

Advisory Concerning Annual Church Business Meetings During COVID Restrictions.

Many churches require there to be an annual business meeting during the early part of the year. This year, churches are wondering how to accomplish this given 1) the restrictions on in-person meetings, and/or 2) the realization that many members are reluctant to attend an in-person meeting (and the church may not seat a quorum.)

What are the options?

Both California¹ and Nevada² have adopted similar laws that allows the church much latitude to change how the church conducts its business during a state of emergency. Basically, the law allows the board to adopt “temporary bylaws” to follow during the state of emergency. These bylaws are in force during the state of emergency and expire when the state of emergency is lifted. (At which time the emergency bylaws automatically expire, and the former bylaws resume.)

Some possible changes might be:

1. To postpone the meeting to a future date.
2. To change the quorum necessary.
3. To authorize the meeting to be held by video conference.
4. To authorize any voting to be done by video conference, voting web site, email, or paper mail.
5. To authorize the board to appoint board members to any vacancies.
6. To authorize a one-year extension of the terms of current board members.

Two things to note:

1. Reconciling the state law with typical church bylaws regarding what powers can be delegated or cannot be delegated is rough. For example, the law allows board members to appoint other board members and directors, but also excludes the board from taking action that normally requires a membership vote. This creates a conflict. Since the authority to appoint board members is specifically named in the state law, this provision should prevail over the bylaws. (The Board CAN appoint other board members.) However, “membership votes” should not be bypassed because they are not specifically named in the state law. (The Board should not bypass the members in the matters of appointing a pastor or selling property.)
2. The board cannot simply “make an announcement” about how the meeting will occur. The board needs to “adopt a bylaw” about how it will occur. This will require the board to “think through” the variables (such as: registration, participation, discussion, debate, and voting) and to provide instructions about each.
3. The best way to amend/adopt by laws is to quote the relevant original and ~~strike out the language that needs to change~~ and insert new language to adopt. However, with a temporary bylaw, it is possible to merely reference the current bylaw and state a new one. Either way, care should be taken to ensure that the newly adopted language sufficiently covers all of the necessary provisions.

¹ California Statute http://leginfo.legislature.ca.gov/faces/billNavClient.xhtml?bill_id=201320140AB491

² Nevada Statute <https://www.leg.state.nv.us/NRS/NRS-693B.html>

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Here are some sample resolutions the Board may adopt for each strategy. Optional “brief” and “amendment” formats are provided.)

Whereas, COVID restrictions and health dangers may prohibit an in-person business meeting, or may otherwise discourage members from participating due to the danger to their health, and

Whereas state law (CA AB4912013 or NV NRS693B) provides that the Board may adopt emergency bylaws to change how the church conducts its business during a stated emergency, therefore

Be it resolved that (pick one or more of the following)

(To Postpone Meeting)

Brief: The current bylaw requirement that the Annual Church Business meeting be conducted in the month of _____ is amended to the month of _____

Amendment: *Annual Business Meetings of the membership of this church shall be held at a date to be fixed by the Church Board, to take place during the month of ~~February~~ September each year, at which time reports shall be given and the election of officers and directors shall take place, and as hereinafter in these Bylaws provided.*

(To Authorize Board Members Elected by the Church Board)

Brief: *The current bylaw requirement that Church Board members be elected by the membership is hereby amended to authorize the Church Board to fill any vacancies on the Church Board, whether such vacancies are caused by term, by resignation, or removal using the following procedures: one or more names shall be nominated by the Pastor for each position. Election shall be by majority vote, by secret ballot, of the current board members.*

Amendment (strike and insert):

~~A. Nominating Committee - In ordinary course, candidates for membership on the Church Board shall be nominated by a nominating committee. The nominating committee shall be appointed by the Pastor in consultation with the Church Board, and shall consist of at least five persons, who shall be the Pastor and four church members, not more than two of which shall be members of the Church Board. Any Voting member of this church may submit names to the nominating committee for their consideration up to two weeks prior to the meeting where such elections are to be considered. The names of those serving on the nominating committee shall be properly announced and posted on the church bulletin board at least 30 days prior to such meeting. The nominating committee shall review names submitted for consideration, and may add additional names not submitted, and shall investigate whether such persons are eligible, qualified, and willing to serve, and shall present one or more qualified candidates for each office to the membership for election. The names of the nominees shall also be properly announced and posted at least ten days prior to the meeting where such elections are to be considered. Additional nominations may not be submitted from the floor.~~

~~B. Members of the Church Board shall be elected by the membership, initially for staggered terms of one year, two years and three years, and upon expiration of these initial terms, their successors shall be elected to serve for three year terms. All such elections shall be by simple majority, by secret ballot. Church Board members may succeed themselves for a second term only. After a second term they must retire for at least one year before serving again, unless there are no other qualified candidates.~~

A. Nominating Committee -During the duration of the declared State of Emergency candidates for membership on the Church Board shall be nominated by the Pastor. The Pastor shall nominate one or

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more members for each vacancy. The names of the nominees shall be properly announced and posted at least ten days prior to the meeting where such elections are to be considered. Additional nominations may not be submitted from the floor.

B. During the duration of the declared State of Emergency, members of the Church Board shall be elected by the members of the Church Board. All such elections shall be by simple majority, by secret ballot. Terms of office shall be subject to terms and succession limits prescribed in the permanent bylaws of this church.

(To Authorize Online Meeting)

Brief: *The current bylaws requiring or assuming that the Annual Business meetings or Special Business meetings take place in-person be amended to authorize Annual or Special Business meetings may be conducted by video conference using procedures adopted by the Board that provide that 1) Registration is still required, 2) concurrent participation is (or is not) required, 3) voting is accomplished by internet or email. 4) Membership ability to discuss, debate, or offer motions is restricted (completely or partially.)*

Amendment (strike and insert):

A. Annual Business Meetings of the membership of this church shall be held at a date to be fixed by the Church Board, to take place during the month of _____ each year, at which time reports shall be given and the election of officers and directors shall take place, and as hereinafter in these Bylaws provided. During the declared State of Emergency, the Annual Business Meeting may take place by video conference.

...

E. Voting Constituency at any Annual Business Meeting or Special Business Meeting of the membership shall consist of all current Voting members of the church, who are ~~in attendance~~ registered and participating at such meeting. The right of the members to discuss, debate, and make motions may be restricted, due to the limitations of the meeting format.

(To Extend Terms of Office)

Brief: *The current bylaws prescribing the terms of office for Board Members be amended to extend the terms of office of all current board members by one year.*

Amendment:

B. Members of the Church Board shall be elected by the membership, initially for staggered terms of one year, two years and three years, and upon expiration of these initial terms, their successors shall be elected to serve for three -year terms. During the declared state of emergency, the terms of all current Church Board members may be extended by one or more years, (as necessary) thereby prohibiting the expiration of terms during the emergency and still preserving the pre-existing rotation of terms. All such elections shall be by simple majority, by secret ballot. Church Board members may succeed themselves for a second term only. After a second term they must retire for at least one year before serving again, unless there are no other qualified candidates.

(To Change Quorum)

Brief: *The current bylaws requiring a quorum of % and prohibiting absentee ballots from counting towards the quorum are amended to state that the quorum shall be established by the participation of voting members registered.*

Amendment:

F. ~~Quorum for any Annual Business Meeting or Special Business Meeting of the membership of this church is established by the presence of at least 33% of the Voting membership of this church.~~

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~~*G. Proxy voting and absentee balloting shall not be allowed in conduct of business at any meeting of the membership, nor any sort of representation of absentees for purpose of establishing a quorum.*~~

A quorum for conduct of business at any Annual or Special Business Meeting of the membership of this Church is established by the presence of the accredited members registered and participating.