

## ICYMI: Virtual Member Meetings Now Permanently Permitted for New York Nonprofits

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On November 8, 2021, New York Governor Kathy Hochul signed [legislation](#) that permanently allows New York nonprofit corporations with members and religious corporations to hold virtual membership meetings, and nonprofit corporations to hold hybrid meetings in which some members participate virtually while others participate in person.

Prior to the passage of this legislation, Section 603 of New York's Not-for-Profit Corporation Law ("N-PCL") and Section 28 of the Religious Corporations Law ("RCL") required nonprofit corporations with members and religious corporations, respectively, to hold membership meetings in person.

In response to COVID-19, however, New York State implemented a series of temporary provisions to modify Sections 603 and 605 of the N-PCL to permit meetings of members to be held remotely or by electronic means. Under these temporary provisions, with Board approval, nonprofit corporations were allowed to hold membership meetings solely or partially through virtual or remote means, and religious corporations were allowed to hold congregant or membership meetings solely, but not partially, through virtual or remote means.

The new legislation permanently codifies into the N-PCL and RCL the option to hold virtual membership meetings, but nonprofit and religious corporations are treated differently. N-PCL 603(a) now provides that a nonprofit corporation's Board may elect to hold virtual or hybrid membership meetings "unless otherwise restricted" by its certificate of incorporation or bylaws, so long as certain "reasonable measures" are implemented to verify identity, to provide a reasonable opportunity to participate in real time, and to record actions. Nonprofit corporations that wish to hold virtual membership meetings should review their certificates and bylaws to ensure they don't currently restrict this right and, at the next opportunity and to avoid any doubt, may wish to amend their bylaws to explicitly track these new N-PCL provisions.

Section 28 of the RCL now provides that, notwithstanding any provision of their certificates or bylaws to the contrary, a religious corporation may hold virtual meetings if the Board is authorized to determine the place of membership meetings by the organization's certificate or bylaws. Religious corporations are not allowed to hold hybrid meetings.

The new [legislation](#) took effect on November 8, 2021.

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