

## **REMOTE MEETINGS DURING, AND AFTER THE PANDEMIC**

### **Remote Council meetings**

Texas and Louisiana non-profit law allows online meetings and decisions as long as they don't violate your constitution, bylaws or other governing documents:

#### **Louisiana**

*(10) The board of directors, or any committee of the board, may hold a meeting by means of conference telephone, facsimile, or similar communications equipment provided that all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Paragraph shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The provisions of this Paragraph shall not apply to any public body or any other entity provided for in R.S. 42:13.*

*LA Rev Stat § 12:224 (2018)*

#### **Texas**

*Sec. 22.002. MEETINGS BY REMOTE COMMUNICATIONS TECHNOLOGY. Subject to the provisions of this code and the certificate of formation and bylaws of a corporation, a meeting of the members of a corporation, the board of directors of a corporation, or any committee designated by the board of directors of a corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if:*

*(1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and*

*(2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.*

*2017 Texas Statutes BUSINESS ORGANIZATIONS CODE TITLE 2 – CORPORATIONS CHAPTER 22 – NONPROFIT CORPORATIONS*

Many congregations have included the optional provision below from the model constitution from congregations. Even if you have not included this provision, unless your constitution and bylaws expressly prohibit meetings held by means of remote electronic communications systems, you are free to do so in the States of Texas and Louisiana.

*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.*

**Council votes:** For council meetings, having members give a verbal or visual sign to vote would work.

### **Remote 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.*

Even if your constitution does not have this provision, you're still okay as long as remote congregational meetings are not expressly prohibited.

**Platform:** Determine how your meeting will be carried out. Typically, provisions for remote meetings require 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 would not be appropriate.

You must also consider those members who do not have online access. Make sure your online platform allows dial-in participation so that all members can participate.

**Notification:** You must give the same notification normally required by your constitution and bylaws for that type of meeting. 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 will still need to comply with those requirements. If you are streaming worship services, you would need to announce the meeting in those services, just as you would normally do.

**Quorum:** The same quorum requirements that your constitution establishes for face-to-face meetings apply to remote ones. The most effective means of assessing whether you have quorum might be by taking an oral roll call of voting members who are participating in the meeting. Some electronic platforms will list all the participants in a meeting. You may be able to take a screenshot or print out the list of participants and save it for your records. 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 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).

**Voting:** For congregational meetings, the agenda is established in advance. You are therefore able to anticipate those matters as to which a congregational vote is required. This permits a number of approaches to voting, all of which will be guided by your constitution and bylaws. As noted above, unless they are prohibited by your constitution and bylaws, you are permitted to meet electronically. Below are some acceptable mechanisms to conduct voting at congregational meetings.

Written ballots. You can prepare written ballots and permit people to drop off at a designated location between a set number of hours. If you choose that option, you need to draw up a list of those participating in the meeting so that only those who have been in the meeting are allowed to drop off ballots. You should notify members, in advance, of the "window" within which votes will be accepted, i.e. all ballots must be received before 5:00 p.m. on July 23, 2020.

Electronic ballots. The requirement of a written ballot may be met electronically by notifying members through a secure email in advance of the meeting (please comply with your notice requirements for congregational meetings) of all matters on which a vote is required. On the date scheduled for the vote, an email should be sent to members providing links permitting them to vote in favor or against

particular proposals. The email should establish a voting “window,” specifying the date and time by which all votes must be received. You should also consider providing a backup “paper ballot” drop off for anyone who lacks the ability to communicate by email or who wishes to vote in that manner.

Voice Vote. Others are going by voice votes (yeas or nays). This works if the vote is clear, and there is no questioning of that vote. You can also poll each individual voting member participating in the meeting in a voice vote, if the group is not too large.

Requests for Division of the House or In Person Meetings. If any member calls for a division of the house, you can move to a ballot. If any member requests an in-person meeting, you may rule that request “out of order” unless your constitution prohibits electronic meetings. A member may request a congregational vote on whether to require an in-person meeting but, unless your constitution prohibits meeting electronically, the vote on whether to meeting in person may itself be conducted electronically or through the other voting procedures set out above.

To be clear, nothing in Robert’s Rules or the statutes governing non-profit corporations, requires churches to hold in person meeting where public authorities have prohibited such meetings or urged people to refrain from holding large gatherings for reasons of public health. Whatever you choose to do, you must allow for all voting members to be able to cast their vote. Reasonable approaches to voting—given that this is a time of pandemic—are all that is required. Use your common sense and, as always, be loving and Christlike. In this time of great anxiety, it more important than ever that people feel heard and seen by their church communities, even if that can only occur remotely.

*Adapted to Texas and Louisiana from the [ELCA FAQ sheet](#), by the [Texas-Louisiana Gulf Coast Synod](#) of the ELCA. Approved by Synod Attorney Kathy Patrick, July 2020.*