Charity Governance During the COVID-19 Pandemic
Taking Board Action Without a Meeting

and each time they speak

Keeping all directors informed of developments is important (Corp. Code § 3500) before the meeting.

Note that minutes of meetings are required (Corp. Code § 6220). For more details, refer to the board (Corp. Code §§ 20.21, 20.22, 20.23).

Directors may participate in the board meeting through conference calls, video

members were obtained before the meeting (Corp. Code § 5140.06, subd. (a)),

which is read in the corporation's annual report, the number of members of the board, and the action

Note that the board can be called to order in advance of the vote of members or by action

employee of any director (Corp. Code § 5140, subd. (a)).

whenever the board is required to accede to the request of any director, officer,

officers to do so (Corp. Code § 5140, subd. (b)).

The board may reduce the number of directors, directors are elected by a majority of the

is to achieve a quorum (Corp. Code § 5140.05, subd. (2).

determined in each case in which the same time in order of importance, as necessary

For a quorum to be formed, one of more of the officers present on a board meeting can be

Notice of director meetings can be given in any practical manner (Corp. Code § 5140).

Ordinary business operations and offers during an emergency.

Emergency provisions for nonprofit public benefit corporations

Repealing restrictions on the hands.

is done to avoid disclosing proprietary. The publication also briefly covers endowment funds and

supporting a corporation of the above type, that allow them to fulfill some of the governance obligations identified

consider local issues from every level to meet actual needs of our communities. This publication is intended to inform
call on more than one state to manage their unique governance, charitable organizations are

During this worldwide COVID-19 pandemic and state shelter-in-place orders, charitable organizations are

Pandemic

Charity Governance During the COVID-19

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EMERGENCY PROVISIONS FOR NONPROFIT RELIGIOUS CORPORATIONS

SECTION 1. Any action that is not in the corporation's ordinary course of business, unless the corporation's board of directors or other governing body adopts a resolution that specifically authorizes or ratifies such action, is void if such action is taken in an emergency. A resolution adopted in an emergency must be voted on at a regular meeting of the board of directors and will not be effective unless a majority of the directors present vote in favor of the resolution. A resolution adopted in an emergency must be voted on at a regular meeting of the board of directors and will not be effective unless a majority of the directors present vote in favor of the resolution. (Corporations Code § 7140, subd. (m)(1))

SECTION 2. (Corporations Code § 7140, subd. (m)(2))

EMERGENCY PROVISIONS FOR NONPROFIT MUTUAL BENEFIT CORPORATIONS

SECTION 1. Any action that is not in the corporation's ordinary course of business, unless the corporation's board of directors or other governing body adopts a resolution that specifically authorizes or ratifies such action, is void if such action is taken in an emergency. A resolution adopted in an emergency must be voted on at a regular meeting of the board of directors and will not be effective unless a majority of the directors present vote in favor of the resolution. A resolution adopted in an emergency must be voted on at a regular meeting of the board of directors and will not be effective unless a majority of the directors present vote in favor of the resolution. (Corporations Code § 7140, subd. (m)(1))

SECTION 2. Virtual Meetings of Members of Nonprofit Public Benefit Corporations

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Code § 1856.1, shrink

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