Last week, I wrote about legislation enacted in 2013 allowing the bylaws to contain "any provision, not in conflict with the articles, to manage and conduct the ordinary business affairs of the corporation effective only in an emergency as defined in Section 207". Is the present pandemic an "emergency" under Section 207?

An "emergency" is defined in Section 207(i)(5) as any of the following events:

- A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion.

- An attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent.

- An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations.

- A state of emergency proclaimed by a governor or by the President.

While the statute makes no specific mention of the coronavirus (aka Covid-19) or a
pandemic, an emergency currently exists because Governor Gavin Newsom proclaime a state of emergency on March 4, 2020.

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