

**STATED CLERK EDUCATIONAL MOMENT**  
**“Electronic Meetings”**  
**Prepared by the Stated Clerk – January 2012**

Over the past few years questions have been regularly raised about the wisdom, propriety, and mechanics of “electronic meetings.” The prevalence of e-mail, Skype, video-conferencing, telephone conferencing, Facebook, Twitter and other media have made the issue of electronic meetings an important one. This resource offers some parameters for planning for and conducting electronic meetings. It is in three parts:

1. The complete section of *Robert’s Rules of Order*, for electronic meetings.
2. An “Advisory Opinion” from the Office of the General Assembly.
3. Some reflections from your stated clerk on the issue of such meetings.

**Excerpt from *Robert’s Rules of Order*, 11<sup>th</sup> Edition, pp. 97-99**

**ELECTRONIC MEETINGS:**

EXTENSION OF PARLIAMENTARY LAW TO ELECTRONIC MEETINGS. Except as authorized in the by-laws<sup>1</sup> the business of an organization can be validly transacted only at a regular or properly called meeting—that is . . . at a single official gathering in one room or area—of the assembly of its members at which a quorum is present.

Among some organizations, there is an increasing preference, especially in the case of a relatively small board or other assembly, to transact business at electronic meetings—that is, at meetings at which, rather than all participating members being physically present in one room or area as in traditional (or “face-to-face”) meetings, some or all of them communicate with the others through electronic means such as the Internet or by telephone. A group that holds such alternative meetings does not lose its character as a deliberative assembly . . . so long as the meetings provide **at a minimum**, conditions of opportunity for simultaneous aural communication 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 in the bylaws is treated as though it were a meeting at which all the members who are participating are actually present.

If electronic meetings are to be authorized, it is advisable to adopt additional rules pertaining to their conduct.

TYPES OF ELECTRONIC MEETINGS. Various provisions for electronic meetings are possible, so that more than the minimum standard of an audio-conference may be required. Thus, if the bylaws provide for meeting by video conference (but not merely by “teleconference” or by “audio-conference”), the meeting **must** be conducted by technology that allows all participating members to see each other, as well as to hear each other, at the same time. Provision may also be made for the use of additional collaborative technology to aid in the conduct of a meeting.

It is important to understand that, regardless of the technology used, **the opportunity for simultaneous aural communication is essential to the deliberative character of the meeting**. Therefore, a group that attempts to conduct a deliberative process in writing (such as by postal mail, e-mail, “chat rooms,” or fax)—which is not recommended—does not constitute a deliberative assembly.

Any such effort may achieve a consultative character, but it is foreign to the deliberative process as understood under parliamentary law.

ELECTRONIC MEETINGS IN COMMITTEES. As in the case of a board or any assembly, committees that are expressly established by the bylaws can hold a valid electronic meeting **only if authorized by the bylaws to do so**. A committee that is not expressly established by the bylaws, however, may instead be authorized by a standing rule of the parent body or organization, or by the motion establishing the particular committee, to hold electronic meetings.

ADDITIONAL RULES FOR THE CONDUCT OF ELECTRONIC MEETINGS. If an organization authorizes its assembly, boards, or committees to hold electronic meetings, such a provision should indicate whether

<sup>1</sup> Or in the case of Genesee Valley Presbytery churches, the *Presbytery Policies and Procedures*. Where the word “bylaws” appear in this excerpt, substitute *Presbytery Policies and Procedures* in this footnote.

members who are not present in person have the right to participate by electronic means, or whether the body may choose to allow or disallow such participation; and, conversely, whether there is required to be a central location for member who wish to attend meetings in person. The notice of an electronic meeting must include an adequate description of how to participate in it (for example, the telephone number to call for a teleconference must be provided). Various additional rules (in the bylaws, special rules of order, standing rules, or instructions to a committee, as appropriate) may also be necessary or advisable regarding the conduct of electronic meetings, such as rules relating to:

- the type of equipment or computer software required for participation in meetings, whether the organization must provide such equipment or software, and contingencies for technical difficulties or malfunctions;
- methods for determining the presence of a quorum;
- the conditions under which a person may raise a point of order doubting the presence of a quorum, and the conditions under which the presence of a quorum is presumed if no such point of order is raised;
- methods for seeking recognition and obtaining the floor;
- means by which motions may be submitted in writing during a meeting; and
- methods for taking and verifying notes.

In addition, depending on the character of the organization, it may be advisable to adopt provisions for ensuring that non-members cannot participate in meetings (unless properly invited to do so), especially during any meeting or portion of a meeting held in executive session.

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**FROM THE OFFICE OF THE GENERAL ASSEMBLY**

**Constitutional Musing - Note 18 –  
Guidelines for Electronic Assemblies  
When Participants Are Unable to Meet Face-to-Face  
Issued August 2009**

The polity and theology of the Presbyterian Church recognizes the importance of elders and ministers assembling together to make decisions about the work and ministry of the church. There is no substitute for the richness of conversation and debate that is possible when we gather in one place to listen and watch and open ourselves to the work of the Spirit. We best subject ourselves to each other and to God's discerning power when we are together.

There are circumstances though, when being physically present with one another is impossible or impractical. The following are guidelines for the extraordinary times when we must use other means of accomplishing the business of a governing body when we cannot meet face to face.

1. The 216th General Assembly provided an Authoritative Interpretation concerning votes by email or mail (2004 item 04-14). In that opinion the church was reminded that:
  - a. G-9.0302b says that "Meetings of governing bodies, commission, and committees shall be conducted in accordance with the most recent edition of Robert's Rules of Order..."
  - b. RRONR (page 482) states that "The opportunity for simultaneous communication is central to the deliberative character of the meeting, and is what distinguishes it from [other] attempts to do business..."
  - c. The summary conclusion of the 216th General Assembly was that "voting by e-mail is permissible only if there has been provision for deliberation, and the governing documents of the governing body provide for vote by mail or email."
2. Furthermore, at the Reunion meeting of the General Assemblies, the UPC General Assembly (1983) reaffirmed the following as reflecting the Historic Principles of the Presbyterian Church:
  - Every governing body is composed of persons who are elected to represent the church. Representatives are not simply to reflect the will of the people but rather to seek together to find and represent the will of Christ for the Church. For this reason, the polity of the Church requires
  - That representatives may not be instructed nor vote by proxy.

- They must have the freedom to participate in debate.
  - Debate within the context of prayer is properly open to the movement of the Holy Spirit.
  - Representatives must be open to the possibility of having their minds changed and
  - The rules for the conduct of debate are designed so this may happen.
- [G-1.0400, UPC, 1983, pp 141ff, Report of the Special Committee on Historic Principles, Conscience, and Church Government]

3. Any non-traditional form of meeting must provide an opportunity for simultaneous communication and deliberation.
4. Any non-traditional form of meeting must be described in the governing body's bylaws or standing rules.
5. Care must be taken that all qualified to participate in the meeting are included.
6. Care must be taken to provide opportunities for others to participate in the same manner that they might observe a regular meeting of the governing body.
7. Minutes of the meeting must be recorded and added to the minutes record of the governing body.

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### REFLECTIONS FROM YOUR STATED CLERK

Both *Robert's Rules* and the Constitutional Musing lift up the importance of what it means to be a “deliberative assembly.” Both assume the same conditions or parameters:

- The **face-to-face** nature of deliberation.
- The crucial importance of **being able to hear one another simultaneously**.
- The importance of interacting with one another directly in deliberating as a body.

These are, for lack of a better phrase, the *bottom-line* requirements for deliberating. Any form of meeting which eliminates one of these requirements is inappropriate, from both a parliamentary and an ecclesiastical standpoint.

Many clerks and session members have asked about “electronic voting” (read: “e-mail voting”). “*May we conduct a vote by e-mail?*”

- The Constitutional Musing answer is “Yes, **as long as provision has been made for everyone to participate in debate on the issue prior to taking the e-mail vote.**”
- Your stated clerk’s opinion is: “Don’t vote via e-mail” **unless** it is a routine issue that relates to the ability to conduct business (e.g. establishing the date of a special meeting). Still, face-to-face discussion should occur prior to such a vote . . . always.
- What is clear in both of the above documents is that it is not appropriate to conduct deliberation via e-mail. Why? Because there is no opportunity for “simultaneous aural communication.”

The Executive Committee of the Association of Stated Clerks (of which your stated clerk is a member) meets several times a year by telephone conference. These are the parameters for such a meeting:

- The agenda is established ahead of time and is communicated to all members.
- The date and time of the conference call is established by **all** the potential participants (our President uses Doodle.com). Care is ensured that all of the members are able to participate.
- Reminders of the date and time of the call are sent to all members in advance of the meeting.
- Materials for deliberating on important issues are provided no less than five days prior to the call.
- All members present identify themselves at the beginning of the call. Within this context the quorum is established.
- If a person joins the call after the meeting is begun, they are identified by name, and the other participants again identify themselves.
- The moderator of the call (usually the President) ensures that everybody has a chance to offer opinion on issues.
- Persons identify themselves each time they speak.

- If a vote is taken, it is taken by a telephone version of “roll call” (the president calls on each person by name, and each registers his or her vote).
- If a person must leave the meeting prior to its adjournment, they announce that to the group. (In other words, the standard is that no one “hangs up.”)
- The very basic structure of the minutes are reviewed at the end of the meeting, and the clerk of the meeting provides the written minutes by e-mail within a week of the conference call.
- The meetings—of course—are opened and closed with prayer.

This seems to work well for the Executive Committee and would be a worthy model for such meetings.

**HOWEVER** . . . your stated clerk suggests that our sessions never employ such a meeting. The Executive Committee of the Association of Stated Clerks is national and involves people almost literally from the four corners of the country. Such a meeting makes sense, practically and economically. There is no reason for a session to meet in that way.

Finally . . . it is clear from both *Robert's* and the Office of the General Assembly that **e-mail meetings are not appropriate and are never allowed**. While a *vote* may be conducted by e-mail (see above) a *meeting* may not be conducted by e-mail (or text, or twitter, or Facebook, or other such media).

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