



NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

213 South Main Street, Independence, MO 64050 | 816.833.3892 | 888.627.2929 | hq@nap2.org
www.parliamentarians.org | www.facebook.com/parliamentarians

CAN MY UNIT OR ASSOCIATION MEET DURING A PUBLIC HEALTH EMERGENCY?

By the NAP Legal Resources Special Committee
June 2020

The Coronavirus pandemic has caused many organizations to conduct business creatively, if possible. NAP, its units, and associations are no exception. Here is a step-by-step resource to help you determine whether your unit or association can meet during a public health (or similar) emergency.

- I. Read your bylaws.
 - a. Do your bylaws allow for regular meetings conducted electronically? Note that a “telephonic meeting” or “meeting by telephone” counts as an “electronic meeting.” See RONR (11th ed.), pp. 97-99.
 - i. If yes, you are all set! Continue to conduct the business of NAP.
 - ii. If no, go to subsection (b).
 - b. Do your bylaws allow for special meetings conducted electronically?
 - i. If yes, consider holding a special meeting electronically to discuss how to amend the bylaws, with the goal of amending the bylaws so that general body electronic meetings are permitted. See RONR (11th ed.), pp. 97-99.
 - ii. If no, go to subsection (c).
 - c. Consider having a “socially distant” unit or association meeting, if permitted in your state. Follow your state’s laws about conducting meetings using “social distancing.”

If your state’s law will not permit you to meet, and if sections I(a) and (b) do not apply, move to Section II.

- II. Determine whether your unit or association is incorporated in your state.
 - a. Check the articles of incorporation or charter. If you still are not sure, check the records of the “secretary of state,” “division of corporations,” or an equivalent office in your state. You can search for this information online.
 - i. If your unit or association is incorporated in your state, **FOLLOW YOUR STATE’S LAW ABOUT CONDUCTING MEETINGS REMOTELY OR ELECTRONICALLY DURING A PUBLIC HEALTH EMERGENCY.** You can find your state’s laws by conducting an online search.

1. **BE AWARE**: Except for rules of order already contained in your unit or association’s bylaws, **IF STATE LAW DOES NOT WAIVE BYLAWS REQUIREMENTS RELATING TO MEETINGS** (e.g., requiring notice prior to holding a meeting), **THEN THE BYLAWS REQUIREMENTS CANNOT BE SUSPENDED, OR “WAIVED,” BY YOUR UNIT OR ASSOCIATION.** See RONR (11th ed.), pp. 17 and 261.
 - ii. If your state has NOT passed any specific laws about conducting remote or electronic meetings during a public health emergency, *consider conducting electronic meetings and ratifying the actions taken during those meetings after your unit or association is able to have a general, in-person meeting again.* For guidance, see RONR (11th ed.), pp. 124-125, 348, and 487 and Section III, below, for limitations.
- b. If your unit or association is NOT incorporated in the state in which you conduct operations, check your state’s laws pertaining to “unincorporated nonprofit corporations,” “foreign nonprofit corporations,” or out of state nonprofits conducting business in the state. The state’s law may guide you to consult the laws of your “parent” organization. *Also, consider conducting electronic meetings and ratifying the actions taken during those meetings after your unit or association can have a general, in-person meeting again.*

If you decide to ratify actions taken during electronic meetings, see Section III, below.

- III. Can I ratify actions taken during an electronic meeting when my bylaws are silent, or do not contain any language about, electronic meetings?

Yes, with the following limitations:

“An assembly can ratify only such actions of its officers, committees, delegates, or subordinate bodies as it would have had the right to authorize in advance. It cannot make valid a voice-vote election when the bylaws require elections to be by ballot; nor can it ratify anything done in violation of procedural rules prescribed by national, state, or local law, or in violation of its own bylaws, except that provision for a quorum in the bylaws does not prevent it from ratifying action taken at a meeting when no quorum was present.” RONR (11th ed.), p. 125. See generally RONR (11th ed.), pp. 124-125, 348, and 487.