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**2008 CAI-NJ CONFERENCE AND EXPO
EDISON, NEW JERSEY**

HOW TO HOLD A SUCCESSFUL ELECTION

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Effective:[See Text Amendments]

New Jersey Statutes Annotated Currentness
Title 45. Professions and Occupations (Refs & Annos)
Subtitle 2. Occupations Subject to Other Regulation
Chapter 22A. Real Estate Developers, Certain (Refs & Annos)
II. Planned Real Estate Development Full Disclosure Act (Refs & Annos)

→ 45:22A-44. Powers and duties of associations ¶

- a. Subject to the master deed, declaration of covenants and restrictions or other instruments of creation, the association may do all that it is legally entitled to do under the laws applicable to its form of organization.
- b. The association shall exercise its powers and discharge its functions in a manner that protects and furthers the health, safety and general welfare of the residents of the community.
- c. The association shall provide a fair and efficient procedure for the resolution of disputes between individual unit owners and the association, and between unit owners, which shall be readily available as an alternative to litigation.
- d. The association may assert tort claims concerning the common elements and facilities of the development as if the claims were asserted directly by the unit owners individually.

CREDIT(S)

L.1993, c. 30, § 2, eff. July 29, 1993.

HISTORICAL AND STATUTORY NOTES

1995 Main Volume

Statements: Committee statement to Senate, No. 217--L.1993, c. 30, see N.J.S.A. § 45:22A-43.

ADMINISTRATIVE CODE REFERENCES

Powers and duties of community association, see N.J.A.C. 5:26-8.2.

LAW REVIEW AND JOURNAL COMMENTARIES

Rights of tenants in condominium and homeowner association communities. E. Richard Kennedy and Mark D. Imbriani, 174 N.J.Law. 18 (Mag.) (Jan./Feb. 1996).

Effective:[See Text Amendments]

New Jersey Statutes Annotated Currentness

Title 15A. Corporations, Nonprofit (Refs & Annos)

Chapter 5. Meetings of Members, Elections of Trustees, and Rights and Liabilities of Members in Certain Cases (Refs & Annos)

→ 15A:5-21. Selection of inspectors

- a. Unless the bylaws otherwise provide, the board may, in advance of a members' meeting, appoint one or more inspectors to act at the meeting or any adjournment thereof.
- b. If inspectors are not so appointed by the board or as otherwise provided in the bylaws or shall fail to qualify, the person presiding at a members' meeting may, and on the request of any member entitled to vote thereat, shall, make the appointment.
- c. If any person appointed as inspector fails to appear or act, the vacancy may be filled by appointment made by the board in advance of the meeting or at the meeting by the person presiding at the meeting.
- d. If the bylaws require inspectors at any members' meeting, the requirement is waived unless compliance therewith is requested by a member entitled to vote at the meeting.
- e. Each inspector, before entering upon a discharge of duties, shall take and sign an oath faithfully to execute the duties of inspector at the meeting with strict impartiality and according to the best of that person's ability.
- f. A person shall not be elected a trustee at a meeting at which that person has served as an inspector.

CREDIT(S)

L.1983, c. 127, § 15A:5-21, eff. Oct. 1, 1983.

NONPROFIT LAW REVISION COMMITTEE

1984 Main Volume

Section 15A:5-21 is based on section 14A:5-25 of the New Jersey Business Corporation Act.

HISTORICAL AND STATUTORY NOTES

Effective:[See Text Amendments]

New Jersey Statutes Annotated Currentness

Title 15A. Corporations, Nonprofit (Refs & Annos)

Chapter 5. Meetings of Members, Elections of Trustees, and Rights and Liabilities of Members in Certain Cases (Refs & Annos)

→ **15A:5-22. Duties of inspectors**

The inspectors shall determine the number of memberships outstanding and the voting power of each, the members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes or consents, determine the result, and do all acts as are proper to conduct the election or vote with fairness to all members. If there are three or more inspectors, the act of a majority shall govern. On request of the person presiding at the meeting or any member entitled to vote at the meeting, the inspectors shall make a report in writing of any challenge, question or matter determined by them. Any report made by them shall be prima facie evidence of the facts therein stated, and the report shall be filed with the minutes of the meeting.

CREDIT(S)

L.1983, c. 127, § 15A:5-22, eff. Oct. 1, 1983.

NONPROFIT LAW REVISION COMMITTEE

1984 Main Volume

Section 15A:5-22 is based on section 14A:5-26 of the New Jersey Business Corporation Act.

HISTORICAL AND STATUTORY NOTES

1984 Main Volume

Source: N.J.S. 14A:5-26.

LIBRARY REFERENCES

1984 Main Volume

Corporations ↪ 196.
C.J.S. Corporations § 545.

RESEARCH REFERENCES

Effective:[See Text Amendments]

New Jersey Statutes Annotated Currentness

Title 15A. Corporations, Nonprofit (Refs & Annos)

Chapter 5. Meetings of Members, Elections of Trustees, and Rights and Liabilities of Members in Certain Cases (Refs & Annos)

→ 15A:5-4. Notice of members' meetings*

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.

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.

CREDIT(S)

L.1983, c. 127, § 15A:5-4, eff. Oct. 1, 1983.

NONPROFIT LAW REVISION COMMITTEE

1984 Main Volume

Section 15A:5-4 is based on section 14A:5-4 of the New Jersey Business Corporation Act.

HISTORICAL AND STATUTORY NOTES

1984 Main Volume

Source: N.J.S. 14A:5-4.

Model Act: § 14.

LIBRARY REFERENCES

2008 Electronic Update

Effective:[See Text Amendments]

New Jersey Statutes Annotated Currentness

Title 15A. Corporations, Nonprofit (Refs & Annos)

Chapter 5. Meetings of Members, Elections of Trustees, and Rights and Liabilities of Members in Certain Cases (Refs & Annos)

→ 15A:5-9. Quorum of members

a. Unless otherwise provided in the certificate of incorporation, the bylaws, or this act, the members entitled to cast a majority of the votes at a meeting shall constitute a quorum at the meeting. The members present in person or by proxy at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less than a quorum may adjourn.

b. Whenever any class of members is entitled to vote separately on a specified item, the provisions of this section shall apply in determining the presence of a quorum of that class for the transaction of the specified item.

CREDIT(S)

L.1983, c. 127, § 15A:5-9, eff. Oct. 1, 1983.

NONPROFIT LAW REVISION COMMITTEE

1984 Main Volume

Section 15A:5-9 is based on section 14A:5-9 of the New Jersey Business Corporation Act.

The Committee is aware that memberships may be widely held in some nonprofit corporations by persons who have insufficient interest in the mechanics of corporate operation and routine to attend meetings of members. Hence, it often proves difficult to obtain the presence of a majority of voting members at a meeting. Although this section provides the statutory norm for a quorum as a majority of members, it also permits, and it is expected that many nonprofit corporations will adopt, bylaws specifying either a smaller percentage or a finite number of members as sufficient to constitute a quorum either generally or for meetings called to consider specified matters. Section 15A:5-20, it may be noted, permits voting for trustees to be conducted by mail.

HISTORICAL AND STATUTORY NOTES

1984 Main Volume

Source: N.J.S. 14A:5-9.

Effective:[See Text Amendments]

New Jersey Statutes Annotated Currentness

Title 15A. Corporations, Nonprofit (Refs & Annos)

Chapter 5. Meetings of Members, Elections of Trustees, and Rights and Liabilities of Members in Certain Cases (Refs & Annos)

→ 15A:5-18. Proxy voting ¶

a. Unless otherwise provided in the certificate of incorporation or bylaws, every member entitled to vote at a meeting of members or to express consent without a meeting may authorize another person or persons to act for the member by proxy. Every proxy shall be executed in writing by the member or the member's agent, except that a proxy may be given by a member or the agent by telegram or cable or its equivalent. A proxy shall not be valid for more than 11 months unless a longer time is expressly provided therein, but in no event shall a proxy be valid after 3 years from the date of execution. Unless it is coupled with an interest, a proxy shall be revocable at will. A proxy shall not be revoked by the death or incapacity of the member but the proxy shall continue in force until revoked by the personal representative or guardian of the member. The presence at any meeting of any member who has given a proxy shall not revoke the proxy unless the member shall file written notice of revocation with the secretary of the meeting prior to the voting of the proxy.

b. A person named in a proxy as the attorney or agent of a member may, if the proxy so provides, substitute another person to act in that person's place, including any other person named as an attorney or agent in the same proxy. The substitution shall not be effective until an instrument effecting it is filed with the secretary of the corporation.

CREDIT(S)

L.1983, c. 127, § 15A:5-18, eff. Oct. 1, 1983.

NONPROFIT LAW REVISION COMMITTEE

1984 Main Volume

Section 15A:5-18 is based on section 14A:5-19 of the New Jersey Business Corporation Act. This section creates uniformity in the use of proxies by nonprofit corporations and business corporations. R.S. 15:1-4 permitted proxy voting only where specific authorization for proxy voting was included in the bylaws. See *Lo Curto v. River Edge Girl Scouts Association*, 59 N.J.Super. 408 (Ch.Div.1960).

HISTORICAL AND STATUTORY NOTES

1984 Main Volume

Effective:[See Text Amendments]

New Jersey Statutes Annotated Currentness

Title 15A. Corporations, Nonprofit (Refs & Annos)

Chapter 5. Meetings of Members, Elections of Trustees, and Rights and Liabilities of Members in Certain Cases (Refs & Annos)

→ 15A:5-11. Votes required

- a. Whenever any action, other than the election of trustees is to be taken by vote of the members, it shall be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon, unless a greater plurality is required by the certificate of incorporation or bylaws or another section of this act.
- b. The certificate of incorporation or bylaws may provide that any class or classes of members shall vote as a class to authorize any action, including amendments to the certificate of incorporation or bylaws. Voting as a class shall be in addition to any other vote required by this act. Where voting as a class is provided in the certificate of incorporation or bylaws it shall be by the proportionate vote so provided for or, if no proportionate vote is provided, then for any action other than the election of trustees, by a majority of the votes cast at the meeting by the members of the class entitled to vote thereon.
- c. Where voting as a class is required by this act to authorize any action, the action shall be authorized by a majority of the votes cast at the meeting by the members of each class entitled to vote thereon, unless a greater vote is required by the certificate of incorporation, the bylaws, or another section of this act. Voting as a class shall be in addition to any other vote required by this act.

CREDIT(S)

L.1983, c. 127, § 15A:5-11, eff. Oct. 1, 1983.

NONPROFIT LAW REVISION COMMITTEE

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Section 15A:5-11 is based on section 14A:5-11 of the New Jersey Business Corporation Act. Subsections 15A:5-11a and 15A:5-11b permit the inclusion of provisions for increased voting requirements and for class voting in the bylaws as well as the certificate of incorporation. Section 14A:5-11 permits the inclusion of similar provisions only in the certificate of incorporation.

HISTORICAL AND STATUTORY NOTES

Effective:[See Text Amendments]

New Jersey Statutes Annotated Currentness

Title 15A. Corporations, Nonprofit (Refs & Annos)

Chapter 5. Meetings of Members, Elections of Trustees, and Rights and Liabilities of Members in Certain Cases (Refs & Annos)

→ 15A:5-8. Voting list

a. The officer or agent having charge of the membership record books for a corporation shall make and certify a complete list of the members entitled to vote at a members' meeting or any adjournment thereof. A list required by this subsection may consist of cards arranged alphabetically. The list shall:

(1) Be arranged alphabetically within each class, series, or group of members maintained by the corporation for convenience of reference, with the address of each member;

(2) Be produced at the time and place of the meeting;

(3) Be subject to the inspection of any members during the whole time of the meeting; and

(4) Be prima facie evidence as to who are the members entitled to examine the list or to vote at any meeting.

b. If the requirements of this section have not been complied with, the meeting shall, on the demand of any member in person or by proxy, be adjourned until the requirements are complied with. Failure to comply with the requirements of this section shall not affect the validity of any action taken at the meeting prior to the making of any such demand.

CREDIT(S)

L.1983, c. 127, § 15A:5-8, eff. Oct. 1, 1983.

NONPROFIT LAW REVISION COMMITTEE

1984 Main Volume

Section 15A:5-8 is based on section 14A:5-8 of the New Jersey Business Corporation Act.

HISTORICAL AND STATUTORY NOTES