

**CHAPTER 20**  
**(CORRECTED COPY)**

**AN ACT** concerning nonprofit corporations and remote meetings and amending N.J.S.15A:5-1 and N.J.S.15A:5-4.

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

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

Meetings of members of corporation.

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

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

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

- (1) verify that each person participating remotely is a member or a proxy of a member;
- (2) provide each member participating remotely with a reasonable opportunity to participate in the meeting, including an opportunity to vote on matters submitted to the members, and to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and
- (3) record and maintain a record of any votes or other actions taken by remote communication at the meeting.

2. N.J.S.15A:5-4 is amended to read as follows:

Notice of members' meetings.

15A:5-4. a. Except as otherwise provided in this act, written notice of the time, place and purposes of every meeting of members shall be given not less than 10 nor more than 60 days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at the meeting. If the board has authorized participation by members by means of remote communication pursuant to N.J.S.15A:5-1, the notice to members shall describe the means of remote communication to be used.

b. When a meeting is adjourned to another time or place, it shall not be necessary, unless the bylaws otherwise provide, to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only business shall be transacted as might have been transacted

at the original meeting. If after the adjournment, the board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under subsection a. of this section.

3. This act shall take effect immediately.

Approved April 14, 2020.