Board Meeting Math:
Calculating the Quorum and “Entire Board” for a New York Nonprofit Corporation

The Board of a New York nonprofit corporation can conduct business and make binding decisions at a Board meeting only if a quorum is present. “Quorum” is another word for the minimum number of Board members who must be present in order for the Board to meet. The Not-for-Profit Corporation Law sets a minimum quorum and a default quorum. An organization’s bylaws or certificate of incorporation will establish the organization’s Board size either using a fixed number or a range. You need to consider the statutory requirements and the size of your Board as established in your governing documents to determine quorum. Use the decision tree on page 2 to figure out the actual quorum for a particular organization.

To calculate the quorum, you may need to know how many directors constitute the “entire Board.” A New York nonprofit corporation may also need to know the size of its “entire Board” in order to calculate the number of directors who must vote to authorize certain major corporate decisions. The New York Not-for-Profit Corporation Law defines the “entire Board” as “the total number of directors entitled to vote which the corporation would have if there were no vacancies.” Figuring out what that number is can depend on whether the bylaws set a fixed number of directors or a range, and whether the Board has acted to fix the number. Follow the decision tree on page 3 to find the answer.

This alert is meant to provide general information only, not legal advice. If you have any questions about this alert, please contact info@lawyersalliance.org or visit our website www.lawyersalliance.org for further information.

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1 N-PCL 707.
2 N-PCL 102(a)(6-a).
Figuring Out the Quorum for a Board Meeting of a NY Nonprofit Corporation

**STEP 1: Calculate the minimum permissible quorum**

- **There are more than 15 Board members**
  - Yes: The minimum quorum is 5 members plus one more member for every 10 members (or fraction thereof) over 15
  - No: The minimum quorum is 1/3 of the entire Board

**STEP 2: Calculate the actual quorum**

- **Does the Certificate of Incorporation set the quorum at a number higher than or equal to the minimum quorum?**
  - Yes: Quorum is the number set in the Certificate of Incorporation
  - No: Quorum is the number set in the Bylaws

- **Do the Bylaws set the quorum at a number higher than or equal to the minimum quorum?**
  - Yes: Quorum is the number set in the Bylaws
  - No: Quorum is a majority of the “entire Board”
How Many Directors Are on the “Entire Board” of a NY Nonprofit Corporation?

- **Do the bylaws provide that there will be a specific number of directors?**
  - **Yes:** The “entire Board” is the specific number of directors set by the bylaws
  - **NO:**
    - **Do the bylaws set a minimum and maximum number of directors?**
      - **NO:** There are three directors on the “entire Board”
      - **Yes:**
        - **Have the governing members or the Board set a specific number of directors within that range?**
          - **Yes:** The “entire Board” is the specific number of directors set by the members or directors
          - **NO:** The “entire Board” is the number of directors within the allowed range who were elected or appointed as of the most recent election of directors, as well as any directors whose terms have not yet expired.