

4-7-20

### Virtual Session, Congregational, or Higher Governing Body Meetings?

Nothing in the Book of Order, Robert's Rules, or Michigan nonprofit law forbids virtual meetings, and Michigan law states that nonprofit corporation meetings can be in any place, which I think could be interpreted as an online "place." Some things to keep in mind:

1. Bylaws, bylaws, bylaws. Look at your church's bylaws to see what they say, if anything, about online meetings. Bylaws trump Robert's.

**If your bylaws are silent about virtual or electronic meetings, the following guidance has been issued by the Stated Clerk of the General Assembly:**

A couple of things could happen:

1. Although the meeting is not constitutional, in the case of an emergency, the session could meet by electronic means with reasonable notice of the electronic meeting, quorum, and at least one moderator, and take actions required to address the emergency or public health order. Reasonable notice may vary according to the emergency and the needs of the community. These decisions will need to be ratified at a later properly called meeting, regular or special.
2. Until a quorum of the session is able to meet, the administrative commission appointed by the session in the event of an emergency or public health order forbidding social gatherings could begin to function. [note from MJG—the Session could appoint itself or several of its members as this administrative commission].

**I have these notes to add [MJG]:**

- a) Additionally, the Session could revise its own administrative manual via an electronic meeting to authorize and set rules for the electronic meeting.
- b) Since the provisions of Robert's Rules of Order are "binding upon it in all cases where they are not inconsistent with the bylaws (or constitution) of the body, any of its special rules of order, or any provisions of local, state, or national law applying to the particular type of organization" [RONR (11th ed.), p.16 ll. 21-27] arguably the provision of RONR (11th ed.), pp. 97-99, which requires online meetings to be specified in an organization's bylaws, is superseded by Executive Order No. 2020-21 (see also Executive Directive No. 2020-2, suspending the Open Meetings Act until further notice). This could be used as authority that meetings be conducted electronically in the absence of bylaws to that effect.

Robert's Rules provides the following guidance regarding online meetings: "You may hold board meetings by conference telephone call only if your bylaws specifically authorize you to do so. If they do, such meetings must be conducted in such a way that all members participating can hear each other at the same time, and rules should be adopted to specify

- the equipment required to participate, as well as
  - methods for seeking recognition,
  - obtaining the floor,
  - submitting motions in writing,
  - determining the presence of a quorum, and
  - taking and verifying votes." [RONR In Brief, p. 122, Question 19; based on RONR (11th ed.), pp. 97–99]
2. In keeping with the spirit of Robert's and the particular issues of an online meeting--it's very important that everyone has notice and an opportunity to be heard. Therefore, you have to look at the circumstances of your congregation. Older members might find it easier to have a call-in meeting than to download an app (Zoom allows call-in as well as app participation). If your church is small, a phone meeting will also be more manageable than a church with 500 members. Zoom will host a meeting of up to ten thousand.
  3. Again with notice, make sure everyone knows exactly how to participate. Sending out phone calls or letters to invite people will be necessary, if your members don't have email.
  4. Make sure everyone knows the procedures as to who has the floor, how to virtually "raise one's hand," and again, that everyone has an opportunity to be heard. Pausing during the meeting for this purpose to seek input seems like a good idea, especially given the technological difficulties we know exist.
  5. **Security is paramount, and ensuring the identity of who's at your meeting. Social media is not a good way to invite people to a meeting where voting is necessary, or a public link.**
  6. Think about voting. Zoom has a polling feature, but it requires some set-up. There are online tutorials available. If you are having a virtual congregational meeting, you will need to do some work beforehand to work with the polling feature.

We also have an advisory opinion from the Stated Clerk of the PCUSA that these online meetings are possible, which will be posted separately. It's all possible. We are looking at a potential online GA. I've even heard of virtual ordinations being performed in this singular time. The important thing, again, is to make sure all are invited and heard--even the technology illiterate. Grace and peace to you.