

VIRTUAL MEETINGS FOR CONGREGATIONS OF THE SOUTHEASTERN PENNSYLVANIA SYNOD OF THE ELCA

A number of congregations have requested guidance on holding meetings remotely using teleconferencing or virtual technology during the current pandemic. This document attempts to address some of the issues that need to be addressed in preparing for and conducting meetings in this way.¹

This document is applicable for both regular meetings of the congregation, and meetings to extend a call to a rostered minister. IF YOU ARE CALLING a rostered minister, consult with your Conference Dean and the Office of the Bishop PRIOR to establishing the process for the congregational meeting to extend the call.

According to Pennsylvania Law, congregations are technically exempt from the restrictions on in-person gatherings established by the PA Department of Health. HOWEVER, we of the Southeastern Pennsylvania Synod of the ELCA encourage our congregations to ADHERE to these limitations. We encourage this compliance out of a need to care for the neighbor, and to assist in mitigating the spread of the corona-virus and Covid-19. We do not see this as an attack on our freedom to gather, but a responsibility we have as followers of Christ to care for our broader community, and especially the most vulnerable among us. Even as limits increase or decrease, please remember the need to wash hands, wear masks, and keep at least six feet of distance between each participant. This may mean that even if you are allowed more persons in your space by percentage, keeping physical distance may reduce that number. The current limits on in-person gatherings, for both indoor and outdoor events, can be found at this link: <https://www.health.pa.gov/topics/disease/coronavirus/Pages/Guidance/Targeted-Mitigation-FAQ.aspx>

The Southeastern Pennsylvania Synod recommends that meetings be held virtually, or if in person, outdoors with masks, physical distancing, and other mitigation procedures in place.

If a congregation chooses to meet indoors for whatever purpose, it is important to limit the amount of time people are in the space together, and to ensure significant flow of air out of the facility to disperse aerosols by which the virus is spread. Fans drawing air out are needed. Fans that simply circulate the air within the building are not sufficient.

¹ This discussion is intended to address general principles and is not intended as specific recommendations for any particular group or situation. Congregations should consult with an attorney or other advisor of their choosing for advice on specific issues and circumstances.

Statutory Authority

Pennsylvania law generally allows nonprofit corporations to conduct meetings using remote technology. Under Pennsylvania statute: 15 PA Cons Stat § 5708 (2014)

§ 5708. Use of conference telephone or other electronic technology.

(a) Incorporators, directors and members of an other body.--Except as otherwise provided in the bylaws, one or more persons may participate in a meeting of the incorporators, the board of directors or an other body of a nonprofit corporation by means of conference telephone or other electronic technology by means of which all

persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

(b) Members.--Except as otherwise provided in the bylaws, the presence or participation, including voting and taking other action, at a meeting of members, or the expression of consent or dissent to corporate action, by a member by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the member for the purposes of this subpart.

It is important to review your congregation's Constitution, Bylaws, and Continuing Resolutions, but the simple answer is "if it is not prohibited, it is permitted."

Constitutional Provisions

The ELCA's Model Constitution for Congregations has been revised in recent years to specifically authorize virtual meetings of congregation councils and committees:

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. (2013)

and congregation meetings:

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. (2019)

Since these provisions are relatively new and are "recommended" rather than "required" provisions of the Model Constitution, many congregations have not yet incorporated them into their own documents to authorize meeting by remote technology.

As stated above, you need to review your current Constitution to see if there are provisions prohibiting virtual, electronic, or remote meetings. However, **based on the state law provisions noted above, it appears that this technology can be used as long as it is not specifically prohibited by the congregation's governing documents (constitution, bylaws and continuing resolutions), even if it is not explicitly authorized in them.**

Notice of Meeting

A congregation must follow its own requirements for giving notice of a virtual meeting the same as for an in-person meeting (see Model Constitution C10.03., C10.08., C12.11. and C12.13.).

The question also arises whether the notice of the meeting can be sent electronically, usually by email. The Model Constitution generally permits this "to the extent permitted by state law" [C10.08. and C12.13.].

Before relying on electronic notice of a meeting a congregation should consider whether it has records to confirm that the email addresses to be used were provided or authorized for notice by the person to be notified.

If choosing to notify by electronic means, it seems best to apply a “belt and suspenders” approach by sending notification via physical mail as well so all members have the same notification, recognizing that not all have access to electronic communication.

PRACTICAL CONSIDERATIONS

Experience indicates that virtual meetings work well. Please be aware that as the number of participants increases, and as the complexity of the issues to be addressed increases, it will necessitate even more careful planning to ensure all can participate fully in the discussion and decision making process. It may be helpful to propose a set of rules for how the meeting will be conducted in advance (see, for example, <https://robertsrules.com/pdfs/electronic-meeting-sample-rules.pdf>). Since congregational meetings generally involve more participants and more formality, the considerations below are directed primarily to that context.

Eligibility and Access

As with an in-person meeting, two key concerns for a virtual meeting are 1) eligibility to participate as a voting member, and 2) fair and equal access to participation in the discussion of the meeting.

1) Many of the technology platforms utilized to conduct a virtual meeting have password and authentication requirements to ensure only persons entitled to participate can access a meeting. However, complications will result if multiple eligible members of a single household access a meeting through a single internet or telephone connection. Procedures need to be put in place to identify all participants, verify each is eligible to vote, and compile a list of all members participating in the meeting. Allowing sufficient time to validate identity and eligibility is essential.

2) The remote platform to be used should allow for telephone dial in as well as computer connected access.

Quorum

The requirements to constitute a quorum as set by the congregation’s governing documents (see Model Constitution C10.04. and C12.12.) must be met the same for a virtual meeting as for an in-person meeting. The list of participants compiled under the section above can be used to document that the requirement has been met.

Obtaining the Floor and Debate

As the number of participants increases, it becomes more difficult (or impossible) for the chairperson to determine when or who someone is attempting to speak. The chair may need specific person(s) assigned to assist in monitoring the meeting for this.

Participants should be instructed in advance (and reminded during the meeting) to:

1. remain on “mute” when not speaking to avoid extraneous noise in the meeting;

2. use the “raise your hand” or similar feature of the platform to be recognized to speak (note this may not be available for those accessing the meeting by telephone, and other provisions may need to be made for them);
3. refrain from speaking until recognized by the chairperson; and
4. identify themselves when beginning to speak.

Motions

Except for routine motions (like approval of minutes) substantive motions should be submitted in writing in a format that can be displayed on the meeting platform.

Voting

Voting on routine and non-controversial matters can be handled by voice vote as is normally the case in in-person meetings. Matters become more complicated when a voice vote is closely divided or the outcome is questioned. If only a single voter is accessing the meeting through each internet or telephone connection, the meeting platform may provide a means for recording and counting votes. However, if more than one eligible voter is accessing through a single connection, it may be necessary to conduct a “roll call” vote utilizing the list of members in attendance.

The normal order of a voice vote is to ask for the Yays, then the Nays, and then to ask if there are any abstentions. In an electronic meeting it may be helpful to reverse this order.

1. Ask if any are abstaining from this vote.

Contrary to common supposition, abstentions do not count as Nays; they simply do not count as votes. The reason for asking if any are abstaining is to have an accurate number of votes being cast so that percentages can accurately calculated. For example, if there are 100 votes cast, and a simple majority is needed to adopt the motion, then 51 yays are needed; if the vote requires 2/3rds approval, the 67 yays are needed. If, however, 10 of those 100 who are legally eligible to vote indicate they are abstaining, that is, not voting on the issue before the house, then a simple majority would require 46 affirmative votes, which is 51% of 90, and a 2/3rds vote would require 60 yays.

2. Ask for the Nays

It is presumed that when a vote is brought before an assembly that there will be widespread support for the action proposed. If this is not the case, the motion would likely not be presented. As a result, calling for the Nays second should make an easier count, and one can then attribute the remaining votes as Yays. If the Nays number more than allowable for the motion to be adopted, the motion is then defeated.

3. Ask for the Yays

Although the number of Nays will indicate the fate of the motion, it is still important to have the assent declared. Therefore calling for the Yays is still necessary.

Special attention needs to be given to situations where a written ballot is required, for example election of officers under Model Constitution C11.02. Asking voting members to cast their ballot electronically is permissible, but it needs to be clear who is voting. This is particularly true for homes where more than one voting member may be sharing a device. Using personal

emails for each person may be a way to verify each person has had a chance to cast their own ballot.

For those who cannot vote electronically, for example, if they do not have access to email, the best option may be to establish a time and place for members participating in the meeting to obtain and submit a written ballot (following appropriate social distancing protocols). Proxy and absentee voting is not allowed, and so there will need to be a way to verify that only legally voting members, who have been a part of the meeting in progress, are casting ballots. It is suggested that each physical ballot be delivered in a sealed envelope, signed by the voting member casting that ballot. The names on the ballots received should then be compared to the registration of voting members who were present in the meeting.

If there are members who cannot either vote electronically, or physically bring their ballot to the designated place, special arrangements may be made. If this is for a call vote, please consult with the Office of the Bishop for how this may be handled.

VIRTUAL MEETING SYSTEMS:

- Zoom Website: www.zoom.us
- GoToMeeting Website: www.gotomeeting.com
- Join.me Website: www.join.me
- EzTalks Website: www.eztalks.com
- Google Hangouts Website: <https://hangouts.google.com/>
- CISCO Webex Meetings Website: <https://www.webex.com/>
- Skype Website: <https://www.skype.com/en/>
- Free Conference Call Website: <https://www.freeconference.com/>

CHECKLIST²:

² Adapted from "Guidance for Conducting Virtual Meetings of Members of New York Not-for-Profit Corporations" issued by the New York State Attorney General Charities Bureau (April 2020).

Before the Meeting

1. Identify an accessible platform for meeting and provide information about it to all members in advance of the meeting.
2. Give members the option to dial-in if they do not have the technology that permits access to a video conference.
3. Confirm the names of members and those entitled to vote.
4. Prepare and disseminate, before the meeting, notice of the date and time of the meeting, the electronic form of the meeting, instructions on how to log on/call-in and, when required, the agenda, including the issues upon which a vote will take place. Organizations should consider providing members with the agenda even if such distribution is not required. Include how participants can test the system prior to the meeting. Include who and how they should contact if they are having an issue connecting to the system.
5. Test the system being used for the virtual meeting to make sure it is in working order.

During the Meeting

1. Confirm membership and record attendance.

2. Determine if quorum requirements are met.
3. Ensure that participants can hear (and, if applicable, see) the proceedings and communicate to the full group in real-time, via a text-based “comment” function or otherwise.
4. Set time limits for presentations and discussions
5. Give members the opportunity to bring motions or nominations from the floor, consistent with the organization’s bylaws.
6. Count votes.
7. Contemporaneously maintain a record of votes.
8. Contemporaneously record minutes.

*Submitted by the Rev. Karl M. Richard
Secretary, Southeastern Pennsylvania Synod, ELCA
with thanks to the Southwestern Texas Synod, ELCA for much of the format for this document
November 21, 2020*