploy rather than a good faith effort to exercise the right of a member.

Contrary to your allegations, both in the Demand Letter and Mrs. Hanson's social media post, the YRNF is not permitting, or creating, an unequal playing field between candidates. For your reference, I can assure you that since at least 2003, it has been the practice of the YRNF not to provide candidates access to delegate lists. When there have been contested elections, candidates relied on supporters within the respective State Federations to assist them in compiling lists of individuals their State Federations have appointed as delegates.

As the current chair of the YRNF, I expect your client/spouse had compiled a contact list in that manner. Other than unfounded accusations by your client/spouse, I have yet to receive even a single complaint, let alone any evidence, that her opponent has had access to the delegate lists.

² Also, be advised, the social media post contained at least two misleading allegations. First, Mrs. Hanson stated that she requested "the names of delegates who can vote in the upcoming election." On the contrary, Mrs. Hanson demanded release of all delegate information, including names, "email, phone, etc." Second, Mrs. Hanson stated that she requested the delegate information be released to all candidates. This also mischaracterizes the Demand Letter, which seeks the release only to her ticket.

To the contrary, I have received multiple correspondences from state chairs requesting that their delegate information be kept from *both* candidates, and proprietary to the State Federations. In these correspondences, the State Federations indicated promises were made to the delegates with regard to the privacy of their information. Based on the legal team's analysis of DC law, I intend on honoring this request.

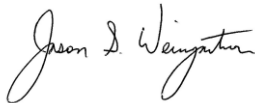
As to your threatened litigation – apart from the fact that your client/spouse is bound by the mandatory dispute resolution processes provisions of Article VIII of the YRNF Bylaws—I believe this analysis should be more than sufficient to demonstrate the lack of a good faith basis for your request to pursue judicial relief. For that reason, I would encourage you to review to Rule 11 of the D.C. Superior Court's Rules of Civil Procedures prior to the commencement of any such litigation.

The YRNF is committed to protecting the privacy of the contact information of our delegates. In addition, as the delegates, both under our Rules and the Code are not “members” of the YRNF, it is not within our right to distribute that information.

If you wish, and would resubmit a proper request, we would be more than happy to supply your client/spouse with the list she is entitled to as a member of the YRNF: the list of the other members of the National Committee.

Furthermore, since you have threatened litigation, counsel has advised me to direct all future correspondences to Kevin M. Reverri, Esq., YRNF Deputy General Counsel. If you have additional concerns, please contact him via email at KReverri@gmail.com.

Regards

A handwritten signature in cursive script that reads "Jason S. Weingartner".

Jason S. Weingartner
Chairman – Young Republican National Federation, Inc.³

³ All advice received by the YRNF expressed in this letter has been provided pursuant to D.C. Court Rule 49(c)(6).