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Study B-501

July 19, 2000

**First Supplement to Memorandum 2000-44**

**Uniform Unincorporated Nonprofit Association Act:  
Comments of R. Bradbury Clark**

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We have received a letter from R. Bradbury Clark of the State Bar Nonprofit Organizations Committee, commenting on Memorandum 2000-44. The letter is attached. The staff will discuss Mr. Clark's comments when Memorandum 2000-44 is discussed.

Respectfully submitted,

**Brian Hebert**  
Staff Counsel




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Dear Brian:

Thank you for the copy of Memorandum 2000-44 re the Uniform Nonprofit Association Act. I have read it but have not been able to prepare detailed comments or obtain comments from others on the Nonprofit Organizations Committee. I plan to do so as soon as I can. In the meantime, I have the following somewhat general comments:

1. Coverage of For-profit Associations. If additions or changes to California law are proposed, their applicability to both non- and for-profit associations should be addressed and decided.
2. Organization, Governance and Termination. Any relatively broad-gauged addition/change to California law should deal with these matters in reasonable detail, largely with "default" rules to apply if an association's documents do not. Professor Hone is right that drafting would be difficult, but these matters are so important and so often not covered that such statutory language may well be much more important than some of the coverage of the Uniform Act. Perhaps our Committee could be of help here. Among other things, coverage of these matters would replace or make more satisfactory some Uniform Act provisions such as those relating to property, distributions to members, etc.
3. Liability of an Association and its Members, Governing Body Members and Officers and Related Matters. Your discussion of these matters as dealt with in our present law and the Uniform Act seems to make clear the need for much further refinement, integration and also for consultation with interested groups, as you here and there recommend.
4. Definitions. "Member" and "Nonprofit Association" each need study and revision.

O'MELVENY & MYERS LLP

Brian P. Hebert, Esq., California Law Revision Commission, July 18, 2000 - Page 2

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I am sorry not to be more explicit. As you can see, I don't think the Uniform Act should be adopted without major change and expansion. I believe others on our Committee agree.

I am also sorry that I cannot attend the Commission's meeting in San Diego this week. Unfortunately, other commitments will keep me in Los Angeles.

Sincerely yours,



R. Bradbury Clark

RBC:bas

cc: Nathaniel Sterling, Esq.  
Philip M. Sims, Esq.