

P.L. 2021, CHAPTER 362, *approved January 10, 2022*
Assembly, No. 5549

1 **AN ACT** concerning nonprofit corporations and remote meetings
2 and amending N.J.S.15A:5-1.

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4 **BE IT ENACTED** by the Senate and General Assembly of the State
5 of New Jersey:

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7 1. N.J.S.15A:5-1 is amended to read as follows:

8 15A:5-1. a. Meetings of members of every corporation organized
9 under this title may, unless otherwise provided by law, be held at a
10 place, within or without this State, as may be provided in the
11 bylaws or as may be fixed by the board pursuant to authority
12 granted by the bylaws. In the absence of such a provision, all
13 meetings of members shall be held at the registered office of the
14 corporation. **During** a state of emergency declared by the
15 Governor, **a** A meeting of members may be held by means of
16 remote communication to the extent the board authorizes and adopts
17 guidelines and procedures governing such a meeting.

18 b. One or more members may participate in a meeting by
19 means of remote communication to the extent the board authorizes
20 that participation. Meetings conducted in part or solely by means of
21 remote communication **in reliance upon this subsection** and any
22 member's remote participation in those meetings shall be subject to
23 those guidelines and procedures as the board adopts, and shall be in
24 conformity with subsection c. of this section.

25 c. A member participating in a meeting of members by means
26 of remote communication **in reliance upon subsection a. of this**
27 **section** shall be deemed present in person and shall be entitled to
28 vote at the meeting regardless of whether that meeting is held at a
29 designated place or solely by means of remote communication. In
30 any meeting conducted in part or solely by means of remote
31 communication in reliance upon subsection a. of this section, the
32 corporation shall implement reasonable measures to:

33 (1) verify that each person participating remotely is a member or
34 a proxy of a member;

35 (2) provide each member participating remotely with a
36 reasonable opportunity to participate in the meeting, including an
37 opportunity to vote on matters submitted to the members, and to
38 read or hear the proceedings of the meeting substantially
39 concurrently with those proceedings; and

40 (3) record and maintain a record of any votes or other actions
41 taken by remote communication at the meeting.

42 (cf: P.L.2020, c.20, s.1)

EXPLANATION – Matter enclosed in bold-faced brackets **thus in the above bill is not enacted and is intended to be omitted in the law.**

Matter underlined thus is new matter.

1 2. This act shall take effect immediately.

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STATEMENT

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6 This bill permits nonprofit corporations to hold members'
7 meetings in part or solely by means of remote communication.

8 Pursuant to current law, remote communication of members is
9 permitted during a state of emergency declared by the Governor.

10 This bill clarifies that these meetings may be held by means of
11 remote communication to the extent the board authorizes and adopts
12 guidelines and procedures governing such a meeting, regardless of
13 any state of emergency.

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18 Permits nonprofit corporations to allow members to participate in
19 meetings by means of remote communication.