

**15A:5-1**  
**LEGISLATIVE HISTORY CHECKLIST**  
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**LAWS OF:** 2021                    **CHAPTER:** 362

**NJSA:** 15A:5-1 (Permits nonprofit corporations to allow members to participate in meetings by means of remote communication.)

**BILL NO:** A5549                    (Substituted for S4112)

**SPONSOR(S)** Dancer, Ronald S. and others

**DATE INTRODUCED:** 5/5/2021

**COMMITTEE:**                    **ASSEMBLY:** Financial Institutions & Insurance  
**SENATE:** ---

**AMENDED DURING PASSAGE:** No

**DATE OF PASSAGE:**                    **ASSEMBLY:** 12/20/2021  
**SENATE:** 12/20/2021

**DATE OF APPROVAL:** 1/10/2022

**FOLLOWING ARE ATTACHED IF AVAILABLE:**

FINAL TEXT OF BILL (Introduced bill enacted)	Yes
<b>A5549</b>	
INTRODUCED BILL (INCLUDES SPONSOR'S STATEMENT):	Yes
COMMITTEE STATEMENT:	ASSEMBLY: Yes
	SENATE: No

(Audio archived recordings of the committee meetings, corresponding to the date of the committee statement, ***may possibly*** be found at [www.njleg.state.nj.us](http://www.njleg.state.nj.us))

FLOOR AMENDMENT STATEMENT:	No
LEGISLATIVE FISCAL ESTIMATE:	No
<b>S4112</b>	
INTRODUCED BILL (INCLUDES SPONSOR'S STATEMENT):	Yes
COMMITTEE STATEMENT:	ASSEMBLY: No
	SENATE: Yes

(Audio archived recordings of the committee meetings, corresponding to the date of the committee statement, **may possibly** be found at [www.njleg.state.nj.us](http://www.njleg.state.nj.us))

**FLOOR AMENDMENT STATEMENT:** No

**LEGISLATIVE FISCAL ESTIMATE:** No

**VETO MESSAGE:** No

**GOVERNOR'S PRESS RELEASE ON SIGNING:** No

**FOLLOWING WERE PRINTED:**

To check for circulating copies, contact New Jersey State Government Publications at the State Library (609) 278-2640 ext.103 or <mailto:refdesk@njstatelib.org>

**REPORTS:** No

**HEARINGS:** No

**NEWSPAPER ARTICLES:** No

RWH/JA



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.

3  
4 **BE IT ENACTED** *by the Senate and General Assembly of the State*  
5 *of New Jersey:*

6  
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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3

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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.

## CHAPTER 362

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

**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. 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 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 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. This act shall take effect immediately.

Approved January 10, 2022.

# ASSEMBLY, No. 5549

## STATE OF NEW JERSEY 219th LEGISLATURE

INTRODUCED MAY 5, 2021

**Sponsored by:**

**Assemblyman RONALD S. DANCER**

**District 12 (Burlington, Middlesex, Monmouth and Ocean)**

**Assemblyman ANTHONY S. VERRELLI**

**District 15 (Hunterdon and Mercer)**

**Assemblywoman ANGELA V. MCKNIGHT**

**District 31 (Hudson)**

**Senator ANTHONY M. BUCCO**

**District 25 (Morris and Somerset)**

**Co-Sponsored by:**

**Assemblywoman Murphy, Assemblymen Space, Wirths, Tully,  
Assemblywoman Swain, Senators Diegnan, O'Scanlon and Pou**

**SYNOPSIS**

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

**CURRENT VERSION OF TEXT**

As introduced.



**(Sponsorship Updated As Of: 12/20/2021)**

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

3

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

6

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  
9 organized under this title may, unless otherwise provided by law, be  
10 held at a place, within or without this State, as may be provided in  
11 the 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:

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34 a proxy of a member;

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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)

43

44 2. This act shall take effect immediately.

**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 STATEMENT

2

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

5 Pursuant to current law, remote communication of members is  
6 permitted during a state of emergency declared by the Governor.  
7 This bill clarifies that these meetings may be held by means of  
8 remote communication to the extent the board authorizes and adopts  
9 guidelines and procedures governing such a meeting, regardless of  
10 any state of emergency.

ASSEMBLY FINANCIAL INSTITUTIONS AND INSURANCE  
COMMITTEE

STATEMENT TO

**ASSEMBLY, No. 5549**

**STATE OF NEW JERSEY**

DATED: DECEMBER 13, 2021

The Assembly Financial Institutions and Insurance Committee reports favorably Assembly Bill No. 5549.

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

Pursuant to current law, remote communication of members is permitted during a state of emergency declared by the Governor. This bill clarifies that these meetings may be held by means of remote communication to the extent the board authorizes and adopts guidelines and procedures governing such a meeting, regardless of any state of emergency.

**SENATE, No. 4112**

**STATE OF NEW JERSEY**  
**219th LEGISLATURE**

INTRODUCED NOVEMBER 12, 2021

**Sponsored by:**

**Senator ANTHONY M. BUCCO**  
**District 25 (Morris and Somerset)**

**Co-Sponsored by:**

**Senators Diegnan, O'Scanlon and Pou**

**SYNOPSIS**

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

**CURRENT VERSION OF TEXT**

As introduced.



**(Sponsorship Updated As Of: 12/20/2021)**

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

3

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  
9 organized under this title may, unless otherwise provided by law, be  
10 held at a place, within or without this State, as may be provided in  
11 the bylaws or as may be fixed by the board pursuant to authority  
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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  
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25 c. A member participating in a meeting of members by means  
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42 (cf: P.L.2020, c.20, s.1)

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44 2. This act shall take effect immediately.

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

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STATEMENT

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

Pursuant to current law, remote communication of members is permitted during a state of emergency declared by the Governor. This bill clarifies that these meetings may be held by means of remote communication to the extent the board authorizes and adopts guidelines and procedures governing such a meeting, regardless of any state of emergency.

SENATE COMMERCE COMMITTEE

STATEMENT TO

**SENATE, No. 4112**

**STATE OF NEW JERSEY**

DATED: DECEMBER 6, 2021

The Senate Commerce Committee reports favorably Senate Bill No. 4112.

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

Pursuant to current law, remote communication of members is permitted during a state of emergency declared by the Governor. This bill clarifies that these meetings may be held by means of remote communication to the extent the board authorizes and adopts guidelines and procedures governing such a meeting, regardless of any state of emergency.