

TELECOMMUNICATION MEETINGS IN THE ROCKY MOUNTAIN SYNOD, ELCA

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SUMMARY

COLORADO – TEXAS – UTAH

Colorado statutes allow for both member and director meetings to be held by telecommunication for both for-profit and not-for-profit corporations.

Texas statutes allow telecommunication meetings for both members and directors.

Utah statutes allow telecommunication meetings for members and directors.

As long as the articles and by-laws in each congregation constitution do not *prohibit* telecommunication meetings, there are no issues with online meetings, whether or not a bylaw expressly is included in the congregation's constitution.

WYOMING – NEW MEXICO

Wyoming statute allows telecommunication meetings for directors, but one was not located for members.

New Mexico statute allows telecommunication meetings for directors, but one was not located for members.

The statutes in these states don't explicitly *prohibit* teleconference meetings for members. However, because they explicitly allow such meetings for directors, the intent was probably not to allow them for members. Therefore, because state law does not specifically allow for online meetings for members (such as a congregational meeting), the congregation's constitutional articles and bylaws would apply. Thus, congregations in these states must make sure their constitution includes the recommended bylaws that allow for online meetings.

Where do we look in our congregation constitution to see if remote meetings are authorized?

For **congregational meetings**, look to see if your congregation has included this provision from the *Model Constitution for Congregations* (or a similar one):

C10.08. This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication. To the extent permitted by state law, notice of all meetings may be provided electronically.

For **council meetings**, look to see if your congregation has included this provision from the *Model Constitution for Congregations* (or a similar one):

C12.13. The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication. To the extent permitted by state law, notice of all meetings may be provided electronically.

We never updated our constitution to include these provisions. Does this mean we can't hold a remote meeting?

Since these two states would seem to require a bylaw allowing for remote meetings for members, if your congregation doesn't have such a provision, one solution might be to have the congregation council meet remotely (or in person when appropriate) and adopt a continuing resolution authorizing remote meetings in compliance with state law. It is possible that there could be a challenge since a remote meeting would be the manner by which a bylaw is adopted to allow for remote meetings, but it is unlikely. And the best guess is that the courts would be lenient, given current circumstances.

STATUTES BY STATE

COLORADO

From the Colorado for-profit corporation statute:

7-107-101. Annual meeting

(1) A corporation shall hold a meeting of shareholders annually at a time and date stated in or fixed in accordance with the bylaws, or, if not so stated or fixed, at a time and date stated in or fixed in accordance with a resolution of the board of directors.

(2) Annual shareholders' meetings may be held in or out of this state at the place stated in or fixed in accordance with the bylaws, or, if not so stated or fixed, at a place stated in or fixed in accordance with a resolution of the board of directors. If no place is so stated or fixed, annual meetings shall be held at the corporation's principal office.

(3) The failure to hold an annual meeting at the time determined pursuant to subsection (1) of this section does not affect the validity of any corporate action and does not work a forfeiture or dissolution of the corporation.

7-107-108. Meetings by telecommunication

Unless otherwise provided in the bylaws, any or all of the shareholders may participate in an annual or special shareholders' meeting by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.

7-108-201. Meetings

(1) The board of directors may hold regular or special meetings in or out of this state.

(2) **Unless otherwise provided in the bylaws**, the board of directors may permit any director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

From the **Colorado nonprofit corporation statute**:

7-127-108. Meetings by telecommunication

Unless otherwise provided in the bylaws, any or all of **the members** may participate in an annual, regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

7-128-201. Meetings

(1) The board of directors may hold regular or special meetings in or out of this state.

(2) Unless otherwise provided in the bylaws, the **board of directors** may permit any director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

NEW MEXICO

Chapter 53 - Corporations

Article 8 - Nonprofit Corporations

Section 53-8-22 - Directors' meetings.

Universal Citation: [NM Stat § 53-8-22 \(2017\)](#)

53-8-22. Directors' meetings.

Meetings of the board of directors, regular or special, may be held either within or without New Mexico and upon such notice as the bylaws may prescribe. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of the meeting unless required by the bylaws. Except as otherwise restricted by the articles of incorporation or bylaws, members of the board of **directors or any committee** designated thereby may participate in a meeting of the board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

History: 1953 Comp., 51-14-64, enacted by Laws 1975, ch. 217, 22; 1983, ch. 304, 10.

UTAH

Utah--16-6a-708. Meetings by telecommunication.

(1) Unless otherwise provided in the bylaws, any or all of the **members** may participate in an annual, regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting.

(2) A member participating in a meeting by a means permitted under Subsection [\(1\)](#) is considered to be present in person at the meeting.

16-6a-812. Meetings.

- (1) Unless the bylaws eliminate the requirement for holding an annual meeting, a nonprofit corporation that does not have voting members shall hold a meeting of the **directors** annually:
 - (a) at a time and date stated in or fixed in accordance with the bylaws; or
 - (b) if a time and date is not stated in or fixed in accordance with the bylaws, at a time and date stated in or fixed in accordance with a resolution of the board of directors.
- (2) The board of directors may hold regular or special meetings in or out of this state.
- (3) **(a) Unless otherwise provided in the bylaws, the board of directors may permit any director to participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting.**
 - (b) A director participating in a meeting by a means permitted under Subsection [\(2\)](#) is considered to be present in person at the meeting.
- (4) The failure to hold an annual or regular meeting at the time and date determined pursuant to Subsection [\(1\)](#) or [\(2\)](#) does not:
 - (a) affect the validity of any corporate action; or
 - (b) result in forfeiture or dissolution of the nonprofit corporation.

TEXAS

Texas—nonprofit corporations:

ec. 22.002. MEETINGS BY REMOTE COMMUNICATIONS TECHNOLOGY. **A meeting of the members of a corporation, the board of directors of a corporation, or any committee designated by the board of directors of a corporation may be held by means of a conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those means, in accordance with Section [6.002](#).**

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2019, 86th Leg., R.S., Ch. 665 (S.B. [1971](#)), Sec. 17, eff. September 1, 2019.

Sec. 6.002. ALTERNATIVE FORMS OF MEETINGS. (a) Subject to this code and the governing documents of a domestic entity, the owners, members, or governing persons of the

entity, or a committee of the owners, members, or governing persons, may hold meetings by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting.

(b) If voting is to take place at the meeting, the entity must:

(1) implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and

(2) keep a record of any vote or other action taken.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

WYOMING

Wyoming

§ 17-19-820. Regular and special meetings.

(a) If the time and place of a directors' meeting is fixed by the bylaws or the board, the meeting is a regular meeting. All other meetings are special meetings.

(b) A board of directors may hold regular or special meetings in or out of this state.

(c) Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously communicate with each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.