After months of advocacy work, and with the help of thoughtful leaders like Assembly Member Amy Paulin, Bill A213 was signed by the Governor today. The purpose of this bill was to close a loophole in the NYS Not-for-Profit Corporation Law, which had previously allowed (by a technicality) for a minority of a nonprofit board to successfully vote to merge or dissolve the corporation. The language in Bill A213 modifies the law so that a two-thirds of the board is required for such a vote.

An excerpt of the bill text is included below, with the language modifications to the law highlighted in yellow:

The board of each corporation proposing to participate in a merger or consolidation under section 901 (Power of merger or consolidation) shall adopt, BY A VOTE OF TWO-THIRDS OF THE DIRECTORS PRESENT AT THE TIME OF THE VOTE, IF A QUORUM IS PRESENT AT THAT TIME, OR BY A VOTE OF THE NUMBER OF DIRECTORS REQUIRED UNDER THE CERTIFICATE OF INCORPORATION, BY-LAWS, THIS CHAPTER AND ANY OTHER APPLICABLE LAW, a plan of merger or consolidation...

For the entire bill: https://www.nysenate.gov/legislation/bills/2021/A213

Thank you to everyone who made this possible!