



## Guidance on Electronic Meetings

The Bylaws provisions below and the Roberts' Rules of Order excerpt included provide guidance for electronic meetings.

Adequate notice may require more than one day.

Special call meetings require three days' notice.

NAACP Bylaws for Units, March 2019 Article V Sections 5 and 7

5. (Special Meetings of Branches, Youth Units and Authorized Committees)

Special Meetings may be called at any time and place and on three days written notice to all members by the President, or by any three members of the Executive Committee; or by any ten members of the Unit by signed declaration to the Secretary, who in turn must call the meeting. The notice must state the purpose for which the meeting is called. If the meeting is to be held via teleconference or electronic meeting, the conference call number or sign in code must be provided

7. (Meetings of Standing Committees)

The Standing Committees shall meet regularly once a month at places they may determine. They shall inform the President of the time and place of each meeting. Special meetings may be called by the Chairperson or by two members on two days written notice. If the meeting is to be held via teleconference or electronic meeting, the conference call number or sign in code must be provided.

From Robert's Rules of Order, 11<sup>th</sup> Edition

Please note that the major concern, as a membership organization, the work of the Standing Committee has normally sought to be inclusive of possible new members, moving to a teleconference model will minimize outreach to community, moreover this will potentially increase conflict in units with members seeking to use either special meetings and/or standing committees to circumvent the Executive Committee as well as General Membership Meeting procedures as outlined in Article VIII, Section 2(a) of the Bylaws for Units.

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EXTENSION OF PARLIAMENTARY LAW TO ELECTRONIC MEETINGS. Except as

authorized in the bylaws, the business of an organization or board can be validly transacted only at a regular or properly called meeting—that is, as defined on pages 81–82, 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 (see pp. 1–2) 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 (see Additional Rules for the Conduct of Electronic Meetings, below).

[page 98] TYPES OF ELECTRONIC MEETINGS. Various provisions for electronic meetings are possible, so that more than the minimum standard of an audioconference may be required. Thus, if the bylaws provide for meeting by videoconference (but not merely by "teleconference" or "audioconference"), the

meeting must be conducted by a 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 the 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 in 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 members who are not present in person have the right to participate by electronic means, or whether the body may choose to allow [\[page 99\]](#) or disallow such participation; and, conversely, whether there is required to be a central location for members 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 member may raise a point of order doubting the presence of a quorum, and the conditions under which the continued 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 votes.

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