The Western Canadian District of The Christian and Missionary Alliance

 Virtual AGM Bylaw and Policy Suggestions

**Virtual AGM Summary**

This document contains recommended changes to Church Bylaws, Policy Manual and the Procedures Manual to allow congregants to attend member meetings virtually. In-person membership meetings are the preferred method. However, adding the flexibility of virtual meetings will be beneficial for unforeseen situations (such as a pandemic) or as one option to increase attendance at membership meetings.

Corporations Canada as well as legal [advisors](https://www.dropbox.com/s/d115fe7vaq6afvd/4.3%20%20McKercher%20-%20Virtual%20Shareholder%20Meetings%20in%20the%20Age%20of%20Covid-19%20Mar%202020.pdf?dl=0) state that during this pandemic directors have the purview to make, amend, or repeal bylaws with immediate effect if it benefits the members. Consequently, a board can modify their bylaws immediately to allow congregants to virtually attend the AGM (annual general meeting). The members must approve those revised bylaws at the next AGM.

In addition to a virtual meeting the Board of Elders should consider alternative meeting formats:

* **Restrictive in-person meetings**: restrict access to members only. Urge ‘at risk’ members to use proxy materials in advance of the AGM. Use a webcast for other congregants or members that have previously voted. Congregants viewing the webcast or participating by teleconference would not be deemed as present at the meeting and therefore would not be able to vote, other than by proxy.
* **Hybrid meeting:** a hybrid meeting is a mix of an in-person meeting, members voting by proxy and members attending electronically.

This document provides recommended changes to the following documents to introduce virtual attendance and voting at Church[[1]](#footnote-1) membership meetings.

* **Church Bylaws**: The bylaws need to be approved by the board of elders, and eventually the Church members and the Western Canadian District, District Committee (Dexcom). Typically this is in the “Government” article or section. The recommended addition places the bulk of the detail into the Church Policy and Church Procedure Manuals.
* **Church Policy Manual**: We are recommending adding a new section into your Policy Manual. Typically this will be in a Governance Chapter. Specifically *x.x.x Electronic Attendance at Membership Meetings*. The policy will outline the general policy statements for virtual meeting. The Policy manual is approved by the Board of Elders.
* **Church Electronic Attendance at Membership Meetings Procedure Manual:** This new section is to be added to an existing Church procedure manual. It will consist of the practical steps to conduct a virtual or hybrid membership meeting. The procedure will be maintained by the church office and approved by the Director of Operations. This allows these procedures to be changed without requiring board approval.
The board can decide that this section be left in the policy manual.

If you would like to discuss these suggestions please reach out to your Development Coach.

**Bylaw Change to Allow for Electronic Attendance at Membership Meetings**

Add a new sentence/point in your bylaws. Typically this is in the “Government” article or section as follows:
At the Board's discretion any meeting of the membership can include participation by telephone, electronic or other communication facilities that permit participants to vote and communicate adequately with each other during a meeting of members in the manner provided by the policies and procedures of Church Alliance Church. A person participating in a meeting by such means is deemed to be present at the meeting. [[2]](#footnote-2)

Board decision points

* The bylaw change above allows an electronic vote. We could restrict it to just proxy voting by removing ‘*to vote and’*
* Some boards place wording on the limits and operation of virtual meetings and voting into the bylaws. The current wording (‘*in the manner provided by the policies and procedures of Church Alliance Church’*) places this in the Policy and Procedures manuals.

**Policy Change to Allow Electronic Attendance at Membership Meetings**

Insert the following new section into your Policy Manual.

**Bylaw Committee (Suggested) Decision Points:**

* **The number of days of notice to the congregants:**
At present the notification to the members meeting is 14 days or two consecutive weekends. This draft adds a week to 21 days and distributes information 25 days in advance if the board decides to use a proxy.
* **The number of months prior to the membership meeting that the board must decide if they want to electronic / virtual meeting and voting:**
The policy as written has it as 2 months to give the church office time to manage the process.
* **Does “adequately communicate” include the ability to “see” all speakers?**The Canada Business Corporations Act (“CBCA”) specifically states that a virtual meeting can only be held if the facility (virtual platform) being used permits “*all participants to communicate adequately with each other during the meeting*” (emphasis added). Similar language can be found in corresponding provincial legislation in Alberta. We can interpret that to be just “hear” or “hear and see” each other. The policy as written requires the virtual participants to “hear and see” each other, therefore if there is an in-person question from the floor, we would require that congregant approach a microphone with a camera positioned at the microphone. Additional projection would be needed to allow in-person attendees to see the zoom call. To simplify the administration this provision could be changed to just “hear” each other.
* **How restrictive do we want to be regarding online voting?**In Q2 2020 reasonably priced teleconferencing services such as Zoom do not allow you to restrict online voting to specific participants (i.e. members). In our in-person meetings we do not typically denote who are members and use the honor system when voting. To restrict voting to members only we would need to consider a separate online voting capability.

**x.x.x Electronic Attendance at Membership Meetings**To increase membership involvement or in situations such as a pandemic where it may be difficult to gather all members in one place, the Board of Elders has the option as per our bylaws to allow congregants to attend member meetings virtually. If the board decides to allow for electronic attendance at membership meetings Church will abide by these guidelines and the “*Electronic Attendance at Membership Meetings*” Procedures.

1. Two months prior to each membership meeting the Board of Elders will determine if electronic attendance at the upcoming membership meeting may be allowed. This could consist of a fully virtual meeting or a hybrid of virtual and in-person meeting. This time is necessary to allow for preparation by the staff and volunteers. This decision can be reversed by the Board of Elders up to release of the communication to the congregation if conditions allow for a full in person meeting.
2. The church office reviews and updates the membership list to ensure that all members can be identified.
3. The church office will ensure that the technology platform selected is capable of accommodating adequate communication among congregants and test the platform in advance of the meeting. The congregants must have the opportunity for meaningful engagement with the chair and speakers as well as have the opportunity to see, hear other congregants.
4. We will allow congregants the opportunity to submit questions in advance of the meeting.
5. The church office will clearly communicate the rationale and process to be used to attend and vote virtually at the membership meeting.
6. The Board of Elders will appoint a Tellers Committee.  For “in person” membership meetings, the members appoint the tellers; but for electronic voting meetings, the tellers are appointed by the board in advance as they need to be trained in the use of the software prior to the meeting. The Tellers Committee should be a minimum of 3 members.
7. Tellers will be appointed because of their accuracy, dependability, & integrity. They should have the confidence of the members.
8. The Tellers Committee reports the voting results to the chair of the meeting of members.  The chair is responsible for reporting the results to the membership.
9. 25 calendar days prior to the membership meeting the church office will distribute information on electronic attendance and voting to all members.
10. The practical steps to implement electronic attendance and voting will be placed in an “Electronic Attendance at Membership Meetings” procedure that will be maintained by the church office and approved by the Director of Operations. These procedures will adhere to these policy guidelines and those outlined by the Alberta Society Act, the Western Canadian District of the Christian and Missionary Alliance (C&MA), or the C&MA Local Church Constitution, if any.

**Electronic Attendance at Membership Meetings Procedure**

To be inserted into a Church Procedure Manual

This procedure will be maintained by the church office and consist of guidelines to conduct a virtual or hybrid membership meeting. A hybrid meeting is a mix of an in-person meeting and a virtual meeting.

1. The board of elders will notify the church office if the next membership meeting will allow for electronic attendance.
2. The church office will provide congregants with proper notice and details on how to access and participate electronically at the virtual-only or hybrid AGM.
3. The church office will follow the policy x.x.x *Electronic Attendance at Membership Meetings*.
4. Roles that will be needed to support virtual or hybrid meetings besides the chair and speakers are:
	1. Slide Presentation Management – With varying levels of digital comfort, we recommend designating one person to be responsible for advancing all slides during a presentation.
	2. Teller Committee – is responsible for setting up the polls as provided by the Board of Elders, collating the results of the online poll with “in-house” voting and any proxy votes and providing the results to the chair.
	3. Chat Support – 1 or 2 volunteers to monitor the chat function and provide the chair with a questions or responses raised by remote congregants using the chat function.
	This team will track online attendance, and specifically members in order to calculate quorum. We will task attendees to type their full name into the chat function and task this team to record all names entered into the chat function.
	4. Technical Support – 1 or 2 volunteers available via phone, email and/or chat for congregants before and during the meeting.
	This team will also monitor cameras for the chair and speakers such as the lead pastor and treasurer.
	This team will record the virtual meeting.
5. If using a hybrid approach, congregants that want to ask a question must come up to a microphone with a camera positioned at the microphone to maximize the quality of communication for virtual participants.
6. We will record the virtual meeting and allow congregants access to the recording for approximately one year.
7. The Board of Elders will have assigned a Tellers Committee to administer the online vote. For a hybrid membership meeting, additional tellers may be selected from the floor to administer the in-house voting.
8. The polling function in webinar platforms allows users to create a question with multiple answers for members to choose from. Once a poll is launched, members can vote on answers. The Teller Committee is able to see the percentage of votes per answer and the percentage of attendees who have completed the poll.
For hybrid meetings these totals must be combined with in house members and any proxy votes. The Tellers Committee will create reports summarizing the results of the online vote, any proxy vote results and the in-house vote and provide that to the chair of the Meeting of Members.
The board will determine if we will use the standard polling function in teleconferencing platforms that would use the honor system when asking for only members to vote. That is most reasonably priced teleconferencing tools cannot restrict who votes.
9. Tips on using teleconferencing toolsets:
	1. Complete a mock AGM with your chair and support team. It's crucial to ensure each team member is comfortable with their role and the specific order of the AGM using the online platform you have chosen. What may seem straightforward on paper can be more difficult when carrying out a virtual meeting in real time.
	2. Configure the meeting to mute all participants upon entry (but allow participants to unmute themselves). This will reduce or remove all background noise at the beginning of the meeting.
	3. Provide the presenters with two monitors; one so that they could see their presentation as members were seeing it, and another so that they could see the chat activity and the members attending.
	4. Complete technical testing at least one hour prior to the start of the AGM. Tech testing, meaning audio and video checks for speaker(s) and chair, only takes five to ten minutes if everything works. However, if it does not work, you will need the extra time to determine what the problem is.
	5. For most voting software, to start collecting responses for a poll, you must click the button to share the poll. Once you have shared the poll, you cannot launch it again without erased the collected data. This includes during practice mode.
	6. The character maximum for poll questions and answers is low for many platforms. Prepare exact questions and answers prior to your AGM and add them ahead of time to avoid last minute troubles. You don’t want to be editing “on the fly" as speakers and participants are waiting.
	7. We should be including abstain as an option. Members who do not provide any response during the voting period will be considered to have abstained.
	8. The chair can ask for a motion verbally and/or onscreen. We can also have the congregant’s type “second” in the chat box to indicate their support. Using the chat function as opposed to having members speak minimizes the chances of audio challenges, members speaking over each other, and ensures a record of voting.
	9. The support team should identify a backup plan for unforeseen circumstances such as a power failure, fire alarm, and hardware failure (e.g. PC’s, microphone and camera).
10. As it is our standard practice for ballots to be destroyed after a membership meeting, the Teller Committee is responsible for deleting any online voting files after the membership meeting if so directed by the members.
11. The team should debrief after the AGM to document what went well and what could be improved and use that information to adjust these procedures.

**Electronic Attendance at Membership Meetings Reference** *(this is not to be inserted in the Policy or Procedures manual it is just backup research used in preparation of this document)*

* The majority of churches in Alberta are registered under the Alberta Societies Act. The Alberta Societies Act is silent on electronic meetings.
* There is nothing written in the Alberta Societies Act or the LCC on electronic attendance or voting.   Even [Roberts Rules](http://www.rulesonline.com/rror-08.htm) have no information on ‘electronic’ voting.   But Robert’s Rules on voting are pretty easy to adjust for electronic voting.
* We have material on “[Teller best practices](https://1drv.ms/b/s%21AoxfVu4T31eriOE99Bj_dIgrm5T9EA?e=b3GD9W)” but they are silent on electronic voting.   If we are paying for voting software, the software handles many of the typical issues that tellers are responsible for, that is, only members vote, they only vote once, secrecy, and confidentiality.
* There are several teleconferencing services available with online voting.
In Q2 2020 most teleconferencing services do not allow you to restrict online voting to specific participants (i.e. members). In our in-person meetings we do not typically denote who are members and use the honor system when voting.
To restrict voting to members only we would need to consider a separate online voting capability such as Simply Voting or GetQuorum.
	+ Zoom
	+ GoToWebinar
	+ Adobe Connect
	+ BigMarker
	+ Google Meet
	+ Microsoft Teams
* Reference Sources
	+ [BD&P Guidance for conducting virtual AGMs in response to Covid-19](https://1drv.ms/b/s%21AoxfVu4T31eriNpCpDBzSKbzXEC8RA?e=hnzRQX)
	+ [Canadian Securities Regulators Guidance on Virtual AGM during Covid-19](https://1drv.ms/b/s%21AoxfVu4T31eriNo8SU1tnc5LrLPyPg?e=mDmqaH)
	+ [Canarie - So you want to have a virtual Annual General Meeting Oct 2016](https://1drv.ms/b/s%21AoxfVu4T31eriNpR_ry-O4KRaIHQbg?e=S6ePLj)
	+ [CNCA Act Part 4 By-laws and Meetings of Members](https://1drv.ms/b/s%21AoxfVu4T31eriN8ODA777sTqHqzAIw?e=8Pfod0)
	+ [Davies - Moving to Virtual AGMs in Response to COVID-19](https://1drv.ms/b/s%21AoxfVu4T31eriNo7j__A6HNcokRKeg?e=RyF4hb)
	+ [DLA PIPER - Virtual shareholder meetings and COVID-19](https://1drv.ms/b/s%21AoxfVu4T31eriNpAyjooXSvqDoIh3Q?e=lpQXiC)
	+ [Government of Canada - Annual Meetings During Covid-19](https://1drv.ms/b/s%21AoxfVu4T31eriNo9IPd5UqFSpCiMsA?e=zxfCEC)
	+ [Integralorg - Can We Hold A Virtual AGM - Apr 2020](https://1drv.ms/b/s%21AoxfVu4T31eriOE6-FNENR6iqdcRTw?e=DYvNgD)
	+ [McKercher - Virtual Shareholder Meetings in the Age of Covid-19 Mar 2020](https://1drv.ms/b/s%21AoxfVu4T31eriNo6pRPO0IOL7f1ugQ?e=NdggCh)
	+ [National Office Email on Virtual AGM and Proxy May 26 2020](https://1drv.ms/b/s%21AoxfVu4T31eriOEMCrVpeCJcBx0KtQ?e=VUoDpt)
	+ [ONN - Virtual AGM Facilitation Guide – AB](https://1drv.ms/b/s%21AoxfVu4T31eriNo_Ya3Wp2b1xeIp_Q?e=QqAsm9)
	+ [Roberts Rules – Nominations and Elections](https://1drv.ms/b/s%21AoxfVu4T31eriOFBNf3CO7vAHoKfFw?e=W67Msw)
	+ [Robert's Rules – Vote](https://1drv.ms/b/s%21AoxfVu4T31eriOE8jp7RiGo37vBi9w?e=3wO4c9)
	+ [A Beginner’s Guide for Tellers](https://1drv.ms/b/s%21AoxfVu4T31eriOE99Bj_dIgrm5T9EA?e=78cFHw)
1. Insert your church name here (and it will auto update for the rest of the document). [↑](#footnote-ref-1)
2. Any highlight portion in this document can be copied into your bylaws as an addition/amendment. [↑](#footnote-ref-2)