

## Guidance for Virtual Meetings

Flint River Presbytery has an established rule for electronic (virtual) meetings in the Manual of Operations (Section IV. E). Each Session/congregation should also have a Manual of Operations which is unique to that council/congregation. Sessions are strongly encouraged to develop a rule within their Manual of Operations to address electronic (virtual) meetings, perhaps using the Presbyter's rule as a guide.

The following is some additional guidance for virtual meetings gleaned from a Church Tax & Law webinar conducted on May 5, 2020. Attorney and Professional Parliamentarian Sarah E. Merkle was the presenter.

It is important that each council and/or congregation have rules already in place to allow virtual meetings prior to conducting these meetings. Any action taken that does not meet the laws and rules governing that council and/or congregation would be null and void if it does not meet the legal requirements. The hierarchy of laws and rules for all meetings are as follows:

- ❖ STATUTES OF LAW – Rules enacted by a legislature
- ❖ CHARTER OR ARTICLES OF INCORPORATION – Documents that make a group official
- ❖ BYLAWS – Rules that outline the structure of a group and essentials of how it functions
- ❖ PARLIMENTARY AUTHORITY – Rules for the procedural behavior of a group
- ❖ SPECIAL RULES – Rules that supplement or modify the parliamentary authority
- ❖ STANDING RULES – Rules that govern a group's administration, not procedural behavior
- ❖ CUSTOM – Practices that a group follows out of habit and that do not contradict its rules

The State of Georgia does permit non-profit organizations (which includes churches) to conduct business via virtual meetings. (**Source:** Georgia Code. Section: Title 14. Chapter 3: Georgia Nonprofit Corporation Code. Section 14-3-820)

Sub Section (b) states: "Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting." (Note: The term "director" would include officers and members of the non-profit corporation.)

Each incorporated congregation would have a **Charter or Articles of Incorporation** granted by the State of Georgia. Normally each entity would have **Bylaws** defining the corporation.

**Parliamentary Authority** is defined in the *Book of Order* (G-3.0105): "Meetings shall be conducted in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*, except when it is in contradiction to the Constitution." *Robert's Rules of Order Newly Revised* (page 97) states that meetings may be conducted through electronic means "so long as the meetings provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area." Thus, the *Book of Order* and *Robert's Rules of Order Newly Revised* agree.

Virtual meetings are included in *Robert's Rules of Order's* description of a *deliberative assembly*. A deliberative assembly is a group that "meet(s) in full and free discussion of courses of action to be taken in the name of the entire group"; meets "in a single room or area or under equivalent conditions of opportunity for simultaneous aural communication among all participants;" where each member is free to act "according to their own judgment"; where each member has an equal vote; and where a member's disagreement with the majority does not require withdrawal from membership. (RRNR, 11<sup>th</sup> Edition, pages 1-2)

### **Characteristics of a Deliberative Assembly:**

- Majority Rules (Action is taken according to the decision by the majority)
- Minority Rights (The majority may not infringe upon the rights of the minority)
- Right to Information (Everyone must be given the same information)
- Right to Discussion (Everyone is entitled to debate with possible limitations on time)
- Right to Vote (Every member has an equal right to vote)

### **Guidelines for a smooth and legal virtual meeting (citing from RRNR, 11<sup>th</sup> Edition):**

#### **(Preparations should be made prior to beginning the meeting.)**

- 1) Follow your Bylaws **precisely** (pages 97-98)
- 2) Participants must have an opportunity for **simultaneous aural communication** (page 97-98). Everyone must be able to hear (aural communication) and participate (debate)
- 3) Give **sufficient notice** (ordinarily 2 weeks) The **notice** should include date, time, platform for meeting (Zoom, Google, etc.), invitation to the meeting with meeting sign-in information and an alternative telephone number for those without computer access or who do not wish to join in this way. (pages 98-98).
- 4) *At the beginning of the virtual meeting* adopt **Special Rules** that allow for a virtual meeting UNLESS you already have this authority in your Bylaws or Manual of Operations. (pages 98-99)
- 5) Determine the method for determining a quorum (Suggestions: Recording Clerk count those who have signed in on videoconferencing or have voice sign in on teleconferences)
- 6) Determine methods for seeking recognition and obtaining the floor (Suggestions: Raise Hand Option, Green Check on Zoom, Chat area, voice request on teleconferences)
- 7) Determine methods for proposing motions (see #6)
- 8) Determine methods for taking and verifying votes (Suggestions: Green Check for “Yes” and Red X for “No,” voice votes, roll call only if absolutely necessary) NOTE: Sometimes two or more people may join the meeting from one computer. Care must be taken to count all votes of members.
- 9) Determine methods for raising a point of order or otherwise interrupting (Hand raise, Chat, voice) (Suggestion: Someone should be appointed to look for these indicators other than the moderator.)
- 10) Contingencies for technical difficulties (If someone is disconnected during the meeting have a person already assigned to help if needed.)
- 11) Determine rules for non-members (If non-members MAY listen in on meeting send them an invitation with log-in information. Assure that non-members do not vote.)
- 12) Conduct only essential business so the meeting is short and concise. Long discussions are best reserved for in-person meetings, if possible.

### **General Rules for Motions: (Determine methods prior to meeting.)**

- Member is recognized by the moderator
- Member makes a motion
- Another member seconds the motion (not necessarily agreeing but so debate can ensue)
- The moderator repeats the motion (places it “on the table”)
- The moderator opens the floor for discussion/debate (limits may be given on time)
- Members vote on the motion. Moderator declares decision.

### **Methods for Taking & Verifying Votes:**

- Unanimous Consent (i.e. “Are there any additions or corrections to the minutes?”)
- Voice Votes (“Aye” “No” spoken verbally)
- Counted Votes and Roll Call Votes
- Secret Ballots

(Suggestion: Unanimous Consent or Voice Votes are highly recommended for virtual meetings if at all possible.)

### **Final Thoughts:**

As you prepare for virtual meetings remember that everyone must be given the opportunity to participate just as they would in an in-person meeting. In some cases this may mean a variety of options: videoconferencing, teleconferencing, groups of people meeting in one place and connecting from one computer or telephone, etc. As we go forward in this “new day,” a decision must be made by each council and/or congregation as to whether a virtual meeting will be conducted only in an emergency or will be offered as an alternative way to participate in any future meetings. This is where your Manual of Operation or Bylaws are extremely helpful. Preparation is the key to a smooth and legal virtual meeting (or any meeting, for that matter). Please note that there can be **no official meetings via email** since this would not meet the requirements of the *Book of Order* or *Robert’s Rules of Order Newly Revised*.

A great resource for addressing legal issues for churches is [www.ChurchLaw&Tax.com](http://www.ChurchLaw&Tax.com). The information contained in this paper is primarily taken from the *Book of Order*, *Robert’s Rules of Order Newly Revised*, and *Church Law & Tax*.

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