STATE OF NEW YORK

8637--A

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 -- committee discharged, bill amended, ordered reprinted as amended and recommitted to said committee

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:

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

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, setting forth:

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

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

(ii) **two-thirds of the directors present at the time of the vote, if a quorum is present at that time; or**

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

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

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

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