

Considerations for Electronic Meetings

During this time of physical distancing because of the COVID-19 pandemic, 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 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: We have confirmed that we are legally authorized to hold electronic meetings. Now what?

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: 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 post (e.g., couples or families with teens who are voting members).

Q: How do we take a vote?

A: Some congregations are going by spoken yeas or nays or polling each individual voting member participating in the meeting in a voice vote. Some are choosing to take votes using the poll feature of their electronic platform, though a challenge with that option is allowing for votes of members who do not have online access, as well as dealing with the problem of multiple voting members participating from one location.

If a written ballot is required, your congregation may also want to investigate commercially available electronic voting solutions. 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. However the vote is carried out, you must ensure that only those who have participated in the meeting are allowed to cast votes. And whatever method you choose, you must comply with state laws, and must allow for each voting member who participated in the meeting to be able to cast a vote.