

STATE OF NEW YORK

8637

IN SENATE

May 10, 2018

Introduced by Sen. GALLIVAN -- read twice and ordered printed, and when printed to be committed to the Committee on Corporations, Authorities and Commissions

AN ACT to amend the not-for-profit corporation law, in relation to voting requirements of the board of certain corporations

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

1 Section 1. The opening paragraph of paragraph (a) of section 902 of
2 the not-for-profit corporation law is amended to read as follows:

3 The board of each corporation proposing to participate in a merger or
4 consolidation under section 901 (Power of merger or consolidation) shall
5 adopt, by a vote of two-thirds of the entire board of each corporation,
6 or by a vote of the number of directors required under the certificate
7 of incorporation, by-laws, this chapter and any other applicable law, a
8 plan of merger or consolidation, setting forth:

9 § 2. Subparagraph 1 of paragraph (a) of section 1002 of the not-for-
10 profit corporation law, as amended by chapter 549 of the laws of 2013,
11 is amended to read as follows:

12 (1) In the case of a vote by the board of directors: (i) the number of
13 directors required under the certificate of incorporation, by-laws, this
14 chapter and any other applicable law; [~~ex~~]

15 (ii) two-thirds of the entire board of the corporation; or

16 (iii) if the number of directors actually holding office as such at
17 the time of the vote to adopt the plan is less than the number required
18 to constitute a quorum of directors under the certificate of incorpo-
19 ration, the by-laws, this chapter or any other applicable law, the
20 remaining directors unanimously;

21 § 3. This act shall take effect on the ninetieth day after it shall
22 have become a law.

EXPLANATION--Matter in italics (underscored) is new; matter in brackets
[~~-~~] is old law to be omitted.

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