



# Oregon Synod Evangelical Lutheran Church in America

God's work. Our hands.

18 Mar 2020

Dear Congregations of the Oregon Synod,

We are truly living in challenging times. In the reality of the COVID-19 virus pandemic, our methods of operation have been turned upside down. Many of you have planned meetings that are no longer able to be held because of limitations on the size of gatherings and practicing safe social distancing. Several suggestions have been put forward for how to live stream or pre-record services. But how do we handle Congregational meetings or committee meetings?

Electronic meetings are possible and several software platforms are available that can be used for this purpose. The synod office uses a program called Zoom for many of our meetings, and we have started using this extensively now that the office has been closed. There are free versions available, and various levels of paid versions depending on your needs. The free version is limited to 40 minute meetings. There are options for meetings and webinars. You must have a paid version to add webinars and the price increases if you do. For large meetings, such as congregational meetings, webinars may be a better forum. There is a link to a video on the synod website ([oregonsynod.org](http://oregonsynod.org)) prepared by the Southeastern Synod about how to get started with zoom. It is on the home page. Scroll down to the bottom of the page, and then use the scroll bar under "Follow us on Facebook" to locate the link.

## Can your congregation hold electronic meetings?

There are several things for a congregation to consider. The first, and possibly most important, is what does your constitution allow? Chapter 10 of the model constitution pertains to the Congregation Meeting. Most congregations include the following provision in their constitution:

**C10.07.** *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

*Robert's Rules of Order* has this to say about electronic meetings.

Business can only be conducted in a properly called meeting, defined as "a single official gathering of members in one room or area to transaction business."

A meeting conducted by electronic means "does not lose its character as a deliberative assembly so long as the meetings provide, at a minimum, conditions of opportunity for simultaneous aural communications among all participating members equivalent to those of meetings held in one room or area. Under such conditions, **an electronic meeting that is properly authorized by the bylaws** is treated as though it were a meeting at which all the members who are participating are actually present."



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The key statement in the above is highlighted. Hopefully your constitution includes the following provision (again found in the model constitution for congregations) or a similar bylaw.

**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.

Please note that the word 'aural' is used. That is not a mistake. It means that all participants have to have the ability to hear at the same time. It does not mean that all participants are required to have oral communication.

## Does the state have any requirements for church organizations to comply with regarding meetings?

It turns out there are. As members of the ELCA, each of the 65 synods, and every congregation, are independent non-profit corporations. Oregon Revised Statutes Chapter 65 – Non-profit Corporations has quite a bit to say about this. The section pertaining to member meetings follows.

### MEMBERSHIP MEETINGS AND VOTING

(Meetings and Action Without Meetings)

**65.201 Annual and regular meetings.** (1) A corporation with members shall hold a membership meeting annually at a time stated in or fixed in accordance with the bylaws.

(2) A corporation with members may hold regular membership meetings at the times stated in or fixed in accordance with the bylaws.

(3) An annual and regular membership meeting may be held in or out of this state at the place stated in or fixed in accordance with the bylaws or at a place the board of directors specifies, provided that the board's specification is not inconsistent with the bylaws. If the board of directors does not determine that the annual and regular meeting will occur solely by means of remote communication and a place for the annual and regular meeting is not stated in or otherwise fixed in accordance with the bylaws, the annual and regular meeting must be held at the corporation's principal office.

(4) At the annual meeting:

(a) The president, and any other officer the board of directors or the president may designate, shall report on the activities and financial condition of the corporation; and

(b) The members shall consider and act upon such other matters as may be raised consistent with the notice requirements of ORS 65.214.

(5) At regular meetings the members shall consider and act upon such matters as may be raised consistent with the notice requirements of ORS 65.214.

(6) The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with a corporation's bylaws does not affect the validity of any corporate action. [1989 c.1010 §52; 2013 c.274 §8]



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**65.204 Special meeting.** (Not printed. Search ORS 65.204 for omitted provisions)

**65.205 Participation in meeting by remote communication.** (1)(a) Members that are not physically present for a membership meeting may participate in, be deemed present in person at and vote at the membership meeting if the board of directors authorizes participation by remote communication. Participation by remote communication is subject to guidelines and procedures that the board adopts.

(b) Before a board of directors may authorize members to participate in a membership meeting by remote communication, the corporation shall implement measures to:

(A) Verify that a person that is participating in the membership meeting by remote communication is a member; and

(B) Ensure that a member may participate by remote communication in an effective manner.

(c) The corporation shall maintain a record of the vote or other action of a member that participates in a membership meeting by remote communication.

(2) A notice of a membership meeting at which the board authorizes participation by remote communication shall state that the board authorizes participation by remote communication and shall describe how a member may notify the corporation that the member intends to participate in the membership meeting by remote communication. [2013 c.274 §16]

(Meetings and Action of Board)

**65.337 Regular and special meetings.** (1) If the time and place of a director's meeting is fixed by the bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.

(2) The board of directors may hold regular or special meetings in or out of this state.

(3) Unless the articles or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:

(a) All directors participating may simultaneously hear or read each other's communications during the meeting; or

(b) All communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

(4) If a meeting is conducted through the use of any means described in subsection (3) of this section:

(a) All participating directors shall be informed that a meeting is taking place at which official business may be transacted; and

(b) A director participating in the meeting by this means is deemed to be present in person at the meeting. [1989 c.1010 §82; 2005 c.161 §1]



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We have received a communication from Tom Cunniff, General Counsel, Evangelical Lutheran Church in America that states "If state law authorizes remote participation without a provision in the constitution or bylaws (as Oregon state law appears to do), then we are fine with it." Regardless, we recommend that if your congregation constitution does not include the provision or bylaw allowing electronic meetings that you make that amendment and submit your constitution for review by the synod.

Hopefully this gives you some indication of whether you can utilize electronic meetings in your congregation. For the complete chapter on Oregon non-profit corporations do a search for ORS 65. I want to stress that I am not a lawyer, and neither the synod nor churchwide is offering legal advice in how your congregation may conduct business. If you have questions or concerns about the legality of using electronic meetings, please consult with an attorney.

May God bring you peace and guidance in these difficult times. Please stay safe.

Greg Shea, Oregon Synod Vice President