**ARKANSAS OKLAHOMA SYNOD**

**REMOTE COUNCIL MEETINGS**

**DURING AND AFTER THE PANDEMIC**

Arkansas and Oklahoma nonprofit law allows online meetings and decisions as long as the practice does not violate specific provisions of the church constitution, bylaws, or other governing documents.

**Arkansas. Arkansas Code Annotated § 4-33-820(c).** 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.

**Oklahoma. 18 O.S. §1056 A 2.**

If authorized by the board of directors in its sole discretion, and subject to such guidelines and procedures as the board of directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communication:

1. participate in a meeting of shareholders, and
2. be deemed present in person and vote at a meeting of shareholders whether the meeting is to be held at a designated place or solely by means of remote communication, provided that:
3. the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder,
4. the corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings, and
5. if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action shall be maintained by the corporation.

Perhaps your congregation has included the optional provision below from the ELCA Model Constitution for Congregations.

*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.

In a virtual setting, members may signal visually as well as state verbally how that person votes on any proposition.

**Remote Congregational Meetings.** Check your constitution to see if it has incorporated the following language from the ELCA Model:

*C10-08*. This congregation may hold meetings by remote communication either electronically and by telephone conference as long as there is an opportunity for simultaneous oral communication. To the extent permitted by State law, notice may be provided electronically.

Even if your constitution does not have this provision, it is still okay to hold a congregational meeting virtually if it is not expressly prohibited by your constitution.

**Platform.** There are several different virtual platforms in use today by various organizations. The Zoom platform is most commonly used for Synod meetings. The convener of such a meeting should be comfortably familiar with the software to activate the various functions so that participants can meaningfully participate. Participants must be able to communicate their views as well as hear the views of others. A platform that only allows people to listen would not be appropriate. The convener should begin the meeting by giving an orientation to all the participants concerning how the platform functions and any rules for its use. For example, it is often best to ask all participants to mute their microphones if they are not speaking.

You may have participants who do not have online access. Most of the virtual platforms allow dial-in participation so that all members can participate.

**Notice.** You must give the same notice normally required by your constitution or bylaws for the type of meeting. For example, if your constitutions require that notice be given by mail or electronically a certain number of days before your 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 will 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 must be met in remote meetings. You should be able to prove a quorum by taking a roll call of voting members who are participating. Some electronic platforms list all of the participants in the meeting. You may be able to take a screenshot or print out that list of participants for your records. Be sure and verify the identity of any persons who are dialing in, but are not visible. Self-identification by the person on the phone should be sufficient. Be sure and recognize when more than one voting member is participating from a single access point. For example, husbands and wives may be sharing the same computer screen.

**Voting.** For congregational meetings, the agenda is established in advance and you are therefore able to anticipate those matters as to which a congregational vote is required. Other meetings will also be more fruitful if an agenda is provided in advance. For virtual meetings having as short an agenda as possible will make the meeting more fruitful. There are options as to the means to recognize votes.

You can prepare written ballots and allow people to mail or drop off the ballot. After you receive the ballot, you should verify that that person was in fact at the meeting, and you should be specific as to the time within which votes will be accepted.

The requirement of a written ballot may be met electronically by notifying members through an electronic communication in advance of the meeting in compliance with the particular notice requirements from your constitution or bylaws. The notice should identify matters on which a vote is required. On the date scheduled for the vote, an email should be sent to the members providing a secure link to permit them to identify themselves and state whether their vote is in favor or against the identified proposition.

If a written vote is not mandated, you may proceed by voice vote as long as the voter's preference is clear. You may choose to call each participant by name to record a voice vote. If any member calls for a division of the house, you could move to a paper ballot. If any member requests an in-person meeting, the chair 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 meet in person may also be conducted electronically or through the other voting procedures already discussed.

Nothing in *Robert's Rules* or the statutes governing nonprofit corporations requires churches to hold in-person meetings when 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. Better to proceed with your common sense in a loving and Christ-like manner in this time of great anxiety than to be constrained by legalisms. It is more important than ever that people feel heard and seen by their church communities even if that can only occur remotely.

With thanks to the Texas Louisiana Gulf Coast Synod, whose publication on this subject was heavily relied upon, this has been reviewed and approved by Synod attorneys Holly Lantagne, Esq. (Oklahoma), and Peter Kumpe, Esq. (Arkansas).