



## **New Jersey Nonprofit Corporation Act Amended to Permit Membership Meetings to Be Held in Part or Solely by Means of Remote Communication**

**February 24, 2022**

As the result of two amendments to the New Jersey Nonprofit Corporation Act (Act) that were enacted in [2020](#) and [2022](#), nonprofit corporations are now permitted to:

1. Hold membership meetings at a designated physical location and allow members to participate by remote communication.
2. Hold membership meetings solely by remote communication.

Thus, membership meetings can now be held in part or solely by means of remote communication.

The new laws amended N.J.S.A. 15A:5-1, which previously did not permit membership meetings to be held in part or solely by means of remote communication. By contrast, since its enactment in 1983, the Act has allowed a nonprofit's board of trustees to hold board meetings in person and/or by "any means of communication by which all persons participating in the meeting are able to hear each other," unless prohibited by the nonprofit's certificate of incorporation or the bylaws.<sup>1</sup>

In order to hold membership meetings solely by remote communication, or to permit members to participate in membership meetings remotely, a board of trustees must authorize such arrangements and adopt guidelines and procedures governing the remote meetings or the members' remote participation, respectively. Once those steps are taken, a member participating in a meeting remotely is considered present at, and can vote during, the meeting.

For all meetings where members participate remotely, the nonprofit must implement "reasonable measures" to:

- verify that anyone participating remotely is in fact a member or a proxy of a member;
- ensure that a member participating remotely can hear or read the meeting proceedings while the meetings are happening;

---

<sup>1</sup> N.J.S.A. 15A:6-10(c).



**Volunteer Lawyers Strengthening Nonprofits & Our Communities**

- provide a member participating remotely with a reasonable opportunity to participate in the proceedings, including the ability to vote; and
- accurately record votes or other actions taken by members participating remotely.

A nonprofit might have to amend its bylaws to reflect any new guidelines and procedures that are adopted to govern membership meetings held solely by remote communication and/or for remote participation in membership meetings that are held at a designated physical location.

While the amendments do not specifically define the term “remote communication,” nonprofits should be able to utilize any conferencing system that will allow members to speak and hear each other, as is the case with board meetings at which some or all of the trustees might participate remotely. In choosing a method of communication, a nonprofit should consider, among other things, the ease of use and security of the service.

The 2020 amendment also modified N.J.S.A. 15A:5-4, which now sets forth the notice requirements for membership meetings at which members will be allowed to participate remotely. The notice must describe the method of remote communication that will be used for the meeting.

Keep in mind that a nonprofit corporation has to provide a minimum of 10 days’ written notice to members for membership meetings. This requirement is not relaxed under the amended law.

---

IRS Circular 230 Disclosure: To ensure compliance with requirements imposed by the IRS, we inform you that any tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of: (i) avoiding penalties under the Internal Revenue Code or any other U.S. federal tax law; or (ii) promoting, marketing, or recommending to another party any transaction or matter addressed herein.

This document is provided as a general informational service to volunteers, clients, and friends of Pro Bono Partnership. It should not be construed as, and does not constitute, legal advice on any specific matter, nor does distribution of this document create an attorney-client relationship.

Copyright © 2022 Pro Bono Partnership, Inc. All rights reserved. No further use, copyright, dissemination, distribution, or publication is permitted without the express written consent of Pro Bono Partnership, Inc.