

HOA Meeting Checklist -- New Jersey

Annual Meetings · Board Meetings · Quorum · Minutes

Use this checklist for every HOA meeting in New Jersey. This reflects New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 et seq., supplies general corporate meeting rules for HOAs organized as nonprofits. Separately, the Planned Real Estate Development Full Disclosure Act (PREDFDA), N.J.S.A. 45:22A-21 et seq., imposes governance requirements on covered associations, implemented by N.J.A.C. 5:26-8.12. where it applies -- always verify against your governing documents, which may set a stricter rule. This is a governance aid, not legal advice.

PHASE 1 - BEFORE THE MEETING

DETERMINE MEETING TYPE

- | | |
|--|--|
| ☐ Annual / membership meeting | ☐ Regular board meeting |
| ☐ Special membership meeting | ☐ Special board meeting |

REVIEW GOVERNING DOCUMENTS

- | | |
|---|--|
| ☐ Declaration / CC&Rs | ☐ Confirm notice deadline & method
<i>Notice: 10-60 days under N.J.S.A. 15A:5-4. Notice must state time, place, and purposes.</i> |
| ☐ Bylaws | ☐ Confirm quorum requirement
<i>Quorum: Unless the certificate of incorporation, bylaws, or the Nonprofit Corporation Act...</i> |
| ☐ Adopted meeting/election rules | ☐ Confirm agenda notice requirements
<i>Agenda: Notice must state the purposes of the meeting under N.J.S.A. 15A:5-4 — no separate univer...</i> |

PREPARE & SEND NOTICE

- | | |
|---|--|
| ☐ Notice sent by required method
<i>Mail / hand delivery / electronic as bylaws permit</i> | ☐ Notice includes: election information (if applicable) |
| ☐ Notice sent within required window | ☐ Notice includes: proxy instructions (if applicable) |
| ☐ Notice includes: date, time, location | ☐ Affidavit / proof of notice prepared |
| ☐ Notice includes: agenda items
<i>Notice must state the purposes of the meeting under N.J.S.A. 15A:5-4 — no separate univer...</i> | |

Watch out: Do not copy last year's notice without checking whether the meeting involves an election, amendment, budget change, or director removal - those may require different notice language or a longer window.

BUILD THE QUORUM WORKSHEET

TOTAL VOTING INTERESTS

VOTES NEEDED FOR QUORUM

NOTICE SENT DATE

MINUTES RECORDER

QUORUM REQUIREMENT

Unless the certificate of incorporation...

MEETING DATE / TIME

NOTICE METHOD

ELECTION REQUIRED?

Yes / No

VERIFY PROXIES (MEMBERSHIP MEETINGS)

- | | |
|---|---|
| ☐ Each proxy is signed | ☐ No conflicting / duplicate proxies |
| ☐ Each proxy is dated | ☐ Proxies logged in a proxy register |

☐ Each proxy identifies the meeting

☐ Proxy validity / expiration checked

Unless the certificate of incorporation or bylaws provide otherwise, members may vote by

☐ Proxy is from an eligible voting interest

ELECTION PREPARATION (IF APPLICABLE)

☐ Candidate eligibility confirmed

☐ Who counts ballots - identified in advance

☐ Nomination procedure followed

☐ Tie procedure established

☐ Voting method determined (secret / open ballot)

☐ Ballot / proxy forms prepared

PHASE 2 - AT THE MEETING

OPENING

☐ Call meeting to order - record exact time

☐ Identify presiding officer

☐ Confirm proof of notice

☐ Identify minutes recorder

ESTABLISH QUORUM -- BEFORE ANY VOTE

OWNERS PRESENT

VALID PROXIES

TOTAL REPRESENTED

REQUIRED FOR QUORUM

QUORUM ACHIEVED?

Unless the certificate of incorporation...

Yes / No

If quorum is not met: do NOT conduct member business. Call the meeting to order, announce the quorum calculation, and follow the applicable adjournment procedure. In New Jersey: Less than a quorum of members may adjourn a meeting under the New Jersey Nonprofit Corporation Act. Members present at a duly organized meeting may also continue business until adjournment despite the later loss of quorum.

CONDUCT THE MEETING

☐ Follow the prepared agenda

☐ Do not vote on matters outside the agenda

Especially amendments, assessments, director removal

☐ State each motion clearly before voting

☐ Do not conduct member business at a board meeting

☐ Record who made and seconded each motion

☐ Member speaking rights observed

Open meetings: Covered PREDFDA associations must generally permit member attendance

☐ Record the exact vote count and result

EXECUTIVE / CLOSED SESSION (BOARD MEETINGS)

☐ Valid statutory basis identified before closing

☐ Entry time recorded in minutes

☐ Exit time recorded in minutes

☐ Formal vote (if any) taken in open session after reconvening

☐ Post-session summary entered in minutes where required

Executive session is not a general privacy button. "We'd rather discuss this privately" is not a statutory basis. In New Jersey, permitted categories: Privacy; pending/anticipated litigation or contract negotiations; attorney-client privilege; employment/promotion/discipline/dismissal of a specific officer or employee. N.J.S.A. 45:22A-46(a); N.J.A.C. 5:26-8.12.

IF NO QUORUM -- ADJOURNMENT

☐ Quorum calculation announced and recorded

☐ Motion to adjourn made and passed

☐ New date / time / place announced or noted for re-notice

ADJOURNMENT

☐ Motion to adjourn made

☐ Adjournment time recorded

☐ All proxies and attendance records preserved

☐ Adjournment procedure followed

Less than a quorum of members may adjourn a meeting under the New Jersey Nonprofit Corporation Act.

☐ Ballots / proxies retained

Do not discard - needed if results are challenged

PHASE 3 - AFTER THE MEETING

DRAFT MINUTES -- PROMPTLY

☐ Association name, meeting type, date, time, location

☐ Presiding officer and minutes recorder identified

☐ Proof of notice recorded

☐ Quorum calculation recorded

Owners present + valid proxies = total represented vs. required

☐ Each motion stated precisely

☐ Maker and seconder of each motion

☐ Vote count and result for each motion

☐ Election results recorded

☐ Executive session entry / exit times and any required summary

☐ Adjournment time recorded

Minutes are an official record, not a transcript. Record what was decided, not every word spoken. Avoid personal commentary. Good example: "Motion by Smith, seconded by Jones, to approve the landscaping contract for \$12,000. Passed 4-1." Bad example: "There was a long discussion and people seemed pretty divided."

RECORDS & FOLLOW-UP

☐ Minutes approved at next appropriate meeting

☐ Ballots and proxies retained

Minutes retention: Minutes are required under the PREDFDA regulatory framework; a specific retention policy should be adopted.

☐ Records available for member inspection as required

☐ Any required post-meeting notices sent

e.g. election results broadcast, assessment notices

☐ Action items assigned with owner and deadline

☐ Next meeting date confirmed and calendared

NEW JERSEY QUICK REFERENCE

Governing statute

New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 et seq., supplies general corporate meeting rules for HOAs organized as nonprofits. Separately, the Planned Real Estate Development Full Disclosure Act (PREDFDA), N.J.S.A. 45:22A-21 et seq., imposes governance requirements on covered associations, implemented by N.J.A.C. 5:26-8.12.

Member meeting notice

10-60 days under N.J.S.A. 15A:5-4. Notice must state time, place, and purposes.

Agenda in notice

Notice must state the purposes of the meeting under N.J.S.A. 15A:5-4 — no separate universal PREDFDA agenda requirement for every membership meeting was verified.

Member quorum default

Unless the certificate of incorporation, bylaws, or the Nonprofit Corporation Act provides otherwise, members entitled to cast a majority of the votes constitute a quorum. Members present in person or by proxy may continue business until adjournment even if enough members withdraw to leave less than a quorum.

Proxy rules

Unless the certificate of incorporation or bylaws provide otherwise, members may vote by proxy. A proxy is valid for no more than 11 months unless a longer period is expressly provided, but it can never remain valid more than three years from execution; unless coupled with an interest, it is revocable at will.

If quorum fails	Less than a quorum of members may adjourn a meeting under the New Jersey Nonprofit Corporation Act. Members present at a duly organized meeting may also continue business until adjournment despite the later loss of quorum.
Board meetings open	Covered PREDFDA associations must generally permit member attendance at executive-board meetings, with exceptions for privacy, litigation/contract negotiations, attorney-client privilege, and specified employment matters. Binding votes are not permitted in closed sessions. N.J.S.A. 45:22A-46(a); N.J.A.C. 5:26-8.12.
Board meeting notice	N.J.A.C. 5:26-8.12 requires an annual open-meeting schedule and generally seven-day advance notice of changes to that schedule — not a universal flat "7-day board notice" rule.
Board quorum default	For a nonprofit corporation, a majority of the entire board constitutes a quorum unless the certificate of incorporation or bylaws provide otherwise. They may establish a lesser quorum, but it may not be less than the greater of two persons or one-third of the entire board.
Executive session	Privacy; pending/anticipated litigation or contract negotiations; attorney-client privilege; employment/promotion/discipline/dismissal of a specific officer or employee. N.J.S.A. 45:22A-46(a); N.J.A.C. 5:26-8.12.
Minutes retention	Minutes are required under the PREDFDA regulatory framework; a specific statutory retention period was not verified.
Citation	N.J.S.A. 15A:5-4; N.J.S.A. 45:22A-46; N.J.A.C. 5:26-8.12.

These reflect statutory defaults for New Jersey and apply only when your governing documents do not specify otherwise -- your declaration and bylaws generally control. This checklist is a governance aid, not legal advice. For contested elections, amendments, director removal, or disputed voting rights, have the association's attorney review the procedure before the meeting.