



Guidelines for Electronic Meetings During the COVID-19 Crisis and Beyond

The COVID-19 pandemic has created unprecedented challenges and issues for organizations at all levels. The abruptly implemented and unforeseen Shelter-In-Place precautions have created a number of issues for councils, most of whom, it is assumed, meet monthly for most of the year. The purpose of this memo is to provide parliamentary guidance to councils to assist them in making sound and defensible choices as they attempt to meet bylaw provisions for meetings while also confronting the reality that for the vast majority of councils, nothing in the bylaws accounts for a national emergency like COVID-19.

The advice contained in this memo should assist most councils to continue functioning with minimal disruptions to their regular meeting schedule. Some of the motions and actions presented will, of necessity, violate the bylaws and the parliamentary authority. The National Association of Parliamentarians recently held a Town Hall Meeting via Adobe Connect to advise and assist professional parliamentarians with suggestions on motions that could and could not be used to advise our clients on how to address the most pressing issues related to monthly meetings. The basic principles of the advice contained in this memo are based on the following:

1. While it is understood that some bylaws and parliamentary rules contained in Robert's Rules of Order Newly Revised will/may have to be violated in order for councils to meet, every effort must be made to adhere to, as much as possible, the rules contained in the governing documents adopted by each council.
2. This unprecedented situation is not an occasion for a "free-for-all-anything-goes" approach.
3. NPHC was chartered in Washington, D.C. This means that the laws that govern non-profit organizations enacted by Washington, D.C. should be reviewed to identify any provisions that would govern the operations of the councils which come under the umbrella of the national body of NPHC.

Issues to Consider

1. Do your bylaws include a provision for your council to meet electronically? Many of you will have bylaws that authorize your executive board and committees to meet electronically, but do the bylaws authorize council meetings to meet electronically?
2. Do your Standing Rules include provisions that govern electronic meetings? For example, how you vote, determine a quorum, make motions, speak in debate, etc?
3. Is it possible that you will not meet in May because you cannot put together the bylaw amendments, standing rules, or selection of the electronic platform that will enable you to meet?

What If We Can't Meet?

If, for any number of reasons, your council is unable to meet in the month of May (or any other month), and if your bylaws require that your council meets monthly for a specified period (e.g., September – June, or even every month) during the year, you can still meet this requirement by doing the following:

1. The president and secretary, or any two people, can meet at your normal meeting place, or even in a parking lot some place.
2. **You are not required to exit your cars.** Please maintain social distancing guidelines.
3. One person will serve as the president, the other as the secretary, who will take the minutes.
4. The person serving as the president will call the meeting to order. The secretary will note in the minutes the date and time the meeting was called to order and that the president and secretary were present.
5. The person serving as president will then announce that there is not a quorum present. This will also be reflected in the minutes.
6. What happens next depends on whether the council can schedule a meeting before your next regularly scheduled meeting, or whether the council is going to try and keep on schedule to meet in June at your regularly scheduled meeting:
 - a. The person acting as president calls the meeting to order and announces that there is not a quorum. "The meeting of X NPHC Council is called to order. There is not a quorum."
 - b. If the council is going to meet **before** the next regularly scheduled meeting in June, the secretary will make the following motion: I move we adjourn in order to reconvene on May X, 2020, at X PM(AM), at X place. The motion is adopted. This motion and its adoption is noted in the minutes.
 - c. The president then says: This meeting is adjourned in order to meet on May X, 2020 at X PM(AM) at X place.

- d. By taking these steps, you have met the bylaw requirement that you meet. The meeting is now over and the two of you can drive off.
 - e. **HOWEVER**, if the council is unable to schedule a meeting *prior* to your next regularly scheduled meeting in June, then the president will say: There is no quorum, the meeting is adjourned. As with the first scenario, the minutes will reflect that the president and secretary were present, the date and time the meeting was called to order, that there was not a quorum, and the time the meeting adjourned.
7. Either of the above actions means that you have met the requirement in your bylaws that you meet monthly. The meeting was called to order, it was noted there was not a quorum present, and the meeting was either adjourned, or an adjourned meeting was scheduled to meet prior to your next regularly scheduled meeting.

What To Do When We Do Meet?

Whether you schedule an adjourned meeting (an adjourned meeting is a meeting that would take place prior to your next regularly, scheduled meeting) or whether you are meeting at your regularly scheduled May or June meeting, if your bylaws do not have provisions for the council to meet electronically, you will need to adopt certain motions and take certain actions prior to that meeting. Please take the following actions:

1. Notice must be sent to all chapter representatives that there will be an electronic meeting, and noting the day and time of the electronic meeting.
2. It is important that this notice is sent, emailed, or texted at a minimum, at least 14 days before the meeting. While social media outlets like Face Book and Group Me can be used, they do not substitute for official notification of the meeting. Email, postal mail, and telephone calls can be used to officially give notice of this meeting.
3. The notice about the electronic meeting will include notice that the following motions will be presented at this meeting:
 - a. Due to the unprecedented issues of social distancing caused by COVID-19, it is moved that article X of the bylaws be amended as follows:
 - i. First Motion: **That (Council name) is authorized to meet electronically as a special meeting as the need arises and as ordered by the council president and /or executive board. At a minimum, all participants must have simultaneous aural (hearing) communication.**
 - ii. Second Motion: **It is moved that all actions taken during an electronic meeting of the council will be ratified at the next regular meeting of the X Council.**
 - iii. Third Motion: **It is moved that only the agenda items named in the notice to the meeting can be presented during an electronic meeting.**

- iv. Fourth Motion: Assuming that the above three motions are adopted: **It is moved to adopt the attached Standing Rules that will govern the conduct of electronic meetings for the council.**
4. **Amending the bylaws still requires 2/3 vote for adoption. Standing Rules require only majority vote to adopt.**
5. These motions will be the FIRST item of business on your agenda after an audible roll call is complete. An audible roll call establishes whether or not a quorum is present. **If there is not a quorum, the meeting cannot be held!!** You can recess, get on the phone and remind people to link to the meeting, or call in to the meeting. What you cannot do is use this situation with COVID-19 to meet without a quorum!!
6. At a minimum, regardless of the platform you select, all participants must be able to hear (aural) simultaneously. Thus, **electronic meetings CANNOT take place via chat rooms, Group Me, or Fax.**
7. The notice for the electronic meeting must identify the platform that will be used AND provide time for council representatives to test the platform on their computers, phone, iPads, etc. at least 3-5 days prior to the meeting. If possible, have IT savvy individuals present to assist those who need help with the audio and/or video portion of the platform.

Rationale and Discussion of the Four Motions Listed Above

First Motion: Robert's Rules of Order Newly Revised (RONR) is very clear that unless the bylaws authorize electronic meetings, they cannot be held. Adoption of this motion will amend the bylaws to authorize electronic meetings for the council. It is likely that amending the bylaws in this way will violate the bylaws' 30-days' notice clause. That may be unavoidable. If that clause for notice of bylaw amendments can be adhered to, then by all means, follow the bylaws. However, some forbearance may be needed to amend the bylaws to authorize electronic meetings if there are not 30 days available for notice.

Second Motion: RONR states that actions taken at special meetings must be ratified at the next regularly scheduled meeting of the society. This ensures that a small group does not take any action during a special meeting that, while it has a quorum, may have a smaller than normal attendance, that takes advantage of the smaller number of attendees to take some action of which the regular council meeting would not approve. If this is something you don't want to be bothered with, although it is not advisable to omit it, you could alter the first motion to make meeting electronically a regular meeting: **"It is moved to amend Article X on regular meetings to state that regular meetings of X council can take place as in-person meetings, or electronic meetings."** If the council makes the decision to make electronic meetings an option for regular meetings, then there is NO NEED to ratify any actions taken at an electronic meeting.

Third Motion: This motion also is part of the RONR regulations that govern special meetings. To ensure that officers and members don't slip in some issue for which there was no notice, with special meetings, only the items issued in the call to the meeting can be presented during the meeting. This has to do with attendance. If the call to the meeting and the agenda lists routine items of business, some people may elect to not attend. However, if, for example, the notice for the meeting includes an agenda item that there will be a motion to increase dues by \$100, then people are forewarned that this issue will be presented at this meeting and if this is an issue they wish to address, they need to be at the meeting. Similar to the above situation, if a council does not want to limit agenda items to only those issues named in the call, this motion can be deleted (not presented). While this is not advisable, and can set a dangerous precedent, it is up to the council if they want to take this chance.

Standing Rules

Unfortunately, adopting the motion to amend the bylaws to authorize electronic meetings is not the end of the issue. Further rules will need to be adopted that will help govern conduct during the meeting. Because of the demand for assistance with electronic meetings that has been overwhelming for most parliamentarians, the authorship team of Robert's Rules of Order Newly Revised, authorized the early release of Standing Rules for Electronic Meetings that will be included with the 12th edition of RONR scheduled for release in August, 2020. I am not going to try and re-create those rules as they are quite extensive. However, assuming that most councils will use a platform similar to Zoom, Adobe Connect, or Google, that provides for both aural and visual communication, I have listed some suggested rules below that can be used by councils and adopted. Adjustments will have to be made if the platform being used only provides for aural communication. Only majority vote is required to adopt standing rules. If you decide to present these rules or any other rules, they should be included with the notice of the meeting, mainly because they are so extensive.

Standing Rules For Electronic Meetings

- A. The Secretary shall send via e-mail to every member of the Council, the login information, the URL and any other codes necessary to connect to an internet meeting.
- B. There shall be a backup alternative to the internet meeting, e.g., being able to call in to the meeting.
- C. Electronic meetings shall have a minimum of two-weeks' notice.
- D. The electronic platform shall be available at a minimum, at least 15 minutes prior to the start of the meeting.

- E. Members are required to identify themselves to sign into the meeting and shall maintain internet and audio access throughout the meeting whenever present. If a member leaves the meeting, they must sign out so that their continued presence is not assumed.
- F. The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online listing of participating members, unless any member demands a quorum count by audible roll call.
- G. Each member is responsible for his or her audio and internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
- H. The president may cause or direct the disconnection or muting of a member's connection if there is undue background noise or interference that is disrupting the meeting. The president's decision to do so is subject to a debatable appeal, which can be made by any member.
- I. To seek recognition a member shall utilize the tools provided by the internet service. For example, with some platforms there is a "raise hand" feature. In others, members will write in the chat box that they wish to speak.
- J. A member intending to make a main motion, offer an amendment, or propose instructions to a committee, shall, before or after being recognized, post the motion in writing in the online area designated by the secretary for this purpose. For example, a chat box could be used to post the motion.
- K. Votes shall be taken by using the voting feature provided by the internet service unless the council orders an alternative method of voting.
- L. The president shall announce the number of members who voted on each side of the question and any who explicitly responded to acknowledge their presence without casting a vote.
- M. Business may also be conducted by unanimous consent.
- N. If the number of participants is too large for all attendees to be displayed simultaneously, the president or the recording secretary, or a designee shall cause a video of the president to be displayed throughout the meeting and also the video of the member who is currently speaking.