



BoardEffect

Research Report

U.S. LAWS GOVERNING NONPROFIT BOARDS AND ELECTRONIC VOTING

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Contents

Foreword..... 2

Disclaimer..... 2

Summary Charts..... 3

 Summary of U.S. State Laws on Electronic Voting by Nonprofit Boards 3

 U.S. State Laws on Electronic Voting by Nonprofit Boards, Listed by State 5

Excerpts from U.S. State Legal Codes 7

 Language Governing Voting by Nonprofit Boards of Directors 7

Dates of Creation/Amendment 21

 U.S. State Codes Governing Nonprofit Boards 21

Additional Resources 23

 General Sources of Nonprofit Legal Information..... 23

 U.S. State Nonprofit Associations 24

 U.S. State Authorities Regulating Charities..... 26

Acknowledgements..... 27

About the Author 28

About the Editor..... 28

Foreword

The initial research for this report began with the question “Can nonprofit boards vote online?” The intent was to determine the legal parameters within which a board portal’s voting feature could operate. Our research approach was to identify the language in each state’s nonprofit legal code concerning voting procedures and determine the extent to which each state either supported or prohibited a nonprofit board from voting electronically.

Our first step was to contact the office in each state responsible for regulating charities for guidance. Through contacting the list of state charity offices provided by NASCO (the National Association of State Charity Officials), state nonprofit associations such as Maryland Nonprofits, and legal personnel from state nonprofit associations, we began to piece together the information presented in this report. Whenever possible, we have provided in the appendix the relevant clauses from each state’s nonprofit code.

This report provides a summary of U.S. State laws regarding using electronic communication tools in a board room. Whenever possible, we have included the legal citation, as well as an explanation of the legal vocabulary, how and where to find each state’s codes, and a list of resources.

The report includes:

- Summary charts on laws governing electronic voting by nonprofit boards nationally
- Chart summarizing each state’s code concerning electronic voting by nonprofit boards of directors with a legend identifying the definition of “meetings” for each state
- Excerpted text from each state’s nonprofit code referring to electronic communication laws
- Research sources, including a listing of each state charity offices’ names and contacts and Nonprofit Association names and contacts for each state

We welcome your comments and feedback on this report. Please contact BoardEffect at info@boardeffect.com or (866) 672-2666.

Disclaimer

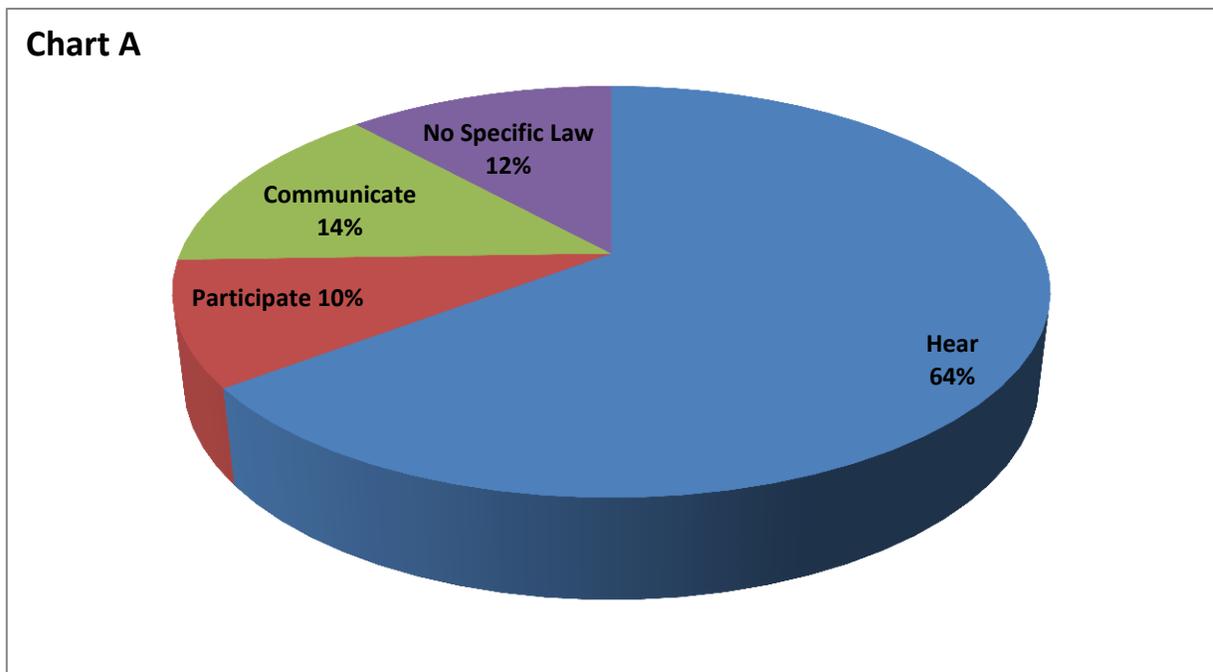
This report represents a compilation to the best of our ability of the information available through public records on U.S. state laws concerning electronic voting by nonprofit boards. The information contained in this report does not represent legal advice of any kind and should not be used in lieu of legal counsel. This report does not supersede any organization’s own bylaws; nor does it supersede any current local, state or federal laws in the U.S., nor laws of any countries outside the U.S. In addition, due to the constantly changing nature of online records, we cannot guarantee that the links to related websites listed below are current.

Summary Charts

Summary of U.S. State Laws on Electronic Voting by Nonprofit Boards

The chart below (Chart A) shows the breakdown of U.S. State laws addressing electronic voting by nonprofit boards. The percentages show how many states require:

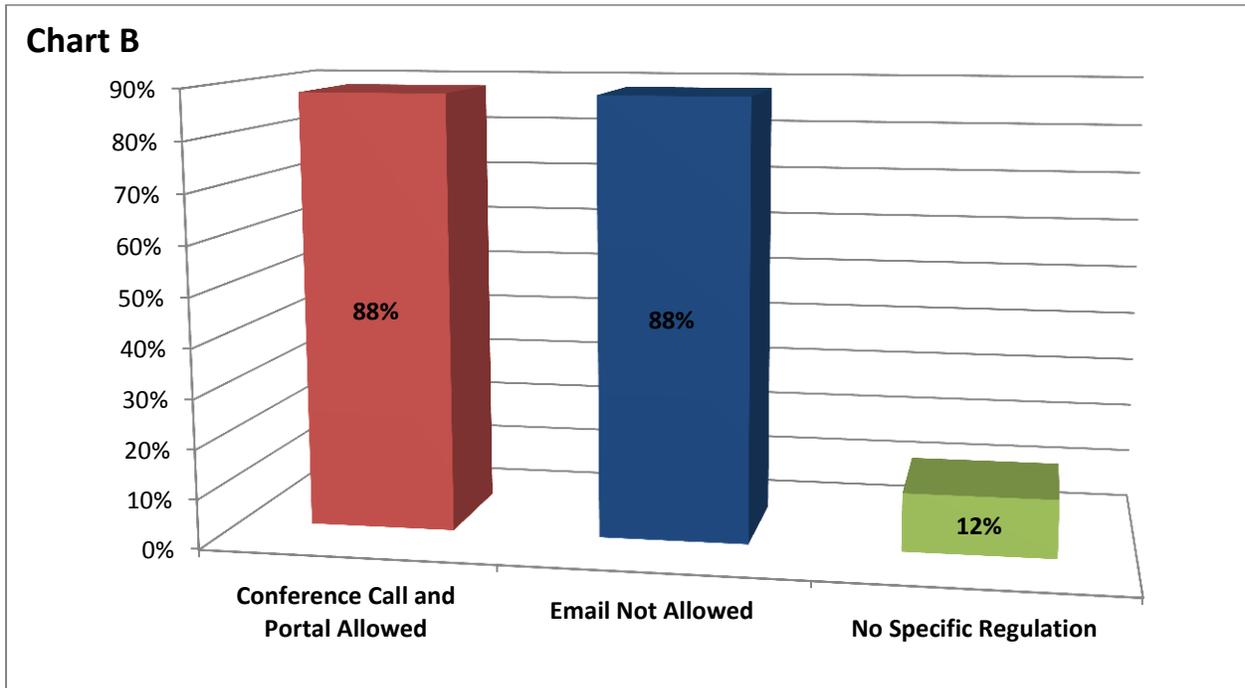
- 64% of states require members to be able to “Hear” one another in order to cast a vote
- 14% specify that participants must be able to “Communicate Concurrently”
- 10% only specify that members must be able to “Participate” (which includes those states that only specify members must be able to “Hear or Read” comments)
- 12% do not have any specific legal language governing voting electronically, but allow nonprofits to refer to their own bylaws for guidance



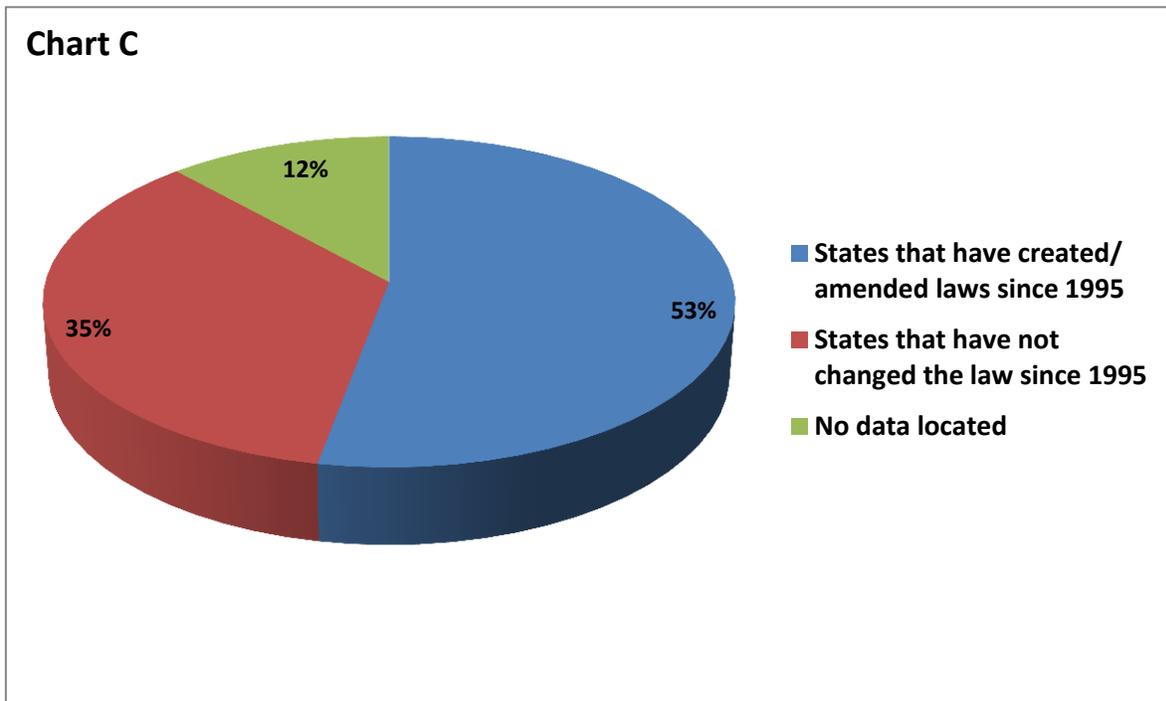
The chart below (Chart B) shows the percentage of states that allow both Conference Calls and/or Board Portals to be used by nonprofit boards of directors for voting, and the percentage states that would not allow Email for the same purpose.

- 88% would allow Conference Calls and/or Board Portals for electronic voting by nonprofit boards of directors.
- 88% have laws that would preclude the use of *only* Email for electronic voting by nonprofit boards. (NOTE: Email in conjunction with a Conference Call or other means of immediate communication would be acceptable in many states.)

- 12% of states do not have specific language governing electronic voting by nonprofit boards, but do allow the nonprofit to refer to its own bylaws for guidance



The chart below (Chart C) demonstrates the status of U.S. state laws on voting by nonprofit boards, showing the percentage of states that have either created or amended laws since the Internet began to be in widespread use (c.1995). (NOTE: See additional detail on page 21.)



U.S. State Laws on Electronic Voting by Nonprofit Boards, Listed by State

The table below (Table A) identifies for each state the allowable voting procedures in nonprofit board meetings, conference calls, by email and/or via board portal.

TABLE LEGEND – Definition of “Meetings” in Each U.S. State

H	Hear
P	Participate; also for states that stipulate participants must be able to “hear or read”
C	Communicate concurrently/simultaneously
Y	Yes
N	No

Table A: Summary of U.S. State Laws Governing Electronic Voting by Nonprofit Boards

U.S. STATE	ST	Meetings	Conference Calls	Email	Portal	Additional Notes
Alabama	AL	H	Y	N	Y	W/ phone assist
Alaska	AK	<i>Statute does not address, but allows for bylaws to determine meeting procedures</i>				
Arizona	AZ	H	Y	N	Y	W/ phone assist
Arkansas	AR	<i>Statute does not address, but allows for bylaws to determine meeting procedures</i>				
California	CA	C	Y	N	Y	
Colorado	CO	H	Y	N	Y	W/ phone assist
Connecticut	CT	H	Y	N	Y	W/ phone assist
Delaware	DE	H	Y	N	Y	W/ phone assist
District of Columbia	DC	H	Y	N	Y	
Florida	FL	H	Y	N	Y	W/ phone assist
Georgia	GA	H	Y	N	Y	W/ phone assist
Hawaii	HI	H	Y	N	Y	W/ phone assist
Iowa	IA	H	Y	N	Y	W/ phone assist
Idaho	ID	H	Y	N	Y	W/ phone assist
Illinois	IL	C	Y	N	Y	
Indiana	IN	H	Y	N	Y	W/ phone assist
Kansas	KS	H	Y	N	Y	W/ phone assist
Kentucky	KY	<i>Statute does not address, but allows for bylaws to determine meeting procedures</i>				
Louisiana	LA	C	Y	N	Y	
Massachusetts	MA	<i>Statute does not address, but allows for bylaws to determine meeting procedures</i>				
Maryland	MD	H	Y	N	Y	W/ phone assist
Maine	ME	H	Y	N	Y	W/ phone assist

U.S. STATE	ST	Meetings	Conference Calls	Email	Portal	Additional Notes
Michigan	MI	C	Y	N	Y	
Minnesota	MN	P	Y	N	Y	
Missouri	MO	H	Y	N	Y	W/ phone assist
Mississippi	MS	H	Y	N	Y	W/ phone assist
Montana	MT	H	Y	N	Y	W/ phone assist
Nebraska	NE	H	Y	N	Y	W/ phone assist
Nevada	NV	H	Y	N	Y	W/ phone assist
New Hampshire	NH	<i>Statute does not address, but allows for bylaws to determine meeting procedures</i>				
New Jersey	NJ	H	Y	N	Y	W/ phone assist
New Mexico	NM	H	Y	N	Y	W/ phone assist
New York	NY	H	Y	N	Y	W/ phone assist
North Carolina	NC	H	Y	N	Y	W/ phone assist
North Dakota	ND	P	Y	N	Y	
Ohio	OH	P	Y	N	Y	
Oklahoma	OK	<i>Statute does not address, but allows for bylaws to determine meeting procedures</i>				
Oregon	OR	P	Y	N	Y	
Pennsylvania	PA	H	Y	N	Y	W/ phone assist
Rhode Island	RI	H	Y	N	Y	W/ phone assist
South Carolina	SC	H	Y	N	Y	W/ phone assist
South Dakota	SD	H	Y	N	Y	W/ phone assist
Tennessee	TN	H	Y	N	Y	W/ phone assist
Texas	TX	C	Y	N	Y	
Utah	UT	H	Y	N	Y	W/ phone assist
Vermont	VT	C	Y	N	Y	
Virginia	VA	H	Y	N	Y	W/ phone assist
Washington	WA	H	Y	N	Y	W/ phone assist
West Virginia	WV	H	Y	N	Y	W/ phone assist
Wisconsin	WI	P	Y	N	Y	
Wyoming	WY	C	Y	N	Y	

Excerpts from U.S. State Legal Codes

Language Governing Voting by Nonprofit Boards of Directors

ALABAMA:

- **Section 10A-3-2.13 – Place and notice of directors' meetings; committee meetings.**
 - (c) Except as may be otherwise restricted by the nonprofit corporation's governing documents, members of the board of directors or any committee designated thereby may participate in a meeting of the board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at that same time and participation by the means shall constitute presence in person at a meeting.

ALASKA:

- **Sec. 10.20.116. Place and notice of directors' meetings.**
 - (a) Regular or special meetings of the board of directors may be held either inside or outside the state.

ARIZONA:

- **10-3820. Regular and special meetings**
 - C. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARKANSAS:

- **4-28-209. Powers.**
 - Each corporation shall have power:
 - **(6)** To manage its internal affairs in any desired manner so long as the provisions of 4-28-201 -- 4-28-206 and 4-28-209 -- 4-28-224 or other law are not violated;

CALIFORNIA:

- **5211. (a) Unless otherwise provided in the articles or in the bylaws, all of the following apply:**
 - (6) Members of the board may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply:
 - (A) Each member participating in the meeting can communicate with all of the other members concurrently.
 - (B) Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

COLORADO:

- **7-128-201. Meetings.**
 - (2) Unless otherwise provided in the bylaws, the board of directors may permit any director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

CONNECTICUT:

- **Sec. 33-1095. Meetings.**
 - (b) Unless the certificate of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

DELAWARE:

- **§ 141. Board of directors; powers; number, qualifications, terms and quorum; committees; classes of directors; nonstock corporations; reliance upon books; action without meeting; removal.**
 - (i) Unless otherwise restricted by the certificate of incorporation or bylaws, members of the board of directors of any corporation, or any committee designated by the board, may participate in a meeting of such board, or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

DISTRICT OF COLUMBIA:

- **§ 29-406.20. Meetings.**
 - (b) Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting

FLORIDA:

- **617.0820 – Meetings**
 - (4) Unless the articles of incorporation or the bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

GEORGIA:

- **§ 14-3-820. Meetings of directors**
 - (b) Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting

HAWAII:

- **§414D-143 - Regular and special meetings.**
 - c. Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

IDAHO:

- **30-3-74.Regular and special meetings.**
 - 3. Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ILLINOIS:

- **Sec. 108.15. Quorum of directors.**
 - (c) Unless specifically prohibited by the articles of incorporation or bylaws, directors or nondirector committee members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

INDIANA:

- **IC 23-17-15-1 – Regular and special meetings; location of meetings; means of participation in meeting**
 - Sec. 1.
 - (c) Unless articles of incorporation or bylaws provide otherwise, a board of directors may permit a director to:
 - (1) participate in a regular or special meeting by; or
 - (2) conduct the meeting through the use of;
any means of communication by which all directors participating may

simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

IOWA:

- **504.821 Regular and special meetings.**
 - 3. Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

KANSAS:

- **17-6301. Board of directors; powers; number; qualifications; quorum; committees; terms and classes of directors; reliance upon records and information provided; action of board without meeting; compensation; removal of director.**
 - (i) Unless otherwise restricted by the articles of incorporation or bylaws, members of the board of directors of any corporation, or any committee designated by such board, may participate in a meeting of such board, or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting

KENTUCKY:

- **273.223 Place and notice of directors' meetings.**
 - (1) Meetings of the board of directors, regular or special, may be held either within or without this state, and upon such notice as the bylaws may prescribe. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

LOUISIANA:

- **RS 12:224**
 - (10) The board of directors, or any committee of the board, may hold a meeting by means of conference telephone, facsimile, or similar communications equipment provided that all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Paragraph shall constitute presence in person at such meeting,

except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The provisions of this Paragraph shall not apply to any public body or any other entity provided for in R.S. 42:13.

MAINE:

- **§705. Place and notice of directors' meetings**
 - *2. Participation at meetings by conference telephone.* Unless otherwise restricted by the certificate of incorporation or bylaws, members of the board of directors of any corporation, or any committee designated by such board, may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

MARYLAND:

- **2-409 Meetings of Directors**
 - *(a) Place of meeting; remote communication.*- Unless the bylaws of the corporation provide otherwise, a regular or special meeting of the board of directors may be held at any place in or out of the State or by means of remote communication.
 - *(d) Telephone meetings.*
 - (1) Unless restricted by the charter or bylaws of the corporation, members of the board of directors or a committee of the board may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time.
 - (2) Participation in a meeting by these means constitutes presence in person at the meeting.

MASSACHUSETTS:

- **Chapter 180 Section 6A:**
 - Except as otherwise expressly provided, a corporation may by its by-laws determine the manner of calling and conducting its meetings; the number of members which shall constitute a quorum; the mode of voting by proxy; and the tenure of office of the directors and officers and the manner of their selection and removal; and may annex suitable penalties to such by-laws, not exceeding twenty dollars for one offense; but no by-law inconsistent with law shall be made by a corporation.

MICHIGAN:

- **450.2521 Regular or special meetings of board; location; notice; waiver; participation by means of conference telephone or other remote communication.**
 - (3) Unless otherwise restricted by the articles of incorporation or bylaws, a member of the board or of a committee designated by the board may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting.

MINNESOTA:

- **Subd. 2. Meetings solely by means of remote communication.**
 - Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting required by subdivision 4, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.
- **Subd. 3. Participation in meetings by means of remote communication.**
 - A director may participate in a board meeting by means of conference telephone or, if authorized by the board, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

MISSISSIPPI:

- **SEC. 79-11-255. Meetings of board of directors.**
 - (2) Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

MISSOURI:

- **Section 355.376 Regular and special meetings.**
 - 3. Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

MONTANA:

- **35-2-427. Regular and special meetings.**
 - (3) Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by or to conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

NEBRASKA:

- **21-1980. Regular and special meetings.**
 - (c) Unless the articles or bylaws provide otherwise, members of the board of directors may participate in a regular or special meeting of the board or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

NEVADA:

- **NRS 82.271 Meetings of board of directors or delegates: Quorum; consent to action taken without meeting; participation by telephone or similar method.**
 - 3. Unless otherwise restricted by the articles or bylaws, members of the board of directors, the delegates or any committee designated by the board or the delegates may participate in a meeting by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participating in a meeting pursuant to this subsection constitutes presence in person at the meeting.

NEW HAMPSHIRE:

- **292:6 Bylaws; Organization.**
 - The initial bylaws of a corporation shall be adopted by a 2/3 majority action of the signers of the articles of agreement. The power to alter, amend or repeal the bylaws or to adopt new bylaws, subject to repeal or change by a 2/3 majority action of the shareholders or holders of membership certificates, shall be vested in the board of directors unless reserved to the shareholders or holders of membership certificates by the articles of agreement. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the state or the articles of agreement, including provisions for issuance and reacquisition of membership certificates.

NEW JERSEY:

- **15A:6-10. Place and notice of trustees' meetings**
 - c. Any or all trustees may participate in a meeting of the board or a committee of the board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other, unless otherwise provided in the certificate of incorporation or the bylaws.

NEW MEXICO:

- **53-8-22. Directors' meetings.**
 - Meetings of the board of directors, regular or special, may be held either within or without New Mexico and upon such notice as the bylaws may prescribe. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of the meeting unless required by the bylaws. Except as otherwise restricted by the articles of incorporation or bylaws, members of the board of directors or any committee designated thereby may participate in a meeting of the board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

NEW YORK:

- **§ 708. Action by the board**
 - (c) Unless otherwise restricted by the certificate of incorporation or the by-laws, any one or more members of the board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

NORTH CAROLINA:

- **§ 55A-8-20. Regular and special meetings.**
 - (b) Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

NORTH DAKOTA:

- **10-33-39. Board meetings.**
 - 2. Any meeting among directors may be conducted:
 - a. Solely by one or more means of remote communication through which all of the directors may participate in the meeting:
 - (1) If the notice required by subsection 3 is given for the meeting; and
 - (2) If the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting.
 - b. By means of conference telephone or, if authorized by the board, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting participate with each other during the meeting.

OHIO:

- **1702.31 Meetings of directors – notice.**
 - Unless otherwise provided in the articles, regulations, or bylaws, and subject to the exceptions applicable during an emergency for which provision is made in division (G) of section 1702.11 of the Revised Code:
 - (B) Meetings of the directors may be held at any place within or without the state, including by means of authorized communications equipment, unless the articles or regulations prohibit participation by directors at a meeting by means of authorized communications equipment. Participation in a meeting pursuant to this division constitutes presence at that meeting.

OKLAHOMA:

- B. The bylaws may contain any provision, not inconsistent with law or with the certificate of incorporation, relating to the business of the corporation, the conduct of its affairs, and its rights or powers or the rights or powers of its shareholders, directors, officers or employees.

OREGON:

- **65.337 Regular and special meetings.**
 - (3) Unless the articles or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:
 - (a) All directors participating may simultaneously hear or read each other's communications during the meeting; or
 - (b) All communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

PENNSYLVANIA:

- **§ 5708. Use of conference telephone and similar equipment.**
 - Except as otherwise provided in the bylaws, one or more persons may participate in a meeting of the incorporators, the board of directors or any other body, or the members of a nonprofit corporation by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

RHODE ISLAND:

- **§ 7-6-27 Place and notice of directors' meetings. –**
 - (b) Except as may be otherwise restricted by the articles of incorporation or bylaws, members of the board of directors or any committee designated by the board may participate in a meeting of the board or committee by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and participation by that means constitutes presence in person at a meeting.

SOUTH CAROLINA:

- **SECTION 33-31-820. Regular and special meetings.**
 - (c) Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

SOUTH DAKOTA:

- **47-23-21. Meetings by teleconference.**
 - Unless restricted by the articles of incorporation or bylaws, members of the board of directors or any committee designated by the board of directors may participate in a meeting of such board or committee by means of teleconference or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by a board or committee member in a teleconference constitutes presence in person at a meeting.

TENNESSEE:

- **48-58-201. Regular and special meetings.**
 - (c) Unless the charter or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

TEXAS:

- **Sec.A22.002.AA MEETINGS BY REMOTE COMMUNICATIONS TECHNOLOGY.**
 - Subject to the provisions of this code and the certificate of formation and bylaws of a corporation, a meeting of the members of a corporation, the board of directors of a corporation, or any committee designated by the board of directors of a corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if:
 - (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and
 - (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other

UTAH:

- **16-6a-812. Meetings.**
 - (3) (a) Unless otherwise provided in the bylaws, the board of directors may permit any director to participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting.

VERMONT:

- **§ 8.20. Regular and special meetings**
 - Unless the articles of incorporation or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication, including an electronic, telecommunications, and video- or audio-conferencing conference telephone call, by which all directors participating may simultaneously or sequentially communicate with each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

VIRGINIA:

- **§ 13.1-864. Meetings of the board of directors.**
 - B. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

WASHINGTON:

- **RCW 24.03.120 Place and notice of directors' meetings.**
 - Except as may be otherwise restricted by the articles of incorporation or bylaws, members of the board of directors or any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

WEST VIRGINIA:

- **§31E-8-820.Meetings.**
 - (b) Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

WISCONSIN:

- **181.0820 Regular and special meetings.**
 - (3) Methods of conducting meeting.
 - 181.0820(3)(a) Unless the articles of incorporation or bylaws provide otherwise, the board may permit any or all directors to participate in a regular or special meeting or in a committee meeting of the board by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs:
 - 181.0820(3)(a)1. All participating directors may simultaneously hear or read each other's communications during the meeting.

WYOMING:

- 17-19-820 Regular and special meetings.
 - (c) Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously communicate with each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Dates of Creation/Amendment

U.S. State Codes Governing Nonprofit Boards

STATE	ST	CREATED	AMENDED
Alabama	AL	1984	2009
Alaska	AK	1988	
Arizona	AZ	*	
Arkansas	AR	1947	1963
California	CA	*	
Colorado	CO	1998	
Connecticut	CT	1997	
Delaware	DE	1953	
District of Columbia	DC	1962	2011
Florida	FL	1990	1997
Georgia	GA	1981	1991
Hawaii	HI	*	2001
Iowa	IA	*	2004
Idaho	ID	*	
Illinois	IL	1986	
Indiana	IN	1991	
Kansas	KS	*	
Kentucky	KY	1968	2010
Louisiana	LA	1968	2004
Massachusetts	MA	1971	
Maryland	MD	1957	2003
Maine	ME	1977	
Michigan	MI	1983	
Minnesota	MN	*	2000
Missouri	MO	1995	
Mississippi	MS	1988	
Montana	MT	1991	
Nebraska	NE	1996	
Nevada	NV	1991	1997
New Hampshire	NH	1992	
New Jersey	NJ	1983	
New Mexico	NM	1978	
New York	NY	*	
North Carolina	NC	1986	1993
North Dakota	ND	*	1998
Ohio	OH	2001	2005
Oklahoma	OK	1986	2004
Oregon	OR	1989	2005

STATE	ST	CREATED	AMENDED
Pennsylvania	PA	*	1990
Rhode Island	RI	1984	1998
South Carolina	SC	1994	
South Dakota	SD	1965	1997
Tennessee	TN	1987	
Texas	TX	2003	2006
Utah	UT	*	2006
Vermont	VT	1997	2011
Virginia	VA	1950	2007
Washington	WA	1967	2004
West Virginia	WV	*	
Wisconsin	WI	1997	2003
Wyoming	WY	*	

*Date not available through public records.

Additional Resources

General Sources of Nonprofit Legal Information

- **National Association of State Charity Officials** - www.nasconet.org
The National Association of State Charity Officials (NASCO) is an association of state offices charged with oversight of charitable organizations and charitable solicitation in the United States. The requirements and procedures for forming charitable organizations differ from state to state, as do the registration and filing requirements for organizations that conduct charitable activities or solicit charitable contributions. Please consult the US Charity Offices listed on this website for links to state-specific information. In addition, please consult Federal Government Information: IRS listed on this website for links to information on obtaining and maintaining federal tax-exempt status.
- **National Council of Nonprofits** – www.councilofnonprofits.com
The National Council of Nonprofits serves as the national voice for its nonprofit members before Congress and within the Administration, promoting the interests of the nonprofit community and ensuring a seat at the table on all policy initiatives that impact the sector. We also work with our network of State Associations to identify policy trends in state legislatures, coordinate efforts across the states, and inform state and local debates with targeted research and communications. Our members are kept abreast of the most pressing issues and given the information and tools they need to advocate locally.
- **Justia** – www.justia.com
Based in the heart of Silicon Valley, Justia's mission is to advance the availability of legal resources for the benefit of society. We are especially focused on making primary legal materials and community resources free and easy to find on the Internet. The company provides Internet users with free case law, codes, regulations, legal articles and legal blog and twitterer databases, as well as additional community resources. Justia works with educational, public interest and other socially focused organizations to bring legal and consumer information to the online community.
- **WestLaw** – web2.westlaw.com
For more than a century, West has been a partner to the U.S. legal system. West has given customers a powerful competitive advantage by providing the highest-quality legal, regulatory and business information. Today, our innovative technology tools help them manage that information. In addition to being the home of Westlaw and WestlawNext, the premier online legal research platforms, West annually publishes more than 66 million legal books and 500 CD libraries.

Note: Need to have an account to access database; check with local libraries, or university libraries.

- **Legal Aid Society of Palm Beach County, Inc.** - www.legalaidpbc.org

The Legal Aid Society of Palm Beach County is committed to providing high quality civil legal advice, representation and education to the disadvantaged of Palm Beach County so as to protect their personal safety, enhance their opportunities and living conditions and promote self-sufficiency. Our work helps our clients deal with many of life's most basic needs: a safe home, enough food to eat, a quality education, and protection against exploitation and discrimination.

John A. Foley, Esq. - **Nonprofit Legal Assistance Project** - [561-822-9771](tel:561-822-9771)

U.S. State Nonprofit Associations

*Source: www.nasconet.org

STATE	ST	ASSOCIATION NAME	PHONE	WEBSITE
Alabama	AL	Alabama Association of Nonprofits	(205) 879-4712	www.alabamanonprofits.org
Alaska	AK	The Foraker Group	(907) 743-1200	www.forakergroup.org
Arizona	AZ	Alliance of Arizona Nonprofits	(602) 279-2966	www.arizonanonprofits.org
Arkansas	AR	Arkansas Coalition for Excellence	(501) 375-1223	www.acenonprofit.org
California	CA	California Association of Nonprofits	(213) 347-2070	www.canonprofits.org
Colorado	CO	Colorado Nonprofit Association	(303) 832-5710	www.coloradononprofits.org
Connecticut	CT	Connecticut Association of Nonprofits	(860) 525-5080	www.ctnonprofits.org
Delaware	DE	Delaware Association of Nonprofit Agencies	(302) 777-5500	www.delawarenonprofit.org
District of Columbia	DC	Center for Nonprofit Advancement	(202) 457-0540	www.nonprofitadvancement.org
Florida	FL	Florida Association of Nonprofit Organizations	(305) 557.1764	www.fano.org
Georgia	GA	Georgia Center for Nonprofits	(800) 959-5015	www.gcn.org
Hawaii	HI	Hawai'i Alliance of Nonprofit Organizations	(808) 529-0466	www.hano-hawaii.org
Idaho	ID	Idaho Nonprofit Center	(208) 424-2229	www.idahononprofits.org
Illinois	IL	Donors Forum	(312) 578-0090	www.donorsforum.org
Indiana	IN	Indiana Nonprofit Resource Network	800-457-1450	www.inrn.org
Iowa	IA	Iowa Nonprofit Resource Center	(319) 335-9765	nonprofit.law.uiowa.edu
Kansas	KS	Kansas Nonprofit Association (Operated by Mainstream, Inc.)	(785) 266-6422	www.mainstreaminc.net
Kentucky	KY	Kentucky Nonprofit Network	(859) 257-2542	www.kynonprofits.org
Louisiana	LA	Louisiana Association of Nonprofit Organizations	(225) 929-5266	www.lano.org
Maine	ME	Maine Association of Nonprofits	(207) 871-1885	www.nonprofitmaine.org
Maryland	MD	Maryland Nonprofits	(410) 727-6367	www.marylandnonprofits.org
Massachusetts	MA	Massachusetts Council of Human Service Providers	(617) 428-3637	www.providers.org
Michigan	MI	Michigan Nonprofit Association	(517) 492-2400	www.mnaonline.org

STATE	ST	ASSOCIATION NAME	PHONE	WEBSITE
Minnesota	MN	Minnesota Council of Nonprofits	(651) 642-1904	www.minnesotanonprofits.org
Mississippi	MS	Mississippi Center for Nonprofits	(601) 968-0061	www.msnonprofits.org
Missouri	MO	Nonprofit Missouri	(816) 456-5312	www.nonprofitmissouri.org
Montana	MT	Montana Nonprofit Association	(406) 449-3717	www.mtnonprofit.org
Nebraska	NE	Nonprofit Association of the Midlands	(402) 557-5800	www.nonprofitam.org
Nevada	NV	Alliance for Nevada Nonprofits	(775) 323-4266	alliancefornevadanonprofits.com
New Hampshire	NH	New Hampshire Center for Nonprofits	(603) 225-1947	www.nhnonprofits.org
New Jersey	NJ	Center for Non-Profits	(732) 227-0800	www.njnnonprofits.org
New Mexico	NM	United Way NM – Center for Nonprofit Excellence	(505) 247-3671	www.nmnonprofits.org
New York	NY	New York Council of Nonprofits	(518) 434-9194	www.nycon.org
New York	NY	Nonprofit Coordinating Committee of New York	(212) 502-4191	www.npccny.org
North Carolina	NC	North Carolina Center for Nonprofits	(919) 790-1555	www.ncnonprofits.org
North Dakota	ND	North Dakota Association of Nonprofit Organizations	(701) 258-9101	www.ndano.org
Ohio	OH	Ohio Association of Nonprofit Organizations	(614) 280-0233	www.oano.org
Oklahoma	OK	Oklahoma Center for Nonprofits	(405) 463-6886	www.oklahomacenterfornonprofits.org
Oregon	OR	Nonprofit Association of Oregon	(503) 239-4001	www.nonprofitoregon.org
Pennsylvania	PA	Pennsylvania Association of Nonprofit Organizations	(717) 236-8584	www.pano.org
Rhode Island	RI	The Rhode Island Foundation	(401) 274-4564	www.rifoundation.org
South Carolina	SC	South Carolina Association of Nonprofit Organizations	(803) 929-0399	www.scanpo.org
South Dakota	SD	South Dakota Nonprofit Association	(605) 659-0035	www.sdnonprofit.org
Tennessee	TN	Center for Nonprofit Management	(615) 259-0100	www.cnm.org
Texas	TX	Texas Association of Nonprofit Organizations	(512) 223-7075	www.tano.org
Utah	UT	Utah Nonprofits Association	(801) 596-1800	www.utahnonprofits.org
Vermont	VT	Vermont Community Foundation	(802) 388-3355	www.vermontcf.org
Virginia	VA	Virginia Network of Nonprofit Organizations		www.vanno.org
Washington	WA	Northwest Nonprofit Resources	(509) 325-4303	www.nnr.org
West Virginia	WV			
Wisconsin	WI	Wisconsin Nonprofits Association	608) 772-5962	www.wisconsinnonprofits.org
Wyoming	WY	Wyoming Association of Nonprofit Organizations		www.wynonprofit.org

U.S. State Authorities Regulating Charities

*Authority: AG = Attorney General; SOS = Secretary of State; DOJ=Dept. of Justice; DOA=Dept. of Agriculture; DOL=Dept. of Law

STATE	ST	AUTHORITY*	PHONE	WEBSITE
Alabama	AL	AG	334-242-7335	www.ago.state.al.us/
Alaska	AK	DOL	907-269-5200	www.law.state.ak.us
Arizona	AZ	SOS	602-542-4285	www.azsos.gov/business_services/Charities/Default.htm
Arkansas	AR	AG	501-682-2007	www.arkansasag.gov/consumers_protection_charitable_registration.html
California	CA	AG	916-322-3360	caag.state.ca.us/charities/statutes.htm
Colorado	CO	AG	303-866-5079	www.ago.state.co.us/index.cfm
Connecticut	CT	DCP	860-713-6170	www.ct.gov/dcp_(dept_consumer_protections)
Delaware	DE	AG	302-577-8600	www.state.de.us/attgen/main_page/links.htm
District of Columbia	DC	DCRA	202-442-4400	dcra.dc.gov/dcra/site/default.asp
Florida	FL	DOA	850-922-2966	www.800helpfla.com/socbus.html
Georgia	GA	SOS	404-656-3920	www.sos.state.ga.us/securities/charities_paid_solicitors.htm
Hawaii	HI	AG	808-586-1470	www.hawaii.gov/ag/charities
Iowa	IA	AG	515-281-5926	www.iowa.gov/government/ag/
Idaho	ID	AG	208-334-2424	www2.state.id.us/ag/consumer/index.htm
Illinois	IL	AG	312-814-2595	www.ag.state.il.us/charities/index.html
Indiana	IN	AG	317-232-6330	www.state.in.us/attorneygeneral/
Kansas	KS	SOS	785-296-4564	www.kssos.org/main.html
Kentucky	KY	AG	502-696-5389	ag.ky.gov/civil/consumerprotection/charity/
Louisiana	LA	AG	225-326-6465	www.ag.state.la.us/
Maine	ME	AG	207-624-8617	www.maine.gov/ag/consumer/charities/
Maryland	MD	SOS	410-974-5534	www.sos.state.md.us/
Massachusetts	MA	AG	617-727-2200	www.ago.state.ma.us/sp.cfm?pageid=972
Michigan	MI	AG	517-373-1152	www.michigan.gov/ag
Minnesota	MN	AG	651-296-9412	www.ag.state.mn.us/charities/
Mississippi	MS	SOS	601-359-1048	www.sos.ms.gov/
Missouri	MO	AG	573-751-3321	www.ago.mo.gov/consumer-programs.htm
Montana	MT	DOJ	406- 444-2026	doj.mt.gov/consumer/for-nonprofits-2/
Nebraska	NE	AG	402-471-2682	www.ago.state.ne.us/
Nevada	NV	AG	775-684-5708	www.nvsos.gov/
New Hampshire	NH	DOJ	603-271-3591	www.doj.nh.gov/site-map/charities.htm
New Jersey	NJ	AG	973-504-6215	www.state.nj.us/lps/ca/ocp.htm
New Mexico	NM	AG	505-222-9046	www.ago.state.nm.us/divs/cons/charities/charities.htm
New York	NY	AG	212-416-8401	www.ag.ny.gov/
North Carolina	NC	SOS	919-807-2214	www.secretary.state.nc.us/csl/Licensing.asp?dtm=497685185185185
North Dakota	ND	SOS	701-328-3665	www.nd.gov/sos/nonprofit/
Ohio	OH	AG	614-466-3180	www.ohioattorneygeneral.gov/Services/Non-Profits/Charitable-Registration

STATE	ST	AUTHORITY*	PHONE	WEBSITE
Oklahoma	OK	SOS	405-521-3912	www.sos.state.ok.us/
Oregon	OR	DOJ	503-229-5725	www.doj.state.or.us/charigroup/index.shtml
Pennsylvania	PA	AG	717-783-2853	www.attorneygeneral.gov/consumers.aspx?id=227
Rhode Island	RI	AG	401-274-4400	www.riag.ri.gov/civil/charitabletrust/
South Carolina	SC	SOS	803-734-1790	www.scsos.com/
South Dakota	SD	SOS	605-773-3537	www.sdsos.gov/
Tennessee	TN	SOS	615-741-2555	www.state.tn.us/sos/charity.htm
Texas	TX	AG	512-463-2100	www.oag.state.tx.us/consumer/nonprofits.shtml
Utah	UT		801-530-6601	www.utah.gov/
Vermont	VT	AG	802-828-3171	www.atg.state.vt.us/
Virginia	VA	AG	804-786-2071	www.oag.state.va.us/
Washington	WA	SOS	360-902-4151	www.sos.wa.gov/charities/
West Virginia	WV	SOS	304-558-6000	www.wvsos.com/charity/main.htm
Wisconsin	WI			www.wi.gov
Wyoming	WY	AG	307-777-7841	attorneygeneral.state.wy.us/consumer.htm

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-Isabelle Clerie, E-governance Researcher, BoardEffect, Inc.

About the Author

Isabelle Clérié was born and raised in Haiti. After high school she moved to the U.S. and attended Florida Atlantic University and now holds a double Bachelor's in English and Anthropology; a minor in Classical Studies; as well as a Master's in Nonprofit Management. She began volunteering in high school with visiting missionary teams as a French or Kreyol interpreter, and sincerely wishes she'd known to put that on her college applications. Days after the 2010 earthquake, she coordinated a drop site for water and medical supplies, and has since worked with several organizations including EcoWorks International, MediShare, Fondation Rose et Blanc, Can-Do Org, and a few others, acting as a liaison and source of information. In 2011 she helped organize a few fundraisers, a shoe drive and developed a pilot program for SMILE Project Haiti/Revive Haiti. Her research has thus far focused on explaining the non-fraudulent mistakes that nonprofits are so often guilty of such as breaking a law they did not know, or not following an IRS procedure that no one understands. Research such as this report has become an inexplicable passion that she hopes will prove useful to nonprofits and the people that make them tick.

About the Editor

As the Vice President of E-governance for BoardEffect, Dottie Schindlinger provides leadership and promotes e-governance as an expert in the field. Her role includes developing business relationships, training programs and curricula, conference presentations and workshops, researching and writing publications such as the "E-governance Is Good Governance" chapter of *Internet Management for Nonprofits: Strategies, Tools & Trade Secrets*, published in 2010 by Wiley & Sons publishers. Dottie brings over 15 years of experience in capacity-building for nonprofit organizations as a trainer, consultant, staff member and active volunteer. Dottie holds a BA in English from the University of Pennsylvania, and certificates in Nonprofit Management and Leadership and Nonprofit Board Leadership from The Nonprofit Center at La Salle University.