

## Considerations for Electronic Meetings (rev. 12/15/2020)

Many congregation leaders are asking how they can take advantage of technology to continue to hold necessary meetings to conduct the business of the congregation. Below is an FAQ of the questions being asked most often. Even in the current pandemic crisis, the rules have not all gone out the window, and state law, as well as your constitution, bylaws, and continuing resolutions, must still be respected.

**Q: Where do we look to determine if we can have electronic meetings?**

A: You should look to the law of the state in which your congregation is incorporated (which in almost all cases is the state in which the congregation is located). Most states authorize electronic meetings for members (i.e., the congregation meeting) and/or directors (i.e., the Congregation Council). (Note that different states use different terms to refer to such meetings, e.g. “remote meetings,” “meetings by interactive communication,” etc.) These provisions are typically located in the state’s non-profit corporation act. Note that the provisions for members’ meetings (congregation) and directors’ meetings (council) are typically separate and should be considered separately.

**Q: What do these state laws say?**

A: Each state is different, but there are three common “flavors” that are used:

- **State law authorizes it outright.** In this case, you need look no further.
- **State law authorizes it unless the corporation’s bylaws say otherwise.** In this case, you can have an electronic meeting unless your constitution and bylaws prohibit electronic meetings. This is unlikely, as we do not have provisions in the *Model Constitution for Congregations* prohibiting such meetings.
- **State law allows it if the corporation’s bylaws authorize it.** In this case, you have to look to see if your congregation’s constitution authorizes electronic meetings.

**Consult your bishop or synod staff to seek the advice of your synod’s attorney, who will know the statutes for your state.**

**Q: If needed, where do we look in our congregation constitution to see if electronic meetings are authorized?**

A: For congregational meetings, look to see if your congregation has included this provision from the *Model Constitution for Congregations* (or a similar one):

**C10.08.** This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication. To the extent permitted by state law, notice of all meetings may be provided electronically.

For council meetings, look to see if your congregation has included this provision from the *Model Constitution for Congregations* (or a similar one):

**C12.13.** The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference and, to the extent permitted by state law, notice of all meetings may be provided electronically.

**Q: We never updated our constitution to include these provisions. Does this mean we can’t hold an electronic meeting?**

A: Not necessarily. As discussed above, the place to start is with your state law. If the statute expressly allows for electronic meetings or permits them unless your constitution or bylaws expressly forbid such meetings, you can have electronic meetings even if your documents are silent on the subject. Only if you are in a state that requires authorization in the bylaws could you be barred from holding an electronic meeting if your governing documents do not authorize it.

If your state requires a provision for electronic meetings to be in the bylaws, and the congregation doesn’t have such a provision, one solution might be to have the congregation council meet and adopt a continuing resolution authorizing electronic meetings in compliance with state law. It might be challenged, but the best guess is that the courts would be lenient, given current circumstances.

**Q: What does the constitutional language “simultaneous aural communication” mean?**

**A:** A valid electronic meeting requires that there be simultaneous aural communication: that is, every participant must be able to hear and to speak, with two-way communication possible. A platform that only allows people to listen, for example, would not be appropriate. You must also consider those members who do not have online access. In choosing a technological platform, you should select one that allows for both online and dial-in participation so that as many members can participate as reasonably possible.

**Q: What notification do we have to give for an electronic meeting?**

**A:** You must give the same notification normally required by your constitution and bylaws. For example, if your constitution requires that notice be given by mail or electronically a certain number of days before a meeting, and that it be announced at two consecutive Sunday worship services, you would still need to comply with those requirements. If you are streaming or posting recorded worship services, you would need to announce the meeting in those services, just as you would normally do.

**Q: Do we need to send out an agenda?**

**A:** A “best practice” for an electronic meeting is to send out an agenda well in advance of the meeting, either by email or regular mail, and, during the meeting, either to post a link to the agenda or share it on-screen. This allows all members to follow along more easily and helps maintain order.

**Q: How do we establish quorum?**

**A:** The same quorum requirements that your constitution establishes for face-to-face meetings apply to electronic ones. Some electronic platforms will list all the participants in a meeting, so you may be able to take a screenshot or print out the list of participants and save it for your records. In smaller meetings, you can take an oral roll call of voting members who are participating. One challenge would be to verify the identity of persons who are dialing in and are not visible, but in many congregations it should be possible to verify identity by voice if members are known to one another. You also need to allow for situations where more than one person is participating from a single device (e.g., couples, or families with teens who are voting members).

**Q: Our constitution says that voting members “during the current or preceding calendar year, shall have communed in this congregation.” We haven’t offered communion since the pandemic began. What do we do about that?**

**A:** If a public health emergency has made it impossible or impracticable for members to commune, the communion requirement for voting members should be excused.

**Q: Are there special rules we need to establish for an orderly electronic meeting?**

**A:** You may wish to establish what *Robert’s Rules of Order* refers to as “standing rules.” (These are sometimes called “rules of organization and procedure,” as well.) *Robert’s* (12<sup>th</sup> ed.) offers some guidance for electronic meeting rules. You might also consider adopting rules such as these:

- *Voting Procedures* Voting normally will take place using the “Raise your hand” feature of [*electronic platform*]. Members should not click on “Lower your hand” until the chair has indicated that they may do so. As directed by the chair, voting may also take place through a poll app or by submitting an individual email vote to a designated person.
- *Obtaining the Floor* Voting members may indicate their intention to speak by using the “Raise your hand” feature in [*electronic platform*]. Once a voting member has been called upon, the member should click on “Lower your hand.” The conversation or chat window is not to be used for comments or questions during the meeting.
- *Questions of Privilege* Questions of privilege that relate to the body as a whole may be raised in the course of the meeting by using the “Raise your hand” feature. These would include such concerns as technical issues or emergencies of various sorts. Questions of personal privilege that are not urgent and do not relate to the body as a whole are out of order. Requests for time for questions of personal privilege (e.g., personal announcements, comments on matters not on the agenda, reflections on the meaning of votes after they are taken) must be submitted electronically to [*email address*]. The chair may allow such matters to be addressed at a later time.
- Microphones should be muted unless a person is speaking or presenting.
- Voting members are encouraged to use video and may wish to use a virtual background or blur their background for privacy purposes. All other meeting participants are asked to turn their video off to conserve

bandwidth, unless they are invited to speak or present, at which time the individual is encouraged to turn on the video.

- The conversation or chat window is to be used only by the chair and other designated individuals to make announcements or reminders. Members are not to submit any comments or questions in this space.

**Q: How do we take a vote?**

A: There are a number of considerations that must be taken into account as you make your choices among the options available to you. Here are things you must consider:

- Ease of use.
- Each voting member present must be allowed to cast a vote, including those who are connected to the meeting by telephone.
- The method must allow for voter verification to ensure that only those who are voting members and have participated in the meeting are allowed to cast votes.
- The method must comply with state laws.
- The method must allow for multiple voters who are using the same device to vote separately.
- If the vote is required to be by written ballot, you must allow for anonymity of the voter.
- Extra time must be allowed for tallying votes. You may want to consider continuing with business while votes are being tallied, and then reporting the outcome when the tally is complete.

There are many options for how a vote can be taken. The method chosen for each vote must be appropriate to the vote being taken and must comply with your governing documents and state law. Here are a few of the voting methods congregations have employed:

- Voice vote with spoken yeas or nays. (This is particularly useful if some members are connected to the meeting by telephone and are known to those tallying the votes. However, it is only practicable with smaller groups.)
- “Raising of hands” using your online platform’s features. (If there are members connected by telephone or multiple members using a single device, they will need to be polled separately.)
- Polling individual members using the polling features of your online platform or other polling apps such as Zoom or Doodle polls, Google forms, etc. (This poses an issue if not all voting members are participating in the meeting online. There must be a means of including those members in the vote.)
- E-mail ballots sent to a teller’s e-mail address. (This can be useful if there are multiple voting members using the same device.)

If a written ballot is required, your congregation may also want to investigate commercially available electronic voting solutions. Be aware, however, that these may be costly, and may only be practical for large congregations. Alternatively, some congregations are having members drop off ballots at a designated location between a set number of hours or mail them in before a designated postmark date.

**Q: What do we do about “snowbirds” who want to vote?**

A: If they are voting members of your congregation, there is no reason they cannot participate and vote in an electronic meeting, regardless of their physical location. If they are associate members of your congregation, they have no voting rights. If your synod has approved seasonal member voting on its territory, and your Congregation Council has granted seasonal membership, they may have limited voting rights as defined in \*C8.02.e. of the *Model Constitution for Congregations*.

**Q: Our congregation has decided to postpone our annual meeting until we can meet in person. Can the Congregation Council approve a draft budget in the interim?**

A: According to \*C5.03. of the *Model Constitution for Congregations*, only the congregation has the authority to approve the annual budget. The Congregation Council may only operate within the powers granted by the congregation and its constitution, bylaws, and continuing resolutions. Without a meeting, the current budget must continue until such time as the congregation may meet to adopt a new one.