

## CHAPTER 10

AN ACT concerning the election of corporate directors and amending N.J.S.14A:5-24.

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

1. N.J.S.14A:5-24 is amended to read as follows:

Elections of directors; cumulative voting.

14A:5-24. Elections of directors; cumulative voting.

(1) Elections of directors need not be by ballot unless a shareholder demands election by ballot at the election and before the voting begins. If the by-laws require election by ballot at any shareholders' meeting, such requirement is waived unless compliance therewith is requested by a shareholder entitled to vote at such meeting.

(2) At each election of directors every shareholder entitled to vote at such election shall have the right to vote the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or, if the certificate of incorporation so provides, to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the aggregate number of his votes shall equal, or by distributing such votes on the same principle among any number of such candidates.

(3) Except as otherwise provided by the certificate of incorporation or by-laws, directors shall be elected by a plurality of the votes cast at an election.

2. This act shall take effect immediately.

Approved January 27, 2009.