

March 20, 2023

**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.¹ 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.”² 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.**

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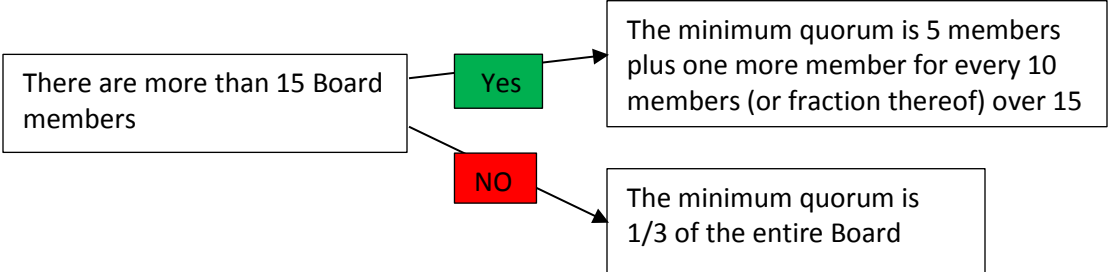
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¹ N-PCL 707.

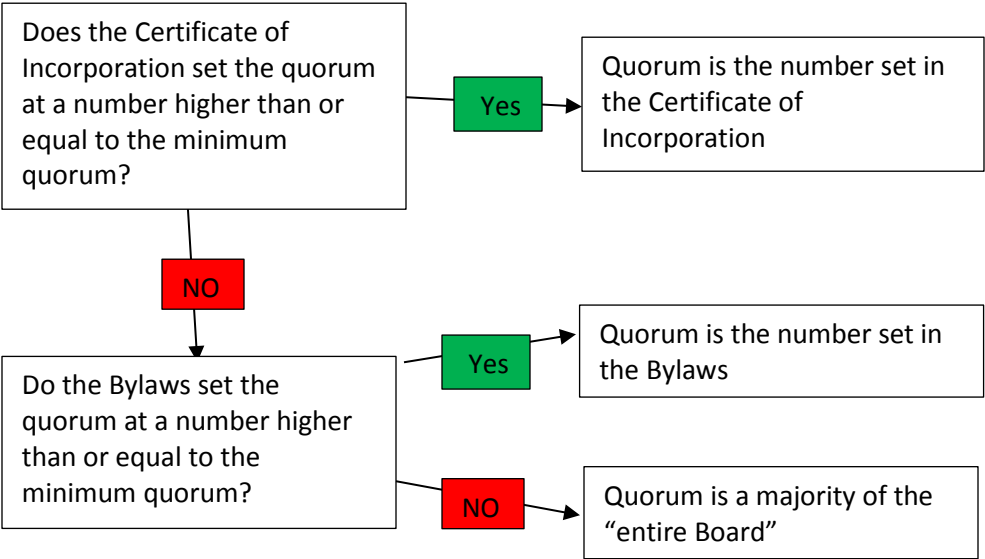
² N-PCL 102(a)(6-a).

**Figuring Out the Quorum for a Board Meeting
of a NY Nonprofit Corporation**

STEP 1: Calculate the minimum permissible quorum



STEP 2: Calculate the actual quorum



How Many Directors Are on the “Entire Board” of a NY Nonprofit Corporation?

