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**PROCEDURES FOR ORGANIZATIONS SEEKING TO POSTPONE OR CANCEL MEETINGS OR SWITCH TO ELECTRONIC MEETINGS OR VOTING IN LIGHT OF COVID-19<sup>1</sup>**

1. Check the bylaws and, if applicable, the Articles of Incorporation to determine whether there are:

a) Provisions that give an individual or smaller entity (e.g., President, Executive Committee, Board of Directors) authority to change relevant scheduled meetings of a larger entity (e.g., convention, annual meeting of members)

b) Provisions authorizing electronic meetings, or mail/electronic voting.

2. If the organization is incorporated or otherwise has procedure governed by applicable law, check the relevant statute(s) for items 1(a) and (b), as well as for provisions governing emergency bylaws or emergencies generally.

3. If electronic meetings or voting are or can be authorized, two sources with relevant software are these (but they should be compared with any competitors the organizations can identify):

[www.adobeconnect.com](http://www.adobeconnect.com) (electronic meetings)

<https://www.surveyandballotsystems.com/> (electronic balloting)

4. MEETINGS: An alternative way to effectively re-schedule a meeting when only the meeting body has authority to do so is for a minimum of one voting member of that body and

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<sup>1</sup> My qualifications for providing this opinion are that I am accredited as a Professional Registered Parliamentarian by the National Association of Parliamentarians, and am a member of the authorship team for *Robert's Rules of Order Newly Revised*. **It deserves emphasis that the opinion is rendered by me personally, and is not an official interpretation issued on behalf of the authors of *Robert's Rules of Order Newly Revised*.**

See also [www.ParliamentarianBalch.com](http://www.ParliamentarianBalch.com) for detailed qualifications and experience. This document constitutes a professional parliamentary opinion and not a legal opinion; with respect to the applicability or potentially superseding effect of provisions of law, legal counsel should be consulted..

another person (preferably but not necessarily a voting member) to go to the designated meeting site at the scheduled date and time and then, by unanimous consent:

- a) Unless the president and/or secretary are present, designate a chair pro tem and a secretary pro tem (any voting member may call the meeting to order and immediately say, “Without objection, X is elected chair pro tem and Y is elected secretary pro tem”)
- b) Adopt a motion to *Fix a Time to Which to Adjourn* at the call of the board or specified officer(s)
- c) Adjourn

Of course, the rest of the voting members would need to be appropriately advised of the intent to follow this procedure well in advance so they know not to show up. The secretary or secretary pro tem would need to prepare appropriate minutes of the brief meeting.

Under the current edition of *Robert’s Rules of Order Newly Revised* [hereafter abbreviated as “RONR (11th ed.)”], p. 347, ll. 24-29, such a meeting fulfills a bylaw requirement to hold the meeting, even though it adjourns without conducting substantive business.

5. ELECTIONS: If an organization is not empowered to conduct electronic or mail voting for elections, but its board, executive committee, or other entity is authorized to fill vacancies, and if the terms of officers/directors include wording equivalent to “or until a successor is elected” or “and until a successor is elected” (see RONR [11<sup>th</sup> ed.], p. 573, l. 33 to p. 574, l. 33), the board or appropriate entity could consider the following approach:

- a) direct the conduct of electronic or mail voting as an “advisory vote”
- b) shortly after new directors/officers would normally take office, conduct a meeting of the entity authorized to fill vacancies at which those incumbents who have not, according to the advisory vote, been re-elected, successively resign in groups calculated to ensure that a quorum is always maintained, whereupon the other members immediately fill the vacancies thus created with those whom the advisory vote indicated.<sup>2</sup>

6. As a last resort, the organization’s board or executive committee might direct re-scheduling or resort to an electronic meeting or electronic voting that is not otherwise authorized, in the hope that at some appropriate future date the action will be ratified either by a meeting body authorized to take the action, or through a proviso or other amendment subsequently adopted to the organization’s bylaws. See RONR (11<sup>th</sup> ed.), p. 124, l. 24 to p. 125, l. 20.

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<sup>2</sup> RONR (11<sup>th</sup> ed.), p. 654n.\* provides, “The assembly normally cannot proceed to fill the vacancy created by the removal of an officer immediately, since notice is a requirement (see p. 291, ll. 20-23). . . . If it is desired to fill a vacancy that may be created by removal, previous notice may be given in advance of the meeting at which removal is contemplated that, should removal of the officer occur, the resulting vacancy may be filled at that meeting.” While this provision contemplates potential “removal” of an officer, there is no reason why it could not equally be applied so that previous notice is given that, should resignation of officers occur, the resulting vacancy may be filled at that meeting.