

# Virtual Meetings for Not-for-profit and Religious Organizations

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In January, we wrote about new laws that Governor Kathy Hochul signed in November 2021, that permanently gave New York not-for-profit corporations and religious corporations the ability to hold virtual meetings beyond the expiration of any emergency declarations related to COVID-19. Although the new laws made the option of virtual meetings permanent, “secular” not-for-profit corporations and religious corporations were treated differently.

A not-for-profit corporation’s board of directors could choose to hold an “all virtual” meeting (where attendance is solely by means of electronic communication, with no “in person” attendance) or a hybrid meeting (where some attend by means of electronic communication, and others attend “in person”), if such meetings were not prohibited by the organization’s certificate of incorporation or bylaws.

Religious corporations, however, were not permitted to hold hybrid meetings, and could only hold all virtual meetings if the board of trustees (by whatever name, e.g., board of elders, church council, etc.) was authorized to determine the place of meetings,

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and they, in their sole discretion, determine that the meeting shall be held solely by means of electronic communication, otherwise, it must be held solely in person. Under the “new” November 2021 amendments, unlike corporations formed under the N-PCL, meetings of religious corporations could not be held partially virtually—they must be held either entirely in person or entirely virtually.

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That is no more.

At 9:00 p.m. on Sunday, August 21, 2022, I received an email from someone I did not know, informing me that on August 17, 2022, Governor Hochul signed into law Chapter 518 of the Laws of 2022, which repealed RCL § 28 and replaced it with a new § 28, which now allows religious corporations to conduct virtual and hybrid meetings as any “secular” not-for-profit corporation can. I confirmed that what the writer, Jonathan Mark, wrote was accurate and spoke with him the next day.

Jon, an esteemed lawyer, now retired, at the well-respected Cahill Gordon & Reindel, and former mayor of Scarsdale, New York, told me that he was advising his temple on rules for virtual meetings and saw our memo that religious and secular corporations were treated differently with respect to hybrid meetings. This clear disparity prompted him to contact and ask his New York State Assemblywoman Amy Paulin to amend the Religious Corporations Law to bring it into line with the Not-For-Profit-Corporation Law that allows for hybrid meetings for secular nonprofits. In a burst of understated candor, he said, “Somewhat to my surprise, that has now been done.” See this link:

<https://bit.ly/nysassembly-gov>

It is quite gratifying to see the end result of our simple memo updating a change in the law. Thank you, Jon Mark for this and for bringing some logic to the law. We often hear the old, unattributed saw, “If you like sausages, it’s best not to see them being made.” Well, you seem to have made this hot dog quite effortlessly.

The full text of the new RCL § 28, which took effect immediately, follows:



### RCL § 28. Electronic Meetings

Notwithstanding any provision of law, certificate of incorporation or by-laws to the contrary, if the board of trustees of a religious corporation is authorized to determine the place of trustee meetings, corporate meetings, congregant or membership meetings, the board of trustees may, in its sole discretion, determine that the meeting shall be held partially or solely by means of electronic communication. In the case of a meeting held solely by electronic communication, the electronic service and/or platform through which the meeting is held shall be the place of the meeting for purposes of this chapter. Meetings conducted partially or solely by means of electronic communications in reliance upon this section and any individual’s electronic participation in such meetings shall be subject to those guidelines and procedures as the board of trustees adopts.