

Guidance on Electronic or Telephonic Meetings for Church Councils and Congregations of the Northwestern Minnesota Synod of the ELCA:

The first consideration is what Minnesota State Statutes would allow...

Q: Does Minnesota State Statute allow for electronic or telephonic meetings of the council?

A: Minnesota State Statute 317A.239 allows that an electronic meeting of the board of directors is authorized provided there is a quorum and all board members can participate. There is no requirement that an electronic meeting of the board of directors be authorized in the Bylaws, however, the Bylaws should be consulted to see if they *prohibit* it.

Q: What about annual or specially called meetings of the Congregation such as when calling a pastor or deacon?

A: Minnesota State Statute 317A.450 allows that an annual or special meeting of the congregation may be held electronically *provided that* the bylaws of the congregation specifically allow for it. *If the bylaws of congregation's constitution not specifically allow for it, the Congregation Council may meet electronically and pass a Continuing Resolution authorizing electronic meetings of the congregation.*

The following Q and A is from the ELCA General Council

Q: If needed, where do we look in our congregation constitution to see if remote 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. 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, as long as there is an opportunity for simultaneous aural communication. 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 a remote meeting?

A: Not necessarily. As discussed above, the place to start is with your state law. If the statute expressly allows for remote meetings or permits them unless your constitution or bylaws expressly forbid such meetings, you can have remote 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 a remote meeting if your governing documents do not authorize it.

If your state requires a provision for remote 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 remotely or in person and adopt a continuing resolution authorizing remote 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 remote meetings. Now what?

A: Next you must 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, 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 a remote meeting?

A: 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 would 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.

Q: How do we establish quorum?

A: 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).

Q: How do we take a vote?

A: Some congregations are having members drive in written ballots 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. Others 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 any member calls for a secret ballot or for division of the house, or if your constitution and bylaws require a written ballot for certain kinds of votes (such as calling a pastor), you might have a sign-in list of those present at the meeting, then allow a certain period of time for people to come to the church to drop off their ballot. If you are in an area where travel is being restricted, or if there are voting members who are on lockdown, you may have to look at other options, however. Whatever you choose to do, you must comply with state laws, and you must allow for all voting members to be able to cast their vote.