



Savior National Solutions

POLICY BRIEF

Florida SB 554

What Small and Grassroots Nonprofits Need to Know Before Jul 1, 2026

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Executive Summary



Florida Senate Bill 554 updates Chapter 617, Florida Statutes, which governs nonprofit corporations in Florida. The bill renames the Florida Not For Profit Corporation Act as the Florida Nonprofit Corporation Act and makes broad updates to nonprofit filings, membership, board governance, recordkeeping, director accountability, and rules for nonprofits incorporated outside Florida but operating in Florida. The official Florida House and Senate pages list SB 554 as ordered enrolled, with an effective date of July 1, 2026, and show that it passed both chambers without opposition.

For small and grassroots nonprofits, the main message is this: SB 554 may make some filing processes easier to correct or withdraw when mistakes are caught early, but it also makes clear records, updated bylaws, accurate state filings, and clear membership rules more important.

This brief is not legal advice. It is meant to help nonprofit leaders understand what is changing, identify what may affect their organization, and prepare for conversations with their boards, attorneys, CPAs, consultants, and funders.

Policy Issue



Small and grassroots nonprofits are expected to follow the same basic corporate rules as larger nonprofit institutions. The difference is that small nonprofits often have fewer resources. Many operate with volunteer boards, limited staff, informal records, founder-led structures, and little regular access to legal or compliance support.

SB 554 modernizes Florida nonprofit corporation law. Some changes may make things easier, especially when a nonprofit catches a filing mistake before the filing takes effect. At the same time, the bill makes it more important for nonprofits to know what their bylaws say, keep records organized, understand whether they legally have members, and document board decisions.

The issue is not whether small nonprofits can comply. They can. The issue is whether they have clear information, practical tools, and enough support to prepare before July 1.

Glossary of Key Terms

Articles of Incorporation: The official document filed with the state to create the nonprofit corporation.

Judicial Removal of Directors: A court process for removing a board member in serious cases, such as fraud, intentional harm, or serious abuse of the director role.

Board Composition: The structure of the board, including number of directors, terms, qualifications, officer roles, committees, and how seats are filled.

Liability Protections: Legal protections that help prevent members, directors, or officers from being personally responsible for nonprofit debts simply because of their role.

Board Vacancies: Open seats on the board caused by resignation, removal, completed terms, death, or inability to continue serving.

Member Rights: Rights held by official legal members, which may include voting, meeting participation, notice, record inspection, or approval of major decisions.

Bylaws: The nonprofit's internal operating rules, including board roles, meetings, voting, membership, conflicts of interest, and decision-making.

Mergers: When two or more organizations legally combine into one organization, usually requiring approval, filings, and review of assets, debts, contracts, and mission alignment.

Certificate of Status: A state document showing that a nonprofit is active and registered with Florida.

Notice Methods: How a nonprofit gives official notice of meetings, votes, or actions. Notice may be sent by mail, email, or other methods allowed by law and bylaws.

Conflict of Interest: A situation where personal, family, financial, or business interests could affect someone's ability to make a fair decision for the nonprofit.

Officer Duties: Responsibilities of officers such as president, secretary, or treasurer. Officers are expected to act in good faith, with reasonable care, and in the nonprofit's best interest.

Corporate Powers: The legal authority a nonprofit has to operate, including entering contracts, owning property, hiring staff, receiving funds, and carrying out mission-related activities.

Property Held for Charitable Purposes: Assets held to support a nonprofit's charitable mission, such as money, land, buildings, or equipment. These assets generally cannot be used for private benefit.

Derivative Action: A legal action brought on behalf of the nonprofit when the organization itself has allegedly been harmed. This usually requires attorney guidance.

Proxy Voting: When one person is authorized to vote on behalf of another person who has voting rights, if allowed by law and the nonprofit's governing documents.

Distributions: Payments or transfers of nonprofit money or assets. Nonprofits generally cannot distribute profits to members, directors, or officers, but they can pay reasonable compensation and legitimate expenses.

Qualified Director: A board member who can make an independent decision on a specific issue because they do not have a conflict related to that decision.

Fiduciary Duties: Legal duties board members and officers owe to the nonprofit, including care, loyalty, honesty, and acting in the organization's best interest.

Quorum: The minimum number of board members or voting members needed to officially conduct business.

Filings: Official documents submitted to the Florida Department of State, such as articles of incorporation, amendments, annual reports, name changes, mergers, dissolutions, or registered agent updates.

Written Consent: Approval of an action in writing without holding a meeting, if allowed by law and governing documents.

Foreign Nonprofit Corporation: A nonprofit incorporated outside Florida but operating in Florida. "Foreign" does not necessarily mean international.

Background

SB 554 is a broad update to Florida's nonprofit corporation statute. The Florida Senate summary states that the bill comprehensively revises Chapter 617, incorporates updates from the Model Nonprofit Corporation Act, and aligns Florida nonprofit law with the Florida Business Corporation Act.

The official Senate bill page describes SB 554 as a broad nonprofit-corporation bill addressing filings, corporate powers, distributions, board vacancies, notice methods, officer duties, judicial removal of directors, member rights, proxy voting, remote participation, board composition, liability protections, mergers, and property held for charitable purposes.

This brief focuses on the parts of SB 554 most relevant to small and grassroots nonprofits:

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| 1. Filing requirements and correction procedures | 2. Department of State certificates |
| 3. Membership definitions and rights | 4. Member liability protections |
| 5. Transfer and purchase of membership interests | 6. Qualified directors and conflicts of interest |
| 7. Director duties and reliance on professional advice | 8. Court removal of directors |
| 9. Remote meetings, proxy voting, and written consent | 10. Board vacancies |
| 11. Derivative actions | 12. Recordkeeping and document requests |
| 13. Service of process for nonprofits incorporated outside Florida | |

Key Changes for Small and Grassroots Nonprofits

1 Filing Procedures: More Flexibility, but Careful Review Still Matters

SB 554 changes how nonprofit corporations file and correct documents with the Florida Department of State. These filings may include articles of incorporation, amendments, name changes, merger documents, dissolution documents, registered agent changes, and other official corporate filings. The Senate summary identifies filing and correcting documents as one of the major areas changed by the bill.

One important change is that certain filings may include an effective time, not only an effective date. The enrolled bill text also allows initial articles of incorporation to list a prior effective date if that date is within 5 business days before filing.

The bill also expands correction procedures and creates a process for withdrawing filings that have not yet become effective. This means that if a nonprofit submits a filing and catches a mistake before the filing takes effect, there may be a way to stop that filing from becoming active.

For small nonprofits, this may be one of the most helpful changes. Many grassroots organizations rely on a founder, board chair, volunteer, or consultant to submit filings. Mistakes can happen. An organization may upload the wrong version of a document, list the wrong effective date, forget a required approval step, or realize the filing does not match the board’s actual decision.

SB 554 does not make filings casual or risk-free. Nonprofits should still review everything carefully before submitting documents. But the bill may give organizations more room to correct course when an error is caught early.

→ What nonprofits should do before filing anything:	
1	Confirm what document is being filed.
2	Confirm who approved the filing.
3	Save the board minutes or written consent approving the action.
4	Confirm who is authorized to sign.
5	Review the effective date and time.
6	Make sure the filing matches the bylaws and articles of incorporation.
7	Confirm registered agent information.
8	Save the submitted filing and confirmation.

! **Practical takeaway:** SB 554 may make it easier to correct or withdraw certain filings when mistakes are caught early, but nonprofits should still slow down, review documents carefully, and keep proof of approval.

2 Department of State Certificates Will Carry More Weight

SB 554 requires courts, public offices, and official bodies to accept certificates issued by the Department of State as prima facie evidence of certain facts. In everyday terms, this means a state certificate can serve as official proof unless someone proves otherwise. The bill also requires the Department of State, upon request, to issue a certificate of status for a domestic corporation or a certificate of authorization for a foreign corporation.

For nonprofits, the most common example is a certificate of status, which shows that an organization is active with the State of Florida. This document may be needed when applying for grants, opening or updating a bank account, signing contracts, working with a government agency, or proving that the organization is legally active.

For small nonprofits, this means Sunbiz records should be treated as part of the organization’s core records. If the organization’s officers, address, registered agent, or status are outdated, that can create problems with funders, banks, vendors, or public agencies.

→ **What nonprofits should do now:**

- 1 Review the organization’s Sunbiz record.
- 2 File the annual report on time.
- 3 Download a certificate of status after the annual report is filed.
- 4 Save the certificate with core records.
- 5 Make sure public state records match internal records.

! **Practical takeaway:** State certificates are not just paperwork. They may be used as official proof of the organization’s status.

3 Membership Must Be Clearly Defined

SB 554 updates membership and meeting requirements. The Senate summary states that the bill changes membership and meeting requirements, including remote meetings and proxy voting. It also includes updates related to member rights and obligations, admission of members for consideration, membership termination, and proxy voting.

This matters because many nonprofits use the word “member” in different ways. In some organizations, “member” means a legal member with rights under the articles and bylaws. In others, “member” may simply mean a donor, volunteer, program participant, client, supporter, advisory group participant, or community partner.

That difference matters. Legal members may have rights connected to voting, meetings, records, dues, membership transfer, or other governance decisions.

SB 554 gives nonprofits more flexibility in how they structure membership. For example, members may be admitted for no payment or for some form of consideration set by the board. Consideration can include more than money, depending on the organization’s governing documents and the law.

This flexibility may help grassroots nonprofits, especially those where people contribute through time, service, lived experience, community relationships, or volunteer labor. But the rules should be written clearly in the organization’s governing documents.

It is also important for organizations with no legal members to say that clearly. SB 554 allows board actions to satisfy meeting and voting requirements if no members exist.

→ What nonprofits should review:

- 1 Do we legally have members?
- 2 If we do not have legal members, do our bylaws say that clearly?
- 3 Who qualifies as a member?
- 4 Do members vote?
- 5 Do members pay dues or provide another form of contribution?
- 6 Can members attend meetings?

- 7 Can members inspect records?
- 8 Can membership be suspended or ended?
- 9 Are we using the word “member” legally or informally?

! **Practical takeaway:** If your organization uses the word “member,” your bylaws should clearly explain what that means. If your organization does not have legal members, your bylaws should clearly say that too.

4 Members Are Generally Not Personally Responsible for Nonprofit Debt

SB 554 clarifies member liability protections. The general rule is that a member is not personally responsible for the acts, debts, liabilities, or obligations of the nonprofit just because they are a member.

This is important because people may hesitate to participate in membership-based nonprofits if they worry that membership exposes them to personal financial risk. SB 554 helps clarify that membership alone does not usually make someone personally responsible for the nonprofit’s debts.

However, if a member separately owes money to the nonprofit, such as unpaid dues, fees, or assessments, that obligation may still matter. In that situation, the concern is not that the member is responsible for all nonprofit debt; it is that the member may still owe what they already agreed or were required to pay.

- **What nonprofits should do now:**
- 1 Identify whether the organization has legal members.
 - 2 Clarify whether members owe dues, fees, or assessments.
 - 3 Explain when payments are due.
 - 4 Explain what happens if payments are not made.
 - 5 Keep accurate records of member obligations.

! **Practical takeaway:** Membership does not usually make someone personally responsible for nonprofit debt, but member dues and obligations should be clearly documented.

5 Membership Transfer and Purchase Rules Need Careful Review

SB 554 changes rules related to membership interests. The Senate summary states that the bill permits certain nonprofits to purchase membership interests and sets rules for buying interests of resigned or terminated members.

This section needs special care. The enrolled bill text states that a 501(c)(3) corporation may not purchase the membership interests of any of its members or any right arising from membership. It also allows certain non-501(c)(3) corporations to purchase membership interests if allowed by the articles or bylaws.

This does not mean all nonprofit memberships are automatically transferable. It also does not mean charitable nonprofits can create buyout arrangements for members. The safest approach for small nonprofits is to treat membership transfer and purchase rules as something that depends on the organization’s legal structure, tax status, articles, and bylaws.

This is especially important for organizations with voting members, dues-paying members, membership classes, neighborhood or association structures, or any situation where members may believe they have rights that can be transferred, sold, inherited, or bought back.

→ What nonprofits should review:	
1	Are we a 501(c)(3), a mutual benefit corporation, a religious corporation, or another type of nonprofit?
2	Do our articles or bylaws allow membership transfer?
3	Can membership be sold, inherited, assigned, or transferred?
4	Are there any payment, buyout, refund, or repurchase practices connected to membership?
5	Have we reviewed those practices with an attorney?

! **Practical takeaway:** Membership transfer and purchase rules are not one-size-fits-all. Small nonprofits should not create transfer, buyout, or repurchase practices without reviewing their tax status and governing documents.

6 Qualified Directors Will Help Address Conflicts of Interest

SB 554 introduces the concept of a qualified director and clarifies director conflicts of interest. The Senate summary states that the bill clarifies what counts as a director conflict of interest and updates standards of conduct and liability for directors and officers.

A qualified director is generally a board member who can make an independent decision on a specific matter because they do not have a personal or financial interest that would affect their judgment. A director may be qualified for one decision but not qualified for another based on their professional expertise and experience.

For small nonprofits, this is very practical. Grassroots organizations often depend on close relationships. A founder may also be paid staff. A board member may own a business that provides services. A family member may volunteer or contract with the organization. These relationships are not automatically wrong, but they should be disclosed, reviewed, and documented.

→ What nonprofits should do now:	
1	Adopt or update a conflict-of-interest policy.

- 2 Have board members complete annual conflict disclosures.
- 3 Ask about conflicts before major votes.
- 4 Document conflicts in meeting minutes.
- 5 Document when a director steps out of discussion or voting.
- 6 Identify which directors are qualified to vote on sensitive matters.

! **Practical takeaway:** SB 554 makes it even more important to handle conflicts openly and document who is able to make independent decisions.

7 Directors Still Have Duties, but They May Rely on Reliable Professional Advice

SB 554 updates standards of conduct and liability for directors and officers. The official bill materials state that officers must act in good faith, with reasonable care, and in the corporation’s best interests.

This matters because many nonprofit board members are volunteers. They are not expected to personally know everything about law, finance, taxes, employment, insurance, or compliance. However, they are expected to ask questions, review information, act responsibly, and use appropriate professional guidance when needed.

- **What nonprofits should do now:**
- 1 Provide board members with information before major votes.
 - 2 Keep copies of professional advice or reports reviewed by the board.
 - 3 Document major decisions in meeting minutes.
 - 4 Note what information the board relied on.
 - 5 Bring in attorneys, CPAs, or consultants when needed.
 - 6 Include fiduciary duties in board orientation.

! **Practical takeaway:** Board members do not have to be experts in everything, but they do have to be engaged, informed, and acting in the organization’s best interest.

8 Courts May Remove Directors in Serious Situations

SB 554 creates a process for judicial removal of directors. The Senate summary lists judicial removal of directors as one of the bill’s major governance changes.

The bill allows a court to remove a director in serious situations, such as fraud, intentional harm, or gross abuse of the director role. The enrolled bill text also confirms that if members bring this kind of action, the

complaint must be filed or joined by members who hold at least 10 percent of the corporation’s voting power.

This is a serious legal remedy. It is not meant for normal board disagreements, personality conflicts, or minor mistakes. It is intended for serious harm.

Small nonprofits should not rely on court removal as their main accountability tool. Court involvement can be expensive and stressful. The better first step is to have strong bylaws that explain how directors can be removed internally when appropriate.

→ What nonprofits should review:	
1	How can a director be removed?
2	Who can start the removal process?
3	What vote is required?
4	Is notice required?
5	Can the director respond?
6	How are vacancies filled?

! **Practical takeaway:** Court removal is a last resort. Clear bylaws can help address director problems before they become legal crises.

9 Remote Meetings, Proxy Voting, and Written Consent Are More Clearly Addressed

SB 554 updates meeting procedures, including remote participation and proxy voting. This matters because many nonprofits already use Zoom, email, electronic records, and written consent to get work done. The Senate summary specifically identifies remote meetings and proxy voting as part of the bill’s membership and meeting updates.

The enrolled bill text also addresses action by written consent. It allows certain member actions to be taken without a meeting, without prior notice, and without a vote if the required members consent in writing, unless the articles or bylaws say otherwise.

This gives organizations a reason to review whether their bylaws match how they actually operate. If a nonprofit uses remote meetings, email notices, electronic signatures, or written consents, the organization should make sure its governing documents support those practices.

→ What nonprofits should review:	
1	Do our bylaws allow remote board or member meetings?
2	Do they allow electronic notice?
3	Do they explain proxy voting if we have members?

- 4 Do they allow written consent without a meeting?
- 5 Do we keep records of votes, consents, and remote participation?
- 6 Are our practices consistent with our bylaws?

! **Practical takeaway:** If your organization uses Zoom, email, electronic signatures, or written consents, make sure your bylaws and records support those practices.

10 Board Vacancies Are Addressed More Clearly

SB 554 updates board composition, election, terms, and vacancy rules. The official bill materials identify board vacancies as part of the bill’s changes, and the House page notes updates to board composition, election, and term rules.

This matters because board vacancies are common in small nonprofits. People move, burn out, change jobs, or become unable to serve. A vacancy should not automatically stop the organization from functioning, but the organization needs clear rules for how vacancies are handled.

Small charitable nonprofits should also pay close attention to minimum board requirements. If an organization is unsure how the new board composition rules apply to it, it should check its bylaws and consult an attorney.

- **What nonprofits should review:**
- 1 How many directors are required by our bylaws?
 - 2 How are board vacancies filled?
 - 3 What happens if members are supposed to elect directors but fail to do so?
 - 4 Do vacancies affect quorum or voting?
 - 5 Do our bylaws match our actual board practices?
 - 6 Should we ask an attorney to review our board structure?

! **Practical takeaway:** Board vacancies happen. The best protection is having bylaws that explain how vacancies are filled and making sure the organization maintains the required number of directors.

11 Derivative Actions Are Given a Clearer Process

SB 554 revises the process for derivative proceedings. A derivative action is a lawsuit brought on behalf of the nonprofit when the organization itself has allegedly been harmed. This is a complex legal area, but it is part of the bill’s broader accountability structure. The Senate summary states that SB 554 allows directors and officers to bring derivative actions.

For most small nonprofits, this will not be an everyday issue. The basic point is that SB 554 gives certain people connected to the organization a clearer process to act when the nonprofit itself has been harmed and leadership is not addressing the issue.

→ What nonprofits should take from this:	
1	Strong internal governance can reduce the chance of disputes becoming lawsuits.
2	Boards should take serious concerns seriously.
3	Conflicts, financial concerns, and governance disputes should be documented.
4	Organizations should seek legal advice early if someone threatens legal action on behalf of the nonprofit.

! **Practical takeaway:** Derivative actions are complex, but the lesson is simple: take governance concerns seriously, document decisions, and do not ignore claims that the organization itself has been harmed.

12 Recordkeeping and Member Inspection Requests: The Timeline Is Shorter

SB 554 updates nonprofit recordkeeping and inspection rights. The Senate summary states that the bill updates a nonprofit corporation’s duties to maintain and provide access to corporate records.

The enrolled bill text confirms that member inspection requests must be made at least 5 business days before the date the member wants to inspect and copy records. This is a change from 10 business days to 5 business days. The enrolled bill text also requires a corporation to provide already-prepared annual financial statements to a requesting member within 5 business days. If the statements are not prepared, the nonprofit must notify the member within 5 business days and provide them within 60 days after the request, unless more time is reasonably necessary for reasons beyond the nonprofit’s control.

This is one of the most important practical changes for small nonprofits. If a nonprofit has legal members, those members may have rights to inspect certain records. A shorter timeline means the organization needs to be organized before a request comes in.

Many small nonprofits have records spread across personal emails, old board members, paper folders, multiple Google Drives, text messages, or someone’s laptop. That can create real problems when records are requested.

→ What nonprofits should keep in one central location:			
1	Articles of incorporation	8	Current board and officer list
2	Current bylaws, including all amendments	9	Financial statements
3	IRS determination letter, if applicable	10	Conflict-of-interest forms
4	Annual reports	11	Major policies
5	Certificate of status	12	Major contracts

6	Board meeting minutes	13	Grant agreements
7	Member meeting minutes, if applicable	14	Membership records, if applicable



Practical takeaway: Do not wait until someone asks for records. Organize them now, and make sure the bylaws in your files are the current version.

13

Nonprofits Incorporated Outside Florida Must Make Sure Florida Can Reach Them

A foreign nonprofit is a nonprofit incorporated outside the state of Florida that conducts activities in Florida. This includes nonprofits registered in another state or country.

SB 554 updates service of process rules for foreign nonprofits. The Senate summary states that the bill modernizes service of process provisions and aligns processes for foreign nonprofit corporations with those for domestic nonprofit corporations.

The enrolled bill text states that if a foreign corporation conducts business in Florida without a certificate of authority, or cancels its certificate of authority, it appoints the Secretary of State as its agent for service of process in proceedings and actions arising out of business conducted in Florida.

When a nonprofit incorporated outside Florida withdraws its authority to operate in Florida, it must give the Department of State a current mailing address and email address. These are the addresses the state will use to send copies of any legal papers served on the Secretary of State after the organization withdraws. If those addresses change later, the nonprofit must update the Department of State so it can still receive legal notices.

Qualified Director: A board member who can make an independent decision on a specific issue because they do not have a conflict related to that decision.

Quorum: The minimum number of board members or voting members needed to officially conduct business.

Registered Agent: The person or business officially designated to receive legal notices for the nonprofit.

Remote Participation: Taking part in a meeting by phone, video, or electronic method instead of attending in person.

Service of Process: Formal delivery of legal papers, such as a lawsuit or court notice.

1. Keep registered agent information current.
2. Keep mailing and email addresses current.
3. Assign someone to monitor legal notices.
4. Consult an attorney if the organization operates across state lines.

Implications

SB 554 may make Florida nonprofit law clearer and more modern. It may also make some administrative processes more flexible, especially around correcting or withdrawing filings. This is helpful for small nonprofits because filing mistakes can happen when organizations do not have full-time legal or administrative staff.

At the same time, the bill raises the importance of basic governance infrastructure. Small nonprofits should not wait until there is a filing problem, records request, board conflict, member dispute, or funder question.

The organizations most likely to need support are those that:

1. Have voting members or unclear membership language
2. Use the word “member” informally
3. Have no legal members but do not clearly say that in their bylaws
4. Have outdated bylaws
5. Have records spread across multiple people or platforms
6. Have founder-led or family-involved structures
7. Have board members who are also vendors, staff, or contractors
8. Are incorporated outside Florida but operate in Florida
9. Are considering amendments, mergers, dissolution, or restructuring
10. Use remote meetings, electronic notice, or written consent without clear bylaw language

For grassroots nonprofits, these changes should be viewed as organizational protection. Good governance is not separate from mission. It protects the mission, the board, the members, the organization’s public trust, and the community being served.

Recommendations

Recommendations for Small and Grassroots Nonprofits

→ **Before July 1, nonprofits should:**

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| <ol style="list-style-type: none"> 1 Check the organization’s Sunbiz record. 2 Download and save the articles of incorporation. 3 Locate the current bylaws and confirm they include all amendments. 4 Confirm the registered agent and address. 5 Confirm whether the nonprofit is incorporated in Florida or another state. 6 Determine whether the organization legally has members. | <ol style="list-style-type: none"> 12 Create one central records folder. 13 Adopt or update a conflict-of-interest policy. 14 Have board members complete annual conflict disclosures. 15 Review director removal procedures in the bylaws. 16 Review remote meeting, electronic notice, proxy voting, and written consent language. 17 Review board vacancy procedures. |
|---|--|

7	If there are no legal members, make sure the bylaws say that clearly.	18	Save meeting minutes and approvals for all major filings.
8	Clarify whether members have voting rights.	19	Download a certificate of status after filing the annual report.
9	Clarify whether membership can be transferred.	20	For nonprofits incorporated outside Florida, confirm whether authority to operate in Florida is required.
10	Review whether any membership purchase, buyout, refund, or repurchase practice exists.	21	Speak with an attorney, CPA, or governance consultant if the organization has complex membership, filing, board, financial reporting, or foreign registration questions.
11	Review member dues, fees, and obligations.		

Recommendations for Funders and Capacity Builders

Funders, intermediaries, consultants, and technical assistance providers should support nonprofits by offering:

1. Accessible SB 554 education for small nonprofits
2. Bylaw review clinics
3. Sunbiz and filing review assistance
4. Board governance training
5. Membership structure guidance
6. Records management templates
7. Conflict-of-interest forms and training
8. Support for nonprofits incorporated outside Florida but operating in Florida
9. Legal and accounting referrals
10. Funding for governance and compliance support as nonprofit infrastructure

This support should not be treated as extra paperwork or optional overhead. Governance and compliance support helps nonprofits remain stable, accountable, and ready to serve.

Implementation Checklist

→ Before July 1, every small nonprofit should be able to answer the following questions:

1	Do we know where our articles of incorporation are?	11	Do members owe dues or fees?
2	Do we have current bylaws, including amendments?	12	Do we have board meeting minutes from the last three years?
3	Do our bylaws match how we actually operate?	13	Do we have a conflict-of-interest policy?
4	Is our Sunbiz record accurate?	14	Do we know how directors can be removed?
5	Is our registered agent current?	15	Do we know how board vacancies are filled?
6	Do we legally have members?	16	Do our bylaws allow remote meetings, electronic notice, proxy voting, or written consent if we use those

		practices?
7	If we do not have legal members, do our bylaws say that clearly?	17 Do we have a current certificate of status?
8	Do our members vote?	18 If incorporated outside Florida, are we properly authorized to operate in Florida?
9	Can membership be transferred?	19 Could we respond to a valid records request within 5 business days?
10	Are there any payment or purchase practices connected to membership?	

Conclusion



SB 554 updates Florida nonprofit corporation law and will be effective as of July 1, 2026. The bill may make some administrative processes easier, especially by modernizing filing rules and creating clearer correction and withdrawal procedures. At the same time, it makes it more important for nonprofits to understand their membership structure, keep records organized, maintain accurate state filings, manage conflicts of interest, and review bylaws before problems arise.

Small and grassroots nonprofits do not need to become legal experts. They do need to know where their documents are, what their bylaws say, whether they legally have members, how their board makes decisions, and how they would respond if records were requested.

★ A strong nonprofit is not only mission-driven. It is also organized, documented, and protected. SB 554 gives nonprofits an opportunity to strengthen that foundation before July 1.

