

BYLAWS OF ST. PAUL'S EPISCOPAL CHURCH
BREMERTON, WASHINGTON

ARTICLE I

DEFINITION OF TERMS

Section 1. Whenever the term "parish" is used, it shall mean, as the context may in each instance require, either the corporation's legal entity, or the membership of the corporation, or such geographical area as may be determined from time to time by the ecclesiastical authority of the Diocese of Olympia of the Episcopal Church known as St. Paul's Episcopal Church, Bremerton, Washington.

Section 2. Wherever the term "vestry" is used, it shall be deemed synonymous with and shall be taken to mean the Managing Board of this corporation.

Section 3. The corporation may be referred to for brevity as "St. Paul's Episcopal Church"; however, its full corporate name shall be used in all legal documents.

ARTICLE II

PARISH MEETINGS

Section 1. Each year after due notice publicly given at the regular services of St. Paul's Episcopal Church on the two Sundays preceding, there shall be held the annual meeting of the parish for the election of a vestry and for the transaction of such business as may properly come before the meeting. During times of Pandemic, or other national emergencies electronic means of communication may be used for this meeting, providing all participants are able to hear one another.

Section 2. Special meetings of the parish may be called by the Rector, or by the vestry if there is no Rector, and shall be called by the Rector upon a written request signed by the majority of the vestry. Notice of any special meeting of the parish shall be given at the regular service of St. Paul's Episcopal Church on each of the two Sundays preceding the day appointed for the special meeting. Such notice shall state the purpose of the meeting.

Section 3. At all parish meetings, the Rector, or if there be none or if s/he is absent, the Senior Warden or Junior Warden, in that order, shall preside, and the Clerk of the vestry shall act as the Clerk of the meeting.

Section 4. All parish meetings shall be held at such place within the geographical limits of the parish as shall be designated in the notice of meeting given as aforesaid.

Section 5. A quorum at all parish meetings shall consist of at least two-thirds of recorded ASA (Annual Sunday Attendance) qualified electors of the parish.

Section 6. QUALIFICATIONS OF VOTERS. At all parish meetings, whether annual or special, the right to vote shall be limited to baptized persons:

- a. Not less than sixteen (16) years of age,

- b. Whose baptisms have been duly recorded in the parish,
- c. Who, for a period of not less than six months preceding, have been regular worshipers at St. Paul's and,
- d. Who, for a period of not less than six months preceding have been bona fide regular contributors to the support of St. Paul's by pledge (support of the church by money or personal service as determined by the rector) from Diocesan Canon 20 section II. Physical disability or absence from St. Paul's during the preceding six months shall not disqualify an otherwise qualified voter.

Before any vote is taken, the presiding officer shall state to the persons the foregoing qualifications of voters. The rector and the wardens shall be judges of the qualifications of voters. If a warden is absent, the presiding officer may appoint a member of the vestry to act in place of the warden. The judges of the election shall not permit an unqualified person to vote. Proxy ballots shall not be accepted.

Section 7. ORDER OF BUSINESS. Unless otherwise provided by by-law or resolution, the presiding officer shall control the order of business. The presiding officer may appoint tellers and other assistants. The secretary shall preserve a list of names of all persons who voted for vestry members. The list shall be signed by the judges of election.

Section 8. The right of challenge shall be permitted. Voting by proxy shall not be permitted.

ARTICLE III OFFICERS

Section 1. The officers of the corporation shall consist of a President, a Senior Warden a Junior Warden, a Clerk and a Treasurer. The Rector of the parish, or the Minister in charge, shall be President of the corporation and Chairperson of the vestry. The Wardens shall be members of the vestry and communicants of St. Paul's Episcopal Church. They shall be known as the Senior Warden and the Junior Warden or co-wardens. The Senior Warden shall be appointed by the Rector, and the Junior Warden shall be elected by the vestry. The Clerk the Treasurer and the Chancellor need not be members of the vestry but shall be qualified electors of the parish and shall be elected by the vestry. All officers of the corporation, except the President, shall hold office until the first meeting of the vestry after the next annual meeting of the parish following their election, and until their successors are elected.

Section 2. The officers of the corporation shall have the usual duties incident to their respective offices and such other duties as are provided in the Constitution, Canons, Usages and Practices of the Protestant Episcopal Church in the United States of America and of the Diocese of Olympia.

ARTICLE IV

Section 1. The affairs of the parish shall be managed by a Board to be called the vestry which shall consist of the Rector and not less than three (3) nor more than fifteen (15) persons elected by the parish at the annual meeting of the parish or at a special meeting called for that purpose.

Thereafter the parish, by the majority vote of those present at the annual meeting, or at a special meeting called for that purpose, may, if notice of such proposed change has been properly given with notice of such meeting, change the number of vestry members with the foregoing limitation of not less than three (3) nor more than fifteen (15).

Section 2. The vestry of the parish shall consist of the Rector and vestry members.

Section 3. Baptized persons who are qualified electors of the parish shall alone be eligible to serve as vestry members. Vestry members shall also be active communicants and pledging members of the church. The Rector shall be ex officio a member and the Chairperson of the vestry. The qualified electors of the parish shall each year choose by ballot one-third (1/3) of the whole number of the vestry members to serve for three (3) years and until the election of their successors. No member of the vestry who is elected and serves a full three-year term shall be eligible for re-election to the vestry until one (1) year after the expiration of the term for which he or she was elected. In addition, the qualified electors of the parish shall each year choose by ballot two (2) alternate vestry member, ("Alternate members") to serve for one (1) year and until the election of their successors. Alternate member, who do not fill the vacancy of a vestry member during their term are eligible for election to the vestry at the next annual meeting of the parish following the expiration of the term for which he or she was elected as an Alternate member. Alternate members shall be ex officio members of the vestry.

Section 4. The vestry may, at a meeting duly called, fill a vacancy in its own membership. In the event of a vacancy, alternate members shall fill the complete unexpired term of any vestry member whose position is vacated.

Section 5. At the annual meeting of the parish each year, vestry members shall be elected to fill the place of the vestry members whose terms expire at that time. In addition, at the annual meeting of the parish each year, two (2) alternate members shall be elected to fill the place of the two (2) alternate members whose terms expire at that time.

Section 6. All vestry members and Alternate members shall serve until the expiration of the term for which they are elected and until the election of their successors.

Section 7. DUTIES OF THE VESTRY. The vestry shall have the duty to:

- a. Be helpful to the rector;
- b. Employ and fix the compensation of all employees of the parish, provided that no person shall be employed or retained except by and with the approval of the rector;
- c. Provide maintenance for the rector and such compensation as set by Diocesan standards, and shall be agreed upon by Vestry and rector and for employees of the parish;
- d. Elect and call a rector after consultation with the Bishop, in case of a vacancy, provided that prior to the election of a rector of any parish, the vestry shall inform the Bishop of the name and residence of the person they propose to elect. It shall be unlawful for the vestry to take action on any name until the receipt of the Bishop's acknowledgment of such notification, and the Bishop's accompanying suggestion if there be any so long as the Bishop is then within the territory of the United States and that his reply is made within thirty days after receipt of such notification;
- e. Have charge, care, and management of all property and temporal affairs of the parish;
- f. Supervise collection, control, and disbursement of all moneys contributed or due to the parish corporation. In order to vote on financial matters involving expenditure of funds, the vestry member shall contribute financially to the church;
- g. Keep all buildings, structures, and tangible property of the parish adequately insured against loss;
- h. See to it that all treasurers and custodians of funds (other than the banking institutions) obtained, contributed, held, or accumulated for the benefit of the parish, or of any of its activities, and shall be adequately bonded;
- i. See to it that all treasurers and custodians of funds maintain records sufficient to enable proper accounting and audits;

- j. Deposit all trust funds, permanent funds and all securities, which come under their control, with a national bank, a state bank, the Executive Council pursuant to Canon 1, Section 6 of Title I, or some other custodian approved by the Finance Committee of the diocese, under a suitable arrangement requiring not less than two signatures upon all checks and orders for withdrawals;
- k. Manage trust funds and income there from strictly in accordance with the lawful express requirements of the instruments creating the trust;
- l. Sell and convey unneeded personal property of the parish when deemed for the best interest of the parish to do so;
- m. Pursuant to a vote of the congregation at a meeting duly called, to sell and convey real estate of the parish, when deemed for the best interest of the parish to do so, but only pursuant to written consent of the Bishop and the Standing Committee first obtained.

Acting within the limitations upon debt contained in Title II, Canon 8, and in compliance with the requirements of that Canon, to do any of the following acts, namely:

- a. To cause necessary repairs to be made upon parish property; and
- b. To purchase necessary furnishing and equipment; and
- c. To mortgage real estate when deemed for the best interest of the parish to do so, but only pursuant to written consent of the Bishop and the Standing Committee first obtained; and
- d. To acquire appropriate real estate, and on real estate held in fee simple by the parish pursuant to consent of the congregation give at the parish meeting duly called and held, to take down and remove or alter existing buildings, and to erect, construct, or reconstruct, a church building, chapel, rectory, and/or parish house. This subsection shall not be held to apply to alterations which do not involve major structural changes to the buildings in question.

The foregoing duties of the vestry shall always be subject to the authority of the rector to direct the spiritual activities of the congregation subject to the Bishop or other person acting as the Ecclesiastical Authority and to Canon Law and the rector's right to possession, use, and control of the property of the parish as provided by the Canons of the Episcopal Church.

Section 8. DUTIES OF THE OFFICERS OF THE VESTRY

Wardens. In case the congregation be without a rector, or in the absence of the rector, the wardens shall preside at meetings of the congregation and the vestry, and shall provide public worship as circumstances shall permit.

Secretary/Clerk. The secretary/clerk shall keep correct minutes properly bound of all meetings of the vestry and of the congregation and shall sign the same and deliver the same to her/his successor. The records of the congregation and the vestry at all times shall be safely and permanently kept open to inspection by the Bishop, the rector, and all qualified voters of the congregation. The secretary shall be the custodian bond of the treasurer. The secretary/clerk shall see to it that proper timely notice is given of all meetings of the vestry and of the congregation.

Treasurer. The treasurer shall receive and keep safe all moneys of the parish, and shall make disbursements only upon order of the vestry. The treasurer shall obtain and keep on file proper receipts and vouchers covering all disbursements and shall maintain proper accounts covering all funds and, whenever requested, all receipts and disbursements and the condition of the parish finances. The treasurer shall make a like report to the annual meeting. The treasurer shall give bond for the faithful performance of her/his duties. The treasurer's records shall be open to inspection by

the Bishop and shall be properly delivered to the treasurer's successor in office.

Section 9. Responsibility of attendance. All vestry members should attend each called vestry meeting. If, however, a vestry member is unable to attend a vestry meeting, s/he will contact the warden. Any vestry member who misses three (3) meetings consecutively may be asked to resign from the vestry.

Section 10. Members of the congregation may attend any vestry meeting of the parish and may be granted voice upon recognition by the chairperson. By a simple majority vote, the vestry may go into "executive session" at which time all visitors shall be asked to leave.

All communications to the vestry from members of the congregation shall be read or made known by the secretary and acted upon. Minutes of the last vestry meeting shall be posted on the bulletin board and shall be made available to any member of the parish upon request.

Section 11. No later than three (3) weeks prior to the annual meeting of the parish, the members of the vestry shall nominate for election to the vestry qualified persons at least equal in number to the number of vestry members and Alternate members to be elected. The names of such nominees shall be contained in the notice of the meeting required to be given. In the event that terms of different length are to be filled. The persons receiving the highest number of votes shall be elected to the longer terms, The members of the parish may make any additional nominations from the floor at the annual meeting of the parish.

Section 12. In the event any vestry member is absent from a total of three duly called vestry meetings during his or her term without prior consent and excuse granted by the Rector, then in that event, that vestry member's term may be terminated upon passing of a motion by the majority of the vestry.

Section 13. The Corporation shall indemnify a vestry member made a party to a proceeding because the vestry member is or was a vestry member against liability incurred in the proceeding if the vestry, member acted in good faith and the vestry member reasonably believed:

- a. In the case of conduct in the vestry member's official capacity with St Paul's
- b. Episcopal Church that the Vest members' conduct was in its best interests; and
- c. In all other cases, that the vestry member's conduct was at least not opposed to its best interests.

Any indemnification under this section shall be subject to the provisions of RCW 24.03.035(14) as referred to in RCW 23K08.025 and as amended by RCW 23B.08.500 et seq. and any subsequent amendments thereto.

ARTICLE V VESTRY MEETINGS

Section 1. Following the annual meeting of the parish, the vestry shall meet within a reasonable time thereafter, but in no event more than sixty (60) days after the annual meeting of the parish and shall hereupon elect the officers whom they are required to elect by these Bylaws.

Section 2. A regular monthly meeting of the vestry shall be held on the day and in the place designated by the Rector.

Section 3. Special meetings of the vestry may be called by the Rector or by the Senior Warden, or if there is no Rector, upon a written request signed by the majority of the vestry. Notice of any special meeting of the vestry shall be given either orally or in writing at least twenty-four (24) hours prior to such vestry meeting; provided, however, that a special meeting of the vestry may lawfully be held without notice thereof being given whenever all the members of the vestry are present.

Section 4. A quorum at any meeting of the vestry shall consist of a majority of the members.

ARTICLE VI

The corporation accedes to and agrees to be bound by and comply with the Constitution, Canons, Doctrines, Disciplines, Worship, Liturgy, Rites and Usages of the Episcopal Church and of the Diocese of Olympia.

ARTICLE VII

PROCEDURE

Where any matter of procedure is not covered by the Bylaws, or by the Constitution or Canons of the Diocese of Olympia, Robert's Rules of Order shall govern at any meeting of the parish or vestry.

ARTICLE VIII

FISCAL YEAR AUDITS AND INSURANCE

Section 1. Fiscal Year. The fiscal year of the diocese and of every congregation and affiliated or subsidiary organization thereof shall be the calendar year beginning January 1 and ending December 31, both inclusive.

Section 2. Audits. As soon as may be, after the close of each fiscal year, the accounts of all officers handling funds, whether of the diocese or its auxiliaries, or of congregations and their auxiliaries, shall be audited in a manner satisfactory to the Executive Council.

Section 3. Insurance. All buildings and tangible personal property, owned or held in trust by the diocese or by any congregation, shall be insured under the Church Insurance Program; including but not limited to, hazards to be insured against, amount and sufficiency of such insurance for each unit, parish, or mission, and insurance carrier or carriers, shall be as prescribed by the Executive Council.

ARTICLE IX

AMENDMENTS

Section 1. These Bylaws may be amended by the members of the parish at any annual meeting of the parish, or at any special meeting called for that purpose at which a quorum is present, by the majority vote of those present, provided that notice of the intent to so amend the Bylaws shall be contained in the notice of the meeting otherwise required to be given.

Section 2. These Bylaws may be amended by the vestry at any regular meeting or at any special meeting, provided notice of the intention to so amend the Bylaws shall have been contained in the notice of the meeting, and such amendment may be by the affirmative vote of the majority of the members of the vestry present, subject to the power of the members of the parish to change or repeal such Bylaws. Notice that such amendment has been enacted by the vestry and that the parish has the power to change or repeal such amendment shall be given the parish by announcing the same at the regular principal service of St. Paul's Episcopal Church at least once within the twenty (20) days immediately following such amendment of the Bylaws by the vestry.

ADOPTED November and December of 2020 at the Vestry meetings of the parish.

Clerk of the vestry

Further Rules of Order in the Face of Pandemic

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:
4. “Annual Meeting”: The meeting of clergy and laity of St. Paul’s Parish, Bremerton, conducted wholly or in part via remote electronic participation by its members.
5. “seat”: The ability to participate in the annual meeting via electronic connection
6. “voice”: The right to make oral statements during the annual meeting
7. “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.

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.
6. Alternatively, you can revise this provision by permitting motions as follows:
7. 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.

Voted on by the Vestry of St. Paul’s Episcopal Church 1/27/21

 CLERK OF THE VESTRY

The Use of Robert's Rules of order in the time of Pandemic:

As noted in Robert's Rules of Order Newly Revised,* there is an increasing preference among some organizations to transact business at "electronic meetings," in which some or all of the members communicate through electronic means such as the Internet or by telephone. Regarding the proper authorization of such meetings, and their limitations, please refer to the subsection entitled Electronic Meetings [RONR (11th ed.), pp. 97–99], wherein it is stated that when electronic meetings are authorized—which, in the case of a board or other assembly, always requires a bylaw provision—additional rules should be adopted to govern their conduct. Depending on the nature of the rules and the specific provisions of the bylaws, such additional rules may be placed in the bylaws, adopted as special rules of order or standing rules, or contained in instructions from a superior body.

The additional rules appropriate to a particular organization's electronic meetings may depend on many factors, such as the number of members in the organization, the nature and

* (This title is commonly abbreviated as "RONR." The Twelfth Edition of Robert's Rules of Order Newly Revised is scheduled for publication in September 2020 by PublicAffairs,)

complexity of the business to be transacted, the organization's need for confidentiality in its proceedings, and the funds available. Four sets of sample rules for electronic meetings designed to meet various needs are provided here, along with bylaw provisions sufficient to authorize such meetings. These rules should, of course, be adapted as necessary for the particular circumstances of each group and the technology the organization finds most useful. It is therefore advisable to review all four sets of rules, as some particular rules from one set may prove appropriate for adaptation together with some or all of the rules from another. It is also worth noting that although the rules below are written on the assumption they would be used by a board, RONR (11th ed.), pp. 97, 98, recognizes that electronic meetings could be authorized for another type of assembly or for a committee, and the sample rules could be adapted accordingly.

Consider an organization governed by bylaws whose relevant provisions are patterned directly on the Sample Bylaws in Robert's Rules of Order Newly Revised. Each of the four sets of sample rules below shows how the organization might amend Article VI of the bylaws [RONR (11th ed.), pp. 586–87] to authorize the executive board to conduct business by a particular type of electronic meeting. In each case, the sample bylaw provisions are followed by a number of additional rules that may be helpful in governing the conduct of that type of meeting. The sample rules in Scenarios A, B, C, and D below are designed for allowing the board to make use of the following types of electronic communication to conduct meetings, respectively:

- A. Full-featured Internet, or combination Internet/telephone, meeting services that integrate audio (and optionally video), text, and voting capabilities.
- B. Telephone meetings, with Internet services for conducting secret votes and sharing documents.
- C. A speakerphone in the meeting room to allow members who are not physically present to participate by telephone.

D. Telephone meetings without Internet support (and without any central meeting room).

For Scenarios A and B, it is assumed that electronic meetings will be the usual method for conducting business, with in-person meetings held only when ordered by the board or all of its members. In Scenario C, it is assumed that a physical meeting space is designated for every meeting, but individual board members may participate by telephone. In Scenario D, in-person meetings are assumed as the norm, but telephone meetings may be ordered as needed.

Scenario A: Use of Full-Featured Internet Meeting Services

In this scenario, the board makes use of Internet meeting services with integrated audio (and optionally video), text, and voting capabilities as the usual meeting method, with in-person meetings when ordered by the board or all of its members.

Internet meeting services adapted to the needs of deliberative assemblies vary somewhat in the names given to their features and in how they are set up and arranged. Typically, a full-featured Internet meeting is set up as follows:

Each participant, using his or her own computer or other device, can view the current list of all participants—with an indication of which member has the floor or which members are seeking recognition by the chair—and can seek recognition, submit motions in writing, view the text of pending motions, vote, and view the results of a vote. The sample rules given below require that anonymous voting be supported (in other words, that a member who is properly logged in to a meeting can cast an “electronic ballot” that does not identify that member’s vote as belonging to him or her), and they also assume that non-anonymous votes can be taken, as well.

Audio transmissions can be integrated directly via the Internet, so that participants listen and speak through microphones and speakers or headsets at their computers or other devices. Alternatively, there might be a conference call, with access codes for the participants, that is dialed into by ordinary telephone but is also linked to the Internet meeting interface, so that participants speak and listen by telephone, but use the Internet service (which remains aware of the identity of each caller) for all other features. If the participants have webcams for transmitting live video, a portion of the screen might show their faces, or else (perhaps depending on the total number of participants) just those of the chair and/or the person speaking in debate or presenting a report.

The organizers of the meeting also have access to a control panel for use by the chair, the Recording Secretary, and their assistants, which enables them to perform their duties during the meeting, such as ensuring that the text of the pending question is properly displayed, assigning the floor to a member, opening and closing the polls for taking a vote, controlling the camera view, etc.

Assuming an organization’s bylaws are patterned directly on the Sample Bylaws in Robert’s Rules of Order Newly Revised, the organization can authorize the board to meet by use of an Internet meeting service with features like those described above by adding the following sections to Article VI [RONR (11th ed.), pp. 586–87]:

Sample Bylaw Provisions for Scenario A

Section 4. Meetings Held Electronically. Except as otherwise provided in these bylaws, meetings of the Board shall be conducted through use of Internet meeting services designated by the President that support anonymous voting and support visible displays identifying those

participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board shall be subject to all rules adopted by the Board, or by the Society, to govern them, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Society. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

Section 5. Meetings Held in Person. Some particular meeting or meetings of the Board shall be held in person either (a) when the President or First Vice-President has obtained written consent for this from every Board member, or (b) when ordered by the Board, by a two-thirds vote with previous notice of a motion to do so having been given.†

The board may then find it helpful to adopt rules such as the following:

Sample Rules for Electronic Meetings for Scenario A

1. Login information. The Corresponding Secretary shall send by e-mail to every member of the Board, at least [time] before each meeting, the time of the meeting, the URL and codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate aurally by telephone. The Corresponding Secretary shall also include a copy of, or a link to, these rules.
2. Login time. The Recording Secretary shall schedule Internet meeting service availability to begin at least 15 minutes before the start of each meeting.
3. 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.
4. Quorum calls. 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 list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
5. 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.
6. Forced disconnections. The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair'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.
7. Assignment of the floor. To seek recognition by the chair, a member shall ... [specifying the exact method appropriate to the Internet meeting service being used].

† Compare this with Sample Bylaw Provisions for Scenario D, which assume in-person meetings as the norm, but authorize electronic meetings when directed by the board or with the written consent of a majority of board members (or, in the case of a special meeting, when directed by those calling the meeting).

Upon assigning the floor to a member, the chair shall clear the online queue of members who had been seeking recognition. To claim preference in recognition, another member who had

been seeking recognition may promptly seek recognition again, and the chair shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition.

8. Interrupting a member. A member who intends to make a motion or request that under the rules may interrupt a speaker shall use [the designated feature] for so indicating, and shall thereafter wait a reasonable time for the chair's instructions before attempting to interrupt the speaker by voice.

9. Motions submitted in writing. A member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the online area designated by the Recording Secretary for this purpose, preceded by the member's name and a number corresponding to how many written motions the member has so far posted during the meeting (e.g., "SMITH 3: "; "FRANCES JONES 2: "). Use of the online area designated by the Recording Secretary for this purpose shall be restricted to posting the text of intended motions.

10. Display of motions. The Recording Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Recording Secretary, or any assistants appointed by him or her for this purpose, shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.

11. Voting. Votes shall be taken by the anonymous voting feature of the Internet meeting service, unless a different method is ordered by the Board or required by the rules. When required or ordered, other permissible methods of voting are by electronic roll call or by audible roll call. The chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.

12. Video display. [For groups using video, but in which the number of participants is too large for all to be displayed simultaneously:] The chair, the Recording Secretary, or their assistants shall cause a video of the chair to be displayed throughout the meeting, and shall also cause display of the video of the member currently recognized to speak or report.

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Scenario B: Teleconference with Internet Voting and Document Sharing

Assuming an organization's bylaws are patterned directly on the Sample Bylaws in Robert's Rules of Order Newly Revised, the organization can authorize the board to meet by teleconference, using Internet services for conducting secret votes and sharing documents, by adding the following section to Article VI [RONR (11th ed.), pp. 586–87]:

Sample Bylaw Provisions for Scenario B

Section 4. Meetings Held Electronically. Meetings of the Board shall be conducted by telephone, except that some particular meeting or meetings shall be held in person either (a) when the President or First Vice-President has obtained written consent for this from every Board member, or (b) when ordered by the Board, by a two-thirds vote with previous notice of a motion to do so having been given.‡ Telephone meetings of the Board shall be subject to all rules adopted by the Board, or by the Society, to govern such meetings, which may include any reasonable limitations on, and requirements for, Board members' participation, and which shall specify how motions may be submitted in writing via the Internet. Any such rules adopted

by the Board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Society. At telephone meetings, any ballot votes required under the rules or ordered by the Board shall be conducted electronically, using an Internet service that supports anonymous voting.

The board may then find it helpful to adopt rules such as the following to govern the conduct of telephone meetings. Note that the requirement in Rules 1 and 2 of a unique access code for each member provides greater assurance that only members and others specifically invited can participate than do the sample rules given for Scenarios C and D. [Cf. RONR (11th ed.), p. 99, ll. 26-30.]

Sample Rules for Electronic Meetings for Scenario B

1. Login information. The Corresponding Secretary shall send by e-mail to every member of the Board, at least [time] before each meeting, the time of the meeting, the phone number and unique access code that that member needs to connect to the telephone conference call, and the URLs and login information for the online survey tool and file-hosting service. The Corresponding Secretary shall also include a copy of, or a link to, these rules.

2. Call-in time. The Recording Secretary shall schedule a telephone conference call, using a free service that provides each user a unique access code, to begin 15 minutes before the meeting. Compare this with Sample Bylaw Provisions for Scenario D, which assume in-person meetings as the norm, but authorize electronic meetings when directed by the board or with the written consent of a majority of board members (or, in the case of a special meeting, when directed by those calling the meeting).

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start of each meeting. The Recording Secretary shall also establish accounts with a free online survey tool that supports anonymous surveys, and with a free file-hosting service.

3. Technical requirements. For the purposes of electronic ballot voting and file sharing, members shall maintain Internet access during the meeting.

4. Arrival announcements. Members shall announce themselves at the first opportunity after joining the telephone conference call, but may not interrupt a speaker to do so.

5. Departure announcements. Members who leave the telephone conference call before adjournment shall announce their departure, but may not interrupt a speaker to do so.

6. Quorum calls. The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member, or following the taking of any vote for which the announced totals add to less than a quorum.

7. Obtaining the floor. To seek recognition by the chair, a member shall address the chair and state his or her own name.

8. Motions submitted in writing. Members may submit motions to the chair in writing by uploading them to the file-hosting service and notifying the chair of the URL or download link needed to access the file.

9. Voting. All votes shall be taken by roll call, unless required under the rules or ordered by the Board to be taken by ballot. When a vote is taken by roll call, only the number of votes on each side and the number of members present but not voting shall be entered in the minutes, unless the Board orders a fully recorded roll-call vote. Ballot votes shall be taken electronically, as follows: The Recording Secretary shall post the question using the online survey tool, and the chair shall then alert the members that the polls are open, providing any additional information that members need to cast their votes online. The polls shall be closed not less

than two minutes after they have been opened by the chair. Business may also be conducted by unanimous consent.

10. Technical malfunctions. Each member is responsible for his or her connection to the telephone conference call and to the Internet; 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.

11. Forced disconnections. The chair may order the Recording Secretary to disconnect or mute a member's connection if it is causing undue interference with the telephone conference call. The chair'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.

Scenario C: Some Members Participate by Speakerphone in Otherwise Face-to-Face Meeting
An organization may wish to permit its board to hold meetings in which some members are physically present while others participate by telephone.

Assume an organization's bylaws are patterned directly on the Sample Bylaws in

Robert's Rules of Order Newly Revised, and assume that no rule of the organization requires votes of the executive board to be taken by ballot. By adding the following provision to Section 3 of Article VI of the bylaws [RONR (11th ed.), pp. 586–87], the organization can grant board members the right to participate in meetings by telephone, subject to rules adopted by the board:

Sample Bylaw Provisions for Scenario C

Board meetings shall be held at a central location, but Board members who are not present in person shall have the right to participate by telephone, subject to any limitations established in rules adopted by the Board to govern such participation.

The board may then find it helpful to adopt rules such as the following:

Sample Rules for Electronic Meetings for Scenario C

1. Login information. The Corresponding Secretary shall send by e-mail to every member of the Board, at least [time] before each meeting, the time and location of the meeting and the phone number and any access code needed to connect to the telephone conference call. The Corresponding Secretary shall also include a copy of, or a link to, these rules.
2. Call-in time. The Recording Secretary shall schedule a telephone conference call, using equipment provided by the Society or a free service, to begin 15 minutes before the start of each meeting.
3. Meeting-room equipment. The society shall provide a speakerphone at each meeting, which the Recording Secretary shall connect to the telephone conference call at least 5 minutes before the start of the meeting.
4. Location of chairman. The chair of the meeting must be present in the meeting room.
5. Arrival announcements. Members who participate in the meeting by phone shall announce themselves at the first opportunity after joining the telephone conference call, but may not interrupt a speaker to do so.
6. Departure announcements. Members who leave the telephone conference call or the meeting room before adjournment shall announce their departure, but may not interrupt a speaker to do so.
7. Quorum calls. The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member or following the taking of any vote for which the announced totals add to less than a quorum.

8. Obtaining the floor. To seek recognition by the chair, a member shall address the chair and state his or her own name.

9. Motions submitted in writing. Members who participate in the meeting by phone may not submit motions in writing during the meeting, but are entitled to make motions orally. Members may, however, submit motions in writing by sending them at least [time] before the meeting to the Corresponding Secretary, who shall send any such pre-submitted motions by e-mail to all members in advance of the meeting and shall provide copies to the members present in person at the meeting.

10. Voting methods. All votes shall be taken by roll call. Unless the Board orders a fully recorded roll-call vote, only the number of votes on each side and the number of members present but not voting (including members participating by phone) shall be entered in the minutes. Business may also be conducted by unanimous consent.

11. Loss of meeting-room connection. Any business transacted while the meeting-room speakerphone is disconnected from the telephone conference call is null and void, except that the members present in the meeting room at such a time may take those actions that are in order in the absence of a quorum.

12. Other technical malfunctions and requirements. Each member is responsible for his or her connection to the telephone conference call; 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.

13. Forced disconnections. The chair may order the Recording Secretary to disconnect or mute a member's connection if it is causing undue interference with the telephone conference call. The chair'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.

Scenario D: Telephone Meeting Without Internet Support

Assume an organization's bylaws are patterned directly on the Sample Bylaws in Robert's Rules of Order Newly Revised, and assume that no rule of the organization requires votes of the board to be taken by ballot. By adding the following section to Article VI of the bylaws [RONR (11th ed.), pp. 586–87], the organization can authorize the board to meet by telephone conference call when desired, without using Internet services.

Sample Bylaw Provisions for Scenario D

Section 4. Meetings Held Electronically. Meetings of the Board may be conducted by telephone (a) when the President or First Vice-President has obtained written consent for this from a majority of the Board members; (b) when so directed by the Board; or (c) in the case of special meetings, when so directed by those calling the special meeting. § Telephone meetings of the

§ Compare this with Sample Bylaw Provisions for Scenarios A and B, which assume electronic meetings and require a supermajority to order an in-person meeting. Board shall be subject to all rules adopted by the Board, or by the Society, to govern such meetings, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Society.

The board may then find it helpful to adopt rules such as the following to govern the conduct of telephone meetings:

Sample Rules for Electronic Meetings for Scenario D

1. Connection information. The Corresponding Secretary shall send by e-mail to every member of the Board, at least [time] before each meeting, the time of the meeting and the phone number and access code needed to connect to the telephone conference call.
2. Call-in time. The Recording Secretary shall schedule a telephone conference call, using a free service, to begin 15 minutes before the start of each telephone meeting.
3. Arrival announcements. Members shall announce themselves at the first opportunity after joining the telephone conference call, but may not interrupt a speaker to do so.
4. Departure announcements. Members who leave the telephone conference call before adjournment shall announce their departure, but may not interrupt a speaker to do so.
5. Quorum calls. The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member, or following the taking of any vote for which the announced totals add to less than a quorum.
6. Obtaining the floor. To seek recognition by the chair, a member shall address the chair and state his or her own name.
7. Motions submitted in writing. Members may not submit motions in writing during the meeting, but are entitled to make motions orally. Members may, however, submit motions in writing by sending them at least [time] before the meeting to the Corresponding Secretary, who shall send any such pre-submitted motions by e-mail to all members in advance of the meeting.
8. Voting methods. All votes shall be taken by roll call. Unless the Board orders a fully recorded roll-call vote, only the number of votes on each side and the number of members present but not voting shall be entered in the minutes. Business may also be conducted by unanimous consent.
9. Technical malfunctions and requirements. Each member is responsible for his or her connection to the telephone conference call; 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.
10. Forced disconnections. The chair may order the Recording Secretary to disconnect or mute a member's connection if it is causing undue interference with the telephone conference call. The chair'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.