

## **Joint Resolution of the Nonprofit and Tax-Exempt Organizations Committees**

### **Upon the Passing of R. Bradbury Clark**

The Nonprofit Organizations Committee of the Business Law Section and the Tax-Exempt Organizations Committee of the Taxation Section of the State Bar of California have adopted a Joint Resolution recognizing the unparalleled contributions of our friend and colleague R. Bradbury Clark to the State Bar, the organized bar and the nonprofit community. While his contributions are too numerous to mention, we describe a number of them, as well as our lasting impressions of our friend and mentor Brad Clark.

Brad has been given much of the credit for the vision of the Business Law Section, which was created in 1977. In that year, Brad produced what has been referred to as a remarkable planning document, his Report of Purposes and Scope of Activities of the Section. Brad's plan has more than stood the test of time. In fact, in 1997, the historian for the Section reported: "Twenty years later I find little with which to quibble in Mr. Clark's vision."

Brad Clark was also the primary author of the California Nonprofit Corporation Law, which codified and updated the many rules and regulations affecting the organization and operation of charitable and religious organizations and non-profit foundations and corporations in the state. The members of our committees, as well as all California lawyers who advise nonprofits, gratefully utilize and refer to that law on a daily basis.

Brad, who was chancellor emeritus of the Diocese of Los Angeles, was also known to several generations of Episcopalians in the Diocese as an expert in canon law. In fact, he received a doctor of humane letters degree, *honoris causa*, from Church Divinity School of the Pacific in 1982 in recognition of his contributions to the study of canon law.

Brad's contributions in corporate and nonprofit law continued through the years. He served as Editor of the seven-volume *Ballantine & Sterling: California Corporation Laws* up until his death. As a Life Member of the Nonprofit Organizations Committee, he also continued to contribute to the development and clarification of nonprofit law. Brad worked with the California Uniform Law Commission to redraft the California Nonprofit Unincorporated Associations Law and continued to serve on our Legislative Subcommittee until his death, making many contributions to the Committee's recent significant amendments to the Corporations Code affecting nonprofit corporations.

His contributions went beyond the legislative arena to encompass the continuing education of the members of our Nonprofit Organizations Committee and our extensive constituency list. For example, on December 4, 2008, Brad made a presentation to our Committee and constituency list by conference call entitled: "Comments on provisions for designation or selection of directors other than by election, delegation of board of director duties

and alternate directors: what does the law provide and what should it provide; what needs to be supplemented by corporate bylaws?" His 27-page program materials accompanying the presentation serve as a continuing reference.

Brad was an invaluable resource to us. In our legislative deliberations, he often recalled the history of any particular Corporations Code sections we were discussing. However, he did it in his usual understated way. His comments were always to the point and always enlightened us. He also took the time to help us with the few dissenters to our legislation, taking part in the discussions and helping to advance our legislative initiatives. And always, he had a sense of humor. Most of our meetings were by conference call, and when he would come on, we would say "it's good to hear your voice, Brad." He would often reply "it's good to be heard." We were lucky to "hear" Brad and enjoy his company and wisdom.

We salute our friend and mentor Brad Clark.

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