

THE FLORIDA SENATE  
2026 SUMMARY OF LEGISLATION PASSED  
**Committee on Commerce and Tourism**

**CS/CS/HB 797 — Nonprofit Corporations**

by Commerce Committee; Civil Justice & Claims Subcommittee; and Rep. Tuck (CS/SB 554 by Fiscal Policy Committee and Senator Bernard)

The bill comprehensively revises ch. 617, F.S., the Florida Nonprofit Corporation Act (the Act), which incorporates updates from the Model Nonprofit Corporation Act and harmonizes the Act with the Florida Business Corporation Act.

The bill modifies and creates several provisions regarding governance of nonprofits. Importantly, the bill:

- Modifies the process for filing and correcting documents;
- Alters the provisions for corporations to change a registered agent or office;
- Consolidates share distribution prohibitions into one section;
- Modernizes the service of process provisions;
- Changes membership and meeting requirements, including allowing remote meetings and proxy voting;
- Allows directors and officers to bring derivative actions;
- Amends standards of conduct and liability for directors and officers;
- Updates the process to amend a nonprofit's articles of incorporation;
- Modifies the processes of judicial dissolution of a nonprofit and appointment of receivers and custodians made in the process thereof;
- Parallels processes for foreign nonprofits to those of domestic nonprofits;
- Updates a nonprofit's duties to maintain and provide access to corporate records;
- Clarifies what constitutes a director's conflict of interest;
- Modernizes provisions regarding mergers, conversions, and dissolutions; and
- Makes conforming changes to parallel the Florida Business Corporation Act.

If approved by the Governor, or allowed to become law without the Governor's signature, these provisions take effect on July 1, 2026.

*Vote: Senate 36-0; House 114-0*