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January 24, 2019

Ladies and Gentlemen:

We, being the undersigned in combination with a team of other pro bono attorneys, write in reference to, and on behalf of, the University of the District of Columbia National Alumni Society (UDCNAS). We write in order to introduce ourselves to you, and to provide you with our assessment of the current status of the organization and our proposed steps forward.

#### UDCNAS' Pro Bono Legal Engagement

On October 11, 2018, we met with representatives of the University of the District of Columbia (UDC), UDC Foundation, and UDCNAS to discuss a potential engagement as pro bono legal counsel, and we, along with UDCNAS, formalized this engagement on November 2, 2018. The scope of our engagement extends to assisting UDCNAS with several different corporate matters in order to allow UDCNAS to perform the duties required of it by UDC and to better serve the membership.<sup>1</sup>

#### UDCNAS' Recent Corporate History and Restructuring

In recent years, UDCNAS suffered from challenges typical to many non-profit organizations, particularly those that rely on the leadership and contributions of volunteer-led committees. In addition to challenges in corporate governance relating to finances, recordkeeping, and leadership, UDCNAS itself was no longer able to meet UDC-required legal entity status. UDCNAS experienced administrative lapses which resulted in, among other things, (i) the entity's corporate status in the District of Columbia being revoked, and (ii) the entity losing designation by the U.S. Internal Revenue Service as a 501(c)(3) tax-exempt organization. When the demand on the Board of Directors exceeded their capacity to meet the needs of the organization, UDCNAS pursued a plan to restructure how UDCNAS is governed. During this restructuring, several officers resigned,<sup>2</sup> meaning that UDCNAS is now undergoing both efforts to restore its status as a legal entity, and to build back its governance capacity among its Board of Directors.

As part of the effort to rebuild governance capacity, UDCNAS has undertaken to update and improve its bylaws. Due in part to challenges of recordkeeping by past UDCNAS Boards of Directors, we have determined it is not feasible to accurately construct a list of members at this time. Therefore, it is also not feasible to submit the restructuring plan and bylaws to a vote prior to reinstating the

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<sup>1</sup> Although we represent UDCNAS itself—and we do not represent any past or current director, member, or other individual—our primary points of contact for UDCNAS are Ms. Alexandra Washington and Mr. Bernard Grayson. Ms. Washington is acting as a representative of UDCNAS in her capacity as an ex-officio member of the board and in the roles of a Director and Chair of Membership. Mr. Grayson has served as the Sergeant at Arms and continues as a Director.

<sup>2</sup> Mr. Mah-ki Fox tendered a written resignation on June 13, 2018. Ms. Rina Daniels tendered a written resignation on October 5, 2018, citing scheduling issues. Ms. Monica D. Green tendered a written resignation on October 11, 2018, citing inability to attend meetings.

organization in DC and subsequently holding elections. All facts considered, our assessment is that the previous UDCNAS Board and its current representatives have taken reasonable measures to restructure the group and endeavor to restore its ability to function.

Corporate Work to be Undertaken

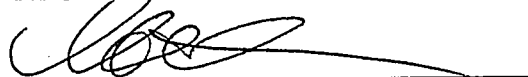
UDC regulations require that the alumni society be incorporated in the District of Columbia (DC) and maintain 501(c)(3) status with the United States Internal Revenue Service (Chapter 8B, Section 900.2 of the D.C. Municipal Regulations (DCMR)). The work with which we will assist UDCNAS includes:

- Seeking reinstatement of corporate and tax exempt status in the District of Columbia;
- Appointment of a proper registered agent in DC;
- Evaluation of whether UDCNAS requires a Charitable Solicitation License;
- Applying to regain federal 501(c)(3) status;
- Assisting UDCNAS to exert proper control and implement protections for all financial accounts;
- Conducting a review of UDCNAS' bylaws and organizational structure for compliance with District of Columbia law and governance best practices;
- Negotiation and entry into Memoranda of Understanding with UDC and the UDC Foundation; and
- Various related tasks which may arise in connection with these activities.

Our team will be assisting UDCNAS through the entirety of their process to restore DC corporate status, 501(c)(3) status, and the above related concerns. We are happy to answer any further questions related to this request. You can reach us through UDCNAS' two acting board members: Alexandra Washington at [Alexandra.Washington@udc.edu](mailto:Alexandra.Washington@udc.edu) or Bernard Grayson at [BGrayson202@gmail.com](mailto:BGrayson202@gmail.com). We thank you for your continued interest in and support of UDCNAS and look forward to helping reinvigorate the society to better serve you.

Sincerely,

**MICHELLE A. WEINBAUM**



*Admitted to Practice only in New York and the District of Columbia*

CC: University of the District of Columbia National Alumni Society