



# The Episcopal Diocese of Olympia

The Episcopal Church in Western Washington

[www.ecww.org](http://www.ecww.org)

## Guidelines for Conducting a Virtual Annual Meeting

COVID-19 has forced us to rethink many of our current practices and adapt to new restrictions. The Episcopal Church has a long tradition of democratic governance at every level. One of the core principals of that tradition is the gathering of our congregations and other communities to elect leadership and decide on major initiatives and endeavors. One of the defining characteristics of the Episcopal Church is we act as a community.

Annual meetings are a key part of that identity. But with the COVID-19 pandemic, we have to look for ways of preserving that core value and identity while keeping the members of our communities safe. One approach is through an electronic annual meeting. This guide is intended to provide a background on some of the governance aspects of annual meetings and suggestions on how to approach it.

### Canonical and Legal Requirements

The Canons, or governing documents, of the Diocese of Olympia require that every congregation hold an annual meeting once a program year. Canon 9§1(a). Likewise, for parishes that are separately incorporated, Washington State law requires an annual meeting of the members in accordance with the bylaws.

The Canons of the Diocese, and the Episcopal Church, do not provide significant guidance on how to conduct an electronic annual meeting. However, secular law, in the form of the Washington Nonprofit Corporation Act does provide that nonprofits can conduct electronic meetings. Specifically, RCW 24.03.075 provides in part that:

Except as otherwise restricted by the articles of incorporation or the bylaws, members and any committee of members of the corporation may participate in a meeting by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting.

In general, this provision provides that the key requirement is that participation in the meeting should involve a phone conference that everyone can hear what is happening in real time and participate as needed in the meeting. That means that email exchanges or online chat rooms do not count.

### Technology Options for Congregations

There are a number of technology options for annual meetings that you can deploy, some of which are free or at a reduced cost. These options should be explored depending on the number of the participants you expect for the meeting. The following is a summary of some of the technology out there:

Google Meet	The free version allows a meeting with up to 100 participants for free until March 2021	<a href="https://meet.google.com">https://meet.google.com</a>
Zoom	<p>The most popular web meeting app.</p> <p>Free version allows a meeting with up to 100 participants for 40 minutes.</p> <p>A basic plan at \$14.99/month allows you unlimited time (you can cancel anytime)</p> <p>An enhanced plan allows up to 300 participants at \$19.99/month</p> <p>There are also webinar add ons that provide more control (i.e. only showing limited cameras, allowing polling, etc.) starting at an \$40/month.</p>	<a href="https://www.zoom.us">https://www.zoom.us</a>
WebEx	Another popular web meeting application. The free version will allow you to have up to a 50 minute meeting with up to 100 people.	<a href="http://www.webex.com">www.webex.com</a>

	<p>A starter plan at \$13.50/month will allow up to 150 people and a business plan at \$26.50 will allow up to 200 people.</p>	
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You can find more information about the technology and logistical best practices for virtual annual meetings here: <https://ecww.org/best-practices-for-virtual-annual-meetings-technology-and-logistics>

## Rules of Order

Rules of order are best described as the rules on how we conduct our annual meeting. We have collected two sets of examples and attached those as an appendix to this document. Each congregation is free to draft its own rules, as long as they are in compliance with the requirements of state law and the constitution and canons of the Diocese and the Church.

One important point is to make sure you have adopted the rules at the beginning of the meeting to ensure that you have the consent of the meeting to operate under these rules.

Several areas would need to be addressed in the rules:

- *Motions and Participating in Debate*

You will need to decide on the process for making motions. Every participant has the right to make a motion and your rules should clearly outline how a motion is to be made given your process. There should be a mechanism for the chair of the meeting to call on members or participants that is clearly explained to everyone. When a person is called on, all participants in the meeting should be able hear that person, and see them if a Zoom meeting is happening. Likewise there should be a process for immediately interrupting someone if there is an urgent matter.

- *Nominations*

Like motions, there should be a process for individuals to submit nominations from the floor at the appropriate time. The Diocesan Canons require that when electing a vestry, that there should be a process for nominations from the floor. Diocese of Olympia Canon 9§2(b). Ideally this should follow the same process that participants use to submit a motion.

- *Voting*

You will want to evaluate your process and determine how you will conduct votes. If a matter is routine or an election is uncontested after nominations from the floor are submitted, you may want to consider using unanimous consent to elect the individual or pass the motion. Unanimous consent is a process by which the participants at the meeting are asked if there is any objection to the course of action (e.g. Is there any objection to the election of Jane Doe to the vestry?). If someone objects, then a vote is taken. If no one objects, the action is adopted or the election is deemed to have occurred.

For simple votes and small groups you may use a hand system if your technology allows it. Otherwise you may need to use your meeting systems polling technology. Make sure you test it out before you use it.

If you prefer a dedicated voting system, or a multi-person ballot you may consider using Google Forms. ( <https://www.google.com/forms/about/>) Google Forms is a free online survey/form system that would allow you to take a vote on multiple individual running for office at once. It is easy to setup and use and there are a plethora of tutorials out there (e.g. <https://www.youtube.com/watch?v=vR6PDTRgT8A>).

With Google Forms, you can configure it so that each person can only vote once, or anyone with the link can vote. If you opt for the restricted approach, keep in mind that each person's vote would be tracked. Also, each person would need to have a google account. Anyone can setup a google account with their email, and you don't have to have a gmail account. Simply setup a new account using an existing email, create a password and you're good to go. Once the participant logs in with their google account, the form can be configured to accept only one vote from one account. If multiple people are sharing a computer to vote, they will need to log out of their google account and let the second person log in to vote.

Whatever voting system you use, make sure that you test it before hand and have the participants conduct a test vote before a real vote. That way you can be sure that there are no hiccups when it is time for your actual vote.

## Checklist to Help you Prepare for your Virtual Annual Meeting

<p>Have you selected the technology you will use to conduct the meeting?</p> <ul style="list-style-type: none"> <li>a. Can everyone hear (and see) what is going on?</li> <li>b. Is there a way for participants to make a motion or make a nomination from the floor?</li> <li>c. Is there a way for participants to contribute to debate and be heard (and seen) by attendees?</li> </ul>	
<p>Have you tested the technology with a small group to ensure it works as expected?</p>	
<p>Have you selected a voting technology?</p> <ul style="list-style-type: none"> <li>a. Will you be using a polling system from your meeting software, google forms or another solution?</li> <li>b. Have you tested the solutions to verify they are functional?</li> </ul>	
<p>Have you drafted your rules of order? Do the rules explain:</p> <ul style="list-style-type: none"> <li>a. How to participate?</li> <li>b. How to make a motion?</li> <li>c. How to make a nomination from the floor?</li> <li>d. How to make a point of order?</li> </ul>	
<p>Have you set your agenda for the meeting and included time to adopt the rules of order, elect the vestry, and conduct other necessary business?</p>	
<p>Have you communicated with your members how to access the annual meeting and shared your rules of order, login information, and any premeeting sign ups they may need to do (e.g. setup a Google account, download Zoom)?</p>	
<p>Have you communicated a second time with your members, just in case anyone missed the first communication?</p>	
<p>Have you done a dry run through of your annual meeting?</p>	

## Appendix

### Sample Rules of Order

#### Sample #1 – Courtesy of St. Paul’s Episcopal Church, Benicia, California

(Note that these rules can also be used by a mission; simply revise the language in the appropriate places)

#### I. Preamble

1. Supersede Regular Rules. These Supplemental Special Rules of Order for Virtual Attendance at Annual Meeting (hereinafter, “these Rules”) shall supersede the regular By-Laws regarding the holding of annual meetings of the parish, and to the extent they are in conflict with the regular By-laws, these Rules shall prevail.
2. Purpose. The purpose of these Rules is to facilitate the calling and annual meeting of the parish during the Covid-19 Pandemic, since governmental restraints make it impossible to hold a face-to-face physical meeting of the parish.
3. Interpretation of Certain Constitutional and Canonical Terms. For purposes of annual meetings governed by these Rules, these terms shall have the following interpretation:  
“Annual Meeting”: The meeting of clergy and laity of St. Paul’s Parish, Benicia, conducted wholly or in part via remote electronic participation by its members.  
“seat”: The ability to participate in the annual meeting via electronic connection  
“voice”: The right to make oral statements during the annual meeting  
“vote”: The right to cast an oral voice or electronic poll vote or file an electronic ballot during the annual meeting.

#### II. Connection Information

1. The meeting will be held via Zoom. The Zoom link and password will be set forth in the Sunday Bulletin for the two Sundays prior to the Sunday of the Annual Meeting. The Secretary will also send a link to the Zoom meeting to every member of the Parish who has provided an email address. For a more secure Zoom meeting, members can be required to register for the annual meeting and a notice can be sent out with the link.

#### III. Opening of Meeting and Quorum

1. Login Time. The Secretary shall schedule the Zoom meeting service to begin at least 10 minutes before the start of each meeting.
2. Signing in and out. Members shall identify themselves as required to sign in to the Internet meeting service, and shall maintain Internet and audio access throughout the meeting whenever present, but shall sign out upon any departure before adjournment.
3. Quorum. Consistent with the Bylaws and Canon 36.3.2, those present at the Zoom meeting shall constitute a quorum for the transaction of business of the parish.

#### IV. Conduct of Meeting

1. Technical requirements and malfunctions. 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.
2. Forced disconnections. The Rector may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The Rector's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.
3. Assignment of the floor. To seek recognition by the Rector, a member shall use the Zoom "raise hand" request and await recognition. Once the pending action is completed, the Rector shall clear the online queue.
4. Interrupting a member. A member who intends to make a motion or request that under the rules may interrupt a speaker shall use the Zoom Chat feature for so indicating, and shall thereafter wait a reasonable time for the Rector's instructions before attempting to interrupt the speaker by voice.
5. Motions. Because the annual meeting will be held via Zoom, Motions will not be considered. The purpose of the annual meeting will be to receive reports by title, hear the Treasurer's Report and respond to questions re the same, and vote for vestry and convention delegates and alternates. Alternatively, you can revise this provision by permitting motions as follows:  
To make a motion, a member shall use Zoom to "raise hand" request and await recognition. Upon being recognized, the member shall unmute and state the motion. The member may confirm the wording of the motion by use of the Chat feature. Once made, the Rector shall allow for debate and vote.

#### V. Floor Nominations and Voting

1. Nominations from the Floor. Any persons who have not been nominated in advance of the annual meeting may self-nominate or be nominated by others, by use of the Chat feature. Anyone so nominated shall confirm their willingness to serve.
2. Voting. Votes not requiring ballots may be taken by the Zoom polling feature. Other votes, including balloting for elections, shall be taken by the anonymous voting feature of the Internet voting service, using members' assigned Voter ID code. Results of votes may be reported to the Rector by the Chair of the Balloting Committee or the Secretary.

#### Sample #2 – Courtesy of Roberts Rules of Order and the National Association of Parliamentarians

Access here: <https://www.parliamentarians.org/wp-content/uploads/2020/04/Electronic-Meeting-Sample-Rules-Appendix-web.pdf>