

# **Nonprofit Governance and Management, Third Edition**

## **APPENDIX 12**

### **SAMPLE EMERGENCY BYLAW PROVISION**

#### **Article \_\_\_\_ Emergency Governance Provisions**

##### **Section \_\_.1 – Definitions**

1. A “Major Emergency” means a major national or local emergency caused by a natural disaster, terrorist, or other significant event resulting in serious disruption in normal life over multiple days or an extended period of time; including but not limited to the declaration of a civil defense emergency by the U.S. President or concurrent resolution of the U.S. Congress, or a proclamation of a civil defense emergency by the Governor of the State of [insert name of state] that relates to an attack on the United States or any of its possessions.
2. “Necessary emergency action” means action that is deemed by the Board of Directors, during a State of Emergency, to be necessary to be taken by such body immediately, under circumstances in which it is not reasonable to wait until normal conditions have returned. All necessary emergency actions taken by the Board of Directors pursuant to this Article \_\_\_\_\_ shall be deemed duly authorized and approved.
3. “State of Emergency” means the period of time during which Major Emergency conditions exist in the [state/city] area.

##### **Section \_\_.2 – Emergency Quorum, Notice, and Meeting Provisions**

If as a result of a Major Emergency, a sufficient number of persons then constituting the Board of Directors are not available or cannot be located in order to satisfy the quorum requirements otherwise set forth in these Bylaws, then the number of the available members of the Board shall be deemed a quorum for purposes of a meeting and for due authorization of any necessary emergency action. The available members of the Board of Directors shall determine reasonable notice for a meeting pursuant to this Section.

##### **Section \_\_.3 – Emergency Representation and Actions in the Absence of Members of the Board of Directors**

If during a State of Emergency no available members of the Board of Directors are able to be located to appoint interim or replacement Board Members, the Board of Directors shall consist of the most senior executive officers of [Nonprofit Corp.] or its Affiliates, in the following order:

- [NONPROFIT CORP.] Treasurer; Secretary; and
- [NONPROFIT CORP.] Treasurer; and

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- [NONPROFIT CORP.] Executive Vice Presidents; and
- If there are less than five persons in the combined groups above, all Senior Vice Presidents of [NONPROFIT CORP.]; and
- If there are less than five persons in the combined groups above, all Vice Presidents of [NONPROFIT CORP.].