



Caught between a Virus and a Bylaw: What to do about Annual Meetings during Covid-19

Many congregations are starting to wonder about how they will hold their annual meetings this year. Bylaws typically describe requirements for annual meetings, and most assume that the meeting will be in-person, sometimes at a specific location (generally the church building). But those rules don't contemplate the health restrictions imposed by the pandemic, and need to be interpreted and applied in light of actual circumstances: whether physical gatherings are lawful, and whether they are safe.

If getting everyone together is not allowed, or if it is allowed but is not safe because of the risk of infection, here's what we recommend the vestry, Bishop's Committee, or other governing body do. (Note that we'll refer to "vestry" from here forward for simplicity, but mean to include other forms of governing bodies.)

1. The first thing to do is always to check bylaws or similar local documents to see if they provide for meetings not requiring physical presence. If they do, then abide by them to the greatest extent possible.
2. Most won't, and will assume or explicitly require in-person meetings. If that's the case, and if the vestry decides that such meetings are impermissible or unsafe:
 - a. The vestry will be the appropriate authority to make the decision not to hold an in-person meeting. The decision should specify the reasons, and be reflected in a formal vote included in the minutes.
 - b. The vestry should, at the same time or soon afterwards, specify the alternative procedure that will be used for a substitute, probably electronic, Annual Meeting.
 - c. These decisions should be made well in advance and communicated vigorously.



d. The most important thing is that the substitute meeting comply with, or exceed, the notice provisions that would normally apply; and that it be accessible to everyone who would have had a right to participate in a physical meeting.

- Notice should meet the standards set out in the bylaws or equivalent document. If the bylaws require posting notice on doors that people are not currently going through, think of other ways to make sure that notice actually reaches people.
- The agenda, nominations, necessary reports, and everything else should be in writing and shared in advance of the meeting. The agenda should be as simple as possible: it should include everything that's required, such as elections; but optional things such as committee reports (unless the bylaws specifically require them) can be better done in less formal settings.
- Ensuring access may take some creative planning if some people don't have ready computer access; a Zoom meeting might suffice but might not, depending on local conditions.
 - Note that Zoom does have a dial-in feature that doesn't cost anything to use with a cell phone, but could with a land line.
- If there is a single slate of nominees, consider a motion to elect on a single ballot.
- The actions of the meeting should be communicated to the whole congregation immediately after the meeting; and ratified by an in-person meeting, conducted pursuant to the normal rules, once normal conditions return.

For more information, please contact the Canon to the Ordinary, the Rev. Canon Michael Ambler at mambler@episcopalmaine.org.