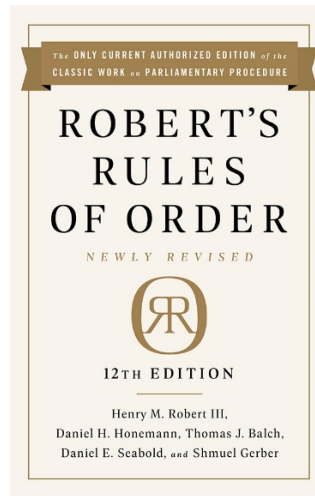


---

## Sample Rules for Electronic Meetings

---

By Henry M. Robert III, Daniel H. Honemann, Thomas J. Balch, Daniel E. Seabold, and Shmuel Gerber, authors of *Robert's Rules of Order Newly Revised*



[Order now](#)

### Introduction

As noted in [Robert's Rules of Order Newly Revised](#),\* there is an increasing preference among some organizations to transact business at “electronic meetings,” in which some or all of the members communicate through electronic means such as the Internet or by telephone. Regarding the proper authorization of such meetings, and their limitations, please refer to the subsection entitled *Electronic Meetings* [RONR (11<sup>th</sup> ed.), pp. 97–99], wherein it is stated that when electronic meetings are authorized—which, in the case of a board or other assembly, always requires a bylaw provision—additional rules should be adopted to govern their conduct. Depending on the nature of the rules and the specific provisions of the bylaws, such additional rules may be placed in the bylaws, adopted as special rules of order or standing rules, or contained in instructions from a superior body.

The additional rules appropriate to a particular organization’s electronic meetings may depend on many factors, such as the number of members in the organization, the nature and

---

\* This title is commonly abbreviated as “RONR.” The Twelfth Edition of *Robert's Rules of Order Newly Revised* is scheduled for publication in September 2020 by PublicAffairs, and is available now for preorder:

<https://nap.users.membersuite.com/shop/store/3206a755-00ce-cb07-d848-8b045aef12b7/detail>

complexity of the business to be transacted, the organization's need for confidentiality in its proceedings, and the funds available. Four sets of sample rules for electronic meetings designed to meet various needs are provided here, along with bylaw provisions sufficient to authorize such meetings. These rules should, of course, be adapted as necessary for the particular circumstances of each group and the technology the organization finds most useful. It is therefore advisable to review all four sets of rules, as some particular rules from one set may prove appropriate for adaptation together with some or all of the rules from another. It is also worth noting that although the rules below are written on the assumption they would be used by a board, RONR (11<sup>th</sup> ed.), pp. 97, 98, recognizes that electronic meetings could be authorized for another type of assembly or for a committee, and the sample rules could be adapted accordingly.

Consider an organization governed by bylaws whose relevant provisions are patterned directly on the Sample Bylaws in *Robert's Rules of Order Newly Revised*. Each of the four sets of sample rules below shows how the organization might amend Article VI of the bylaws [RONR (11<sup>th</sup> ed.), pp. 586–87] to authorize the executive board to conduct business by a particular type of electronic meeting. In each case, the sample bylaw provisions are followed by a number of additional rules that may be helpful in governing the conduct of that type of meeting.

The sample rules in Scenarios A, B, C, and D below are designed for allowing the board to make use of the following types of electronic communication to conduct meetings, respectively:

- A. Full-featured Internet, or combination Internet/telephone, meeting services that integrate audio (and optionally video), text, and voting capabilities.
- B. Telephone meetings, with Internet services for conducting secret votes and sharing documents.
- C. A speakerphone in the meeting room to allow members who are not physically present to participate by telephone.
- D. Telephone meetings without Internet support (and without any central meeting room).

For Scenarios A and B, it is assumed that electronic meetings will be the usual method for conducting business, with in-person meetings held only when ordered by the board or all of its members. In Scenario C, it is assumed that a physical meeting space is designated for every meeting, but individual board members may participate by telephone. In Scenario D, in-person meetings are assumed as the norm, but telephone meetings may be ordered as needed.

#### **Scenario A: Use of Full-Featured Internet Meeting Services**

In this scenario, the board makes use of Internet meeting services with integrated audio (and optionally video), text, and voting capabilities as the usual meeting method, with in-person meetings when ordered by the board or all of its members.

Internet meeting services adapted to the needs of deliberative assemblies vary somewhat

in the names given to their features and in how they are set up and arranged. Typically, a full-featured Internet meeting is set up as follows:

Each participant, using his or her own computer or other device, can view the current list of all participants—with an indication of which member has the floor or which members are seeking recognition by the chair—and can seek recognition, submit motions in writing, view the text of pending motions, vote, and view the results of a vote. The sample rules given below require that anonymous voting be supported (in other words, that a member who is properly logged in to a meeting can cast an “electronic ballot” that does not identify that member’s vote as belonging to him or her), and they also assume that non-anonymous votes can be taken, as well.

Audio transmissions can be integrated directly via the Internet, so that participants listen and speak through microphones and speakers or headsets at their computers or other devices. Alternatively, there might be a conference call, with access codes for the participants, that is dialed into by ordinary telephone but is also linked to the Internet meeting interface, so that participants speak and listen by telephone, but use the Internet service (which remains aware of the identity of each caller) for all other features. If the participants have webcams for transmitting live video, a portion of the screen might show their faces, or else (perhaps depending on the total number of participants) just those of the chair and/or the person speaking in debate or presenting a report.

The organizers of the meeting also have access to a control panel for use by the chair, the Recording Secretary, and their assistants, which enables them to perform their duties during the meeting, such as ensuring that the text of the pending question is properly displayed, assigning the floor to a member, opening and closing the polls for taking a vote, controlling the camera view, etc.

Assuming an organization’s bylaws are patterned directly on the Sample Bylaws in *Robert’s Rules of Order Newly Revised*, the organization can authorize the board to meet by use of an Internet meeting service with features like those described above by adding the following sections to Article VI [RONR (11<sup>th</sup> ed.), pp. 586–87]:

#### **Sample Bylaw Provisions for Scenario A**

*Section 4. Meetings Held Electronically.* Except as otherwise provided in these bylaws, meetings of the Board shall be conducted through use of Internet meeting services designated by the President that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board shall be subject to all rules adopted by the Board, or by the Society, to govern them, which may include any reasonable limitations on, and requirements for, Board members’ participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Society. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

*Section 5. Meetings Held in Person.* Some particular meeting or meetings of the Board shall be held in person either (a) when the President or First Vice-President has obtained written consent for this from every Board member, or (b) when ordered by the Board, by a two-thirds vote with previous notice of a motion to do so having been given.<sup>†</sup>

The board may then find it helpful to adopt rules such as the following:

#### **Sample Rules for Electronic Meetings for Scenario A**

1. **Login information.** The Corresponding Secretary shall send by e-mail to every member of the Board, at least [time] before each meeting, the time of the meeting, the URL and codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate aurally by telephone. The Corresponding Secretary shall also include a copy of, or a link to, these rules.
2. **Login time.** The Recording Secretary shall schedule Internet meeting service availability to begin at least 15 minutes before the start of each meeting.
3. **Signing in and out.** Members shall identify themselves as required to sign in to the Internet meeting service, and shall maintain Internet and audio access throughout the meeting whenever present, but shall sign out upon any departure before adjournment.
4. **Quorum calls.** The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
5. **Technical requirements and malfunctions.** Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
6. **Forced disconnections.** The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.
7. **Assignment of the floor.** To seek recognition by the chair, a member shall ... [specifying the exact method appropriate to the Internet meeting service being used]. Upon

---

<sup>†</sup> Compare this with Sample Bylaw Provisions for Scenario D, which assume in-person meetings as the norm, but authorize electronic meetings when directed by the board or with the written consent of a majority of board members (or, in the case of a special meeting, when directed by those calling the meeting).

assigning the floor to a member, the chair shall clear the online queue of members who had been seeking recognition. To claim preference in recognition, another member who had been seeking recognition may promptly seek recognition again, and the chair shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition.

8. **Interrupting a member.** A member who intends to make a motion or request that under the rules may interrupt a speaker shall use [the designated feature] for so indicating, and shall thereafter wait a reasonable time for the chair's instructions before attempting to interrupt the speaker by voice.
9. **Motions submitted in writing.** A member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the online area designated by the Recording Secretary for this purpose, preceded by the member's name and a number corresponding to how many written motions the member has so far posted during the meeting (e.g., "SMITH 3:"; "FRANCES JONES 2:"). Use of the online area designated by the Recording Secretary for this purpose shall be restricted to posting the text of intended motions.
10. **Display of motions.** The Recording Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Recording Secretary, or any assistants appointed by him or her for this purpose, shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.
11. **Voting.** Votes shall be taken by the anonymous voting feature of the Internet meeting service, unless a different method is ordered by the Board or required by the rules. When required or ordered, other permissible methods of voting are by electronic roll call or by audible roll call. The chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.
12. **Video display.** [For groups using video, but in which the number of participants is too large for all to be displayed simultaneously:] The chair, the Recording Secretary, or their assistants shall cause a video of the chair to be displayed throughout the meeting, and shall also cause display of the video of the member currently recognized to speak or report.

## Scenario B: Teleconference with Internet Voting and Document Sharing

Assuming an organization's bylaws are patterned directly on the Sample Bylaws in *Robert's Rules of Order Newly Revised*, the organization can authorize the board to meet by teleconference, using Internet services for conducting secret votes and sharing documents, by adding the following section to Article VI [RONR (11<sup>th</sup> ed.), pp. 586–87]:

### Sample Bylaw Provisions for Scenario B

*Section 4. Meetings Held Electronically.* Meetings of the Board shall be conducted by telephone, except that some particular meeting or meetings shall be held in person either (a) when the President or First Vice-President has obtained written consent for this from every Board member, or (b) when ordered by the Board, by a two-thirds vote with previous notice of a motion to do so having been given.<sup>‡</sup> Telephone meetings of the Board shall be subject to all rules adopted by the Board, or by the Society, to govern such meetings, which may include any reasonable limitations on, and requirements for, Board members' participation, and which shall specify how motions may be submitted in writing via the Internet. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Society. At telephone meetings, any ballot votes required under the rules or ordered by the Board shall be conducted electronically, using an Internet service that supports anonymous voting.

The board may then find it helpful to adopt rules such as the following to govern the conduct of telephone meetings. Note that the requirement in Rules 1 and 2 of a unique access code for each member provides greater assurance that only members and others specifically invited can participate than do the sample rules given for Scenarios C and D. [Cf. RONR (11<sup>th</sup> ed.), p. 99, ll. 26-30.]

### Sample Rules for Electronic Meetings for Scenario B

1. **Login information.** The Corresponding Secretary shall send by e-mail to every member of the Board, at least [time] before each meeting, the time of the meeting, the phone number and unique access code that that member needs to connect to the telephone conference call, and the URLs and login information for the online survey tool and file-hosting service. The Corresponding Secretary shall also include a copy of, or a link to, these rules.
2. **Call-in time.** The Recording Secretary shall schedule a telephone conference call, using a free service that provides each user a unique access code, to begin 15 minutes before the

---

<sup>‡</sup> Compare this with Sample Bylaw Provisions for Scenario D, which assume in-person meetings as the norm, but authorize electronic meetings when directed by the board or with the written consent of a majority of board members (or, in the case of a special meeting, when directed by those calling the meeting).

start of each meeting. The Recording Secretary shall also establish accounts with a free online survey tool that supports anonymous surveys, and with a free file-hosting service.

3. **Technical requirements.** For the purposes of electronic ballot voting and file sharing, members shall maintain Internet access during the meeting.
4. **Arrival announcements.** Members shall announce themselves at the first opportunity after joining the telephone conference call, but may not interrupt a speaker to do so.
5. **Departure announcements.** Members who leave the telephone conference call before adjournment shall announce their departure, but may not interrupt a speaker to do so.
6. **Quorum calls.** The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member, or following the taking of any vote for which the announced totals add to less than a quorum.
7. **Obtaining the floor.** To seek recognition by the chair, a member shall address the chair and state his or her own name.
8. **Motions submitted in writing.** Members may submit motions to the chair in writing by uploading them to the file-hosting service and notifying the chair of the URL or download link needed to access the file.
9. **Voting.** All votes shall be taken by roll call, unless required under the rules or ordered by the Board to be taken by ballot. When a vote is taken by roll call, only the number of votes on each side and the number of members present but not voting shall be entered in the minutes, unless the Board orders a fully recorded roll-call vote. Ballot votes shall be taken electronically, as follows: The Recording Secretary shall post the question using the online survey tool, and the chair shall then alert the members that the polls are open, providing any additional information that members need to cast their votes online. The polls shall be closed not less than two minutes after they have been opened by the chair. Business may also be conducted by unanimous consent.
10. **Technical malfunctions.** Each member is responsible for his or her connection to the telephone conference call and to the Internet; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
11. **Forced disconnections.** The chair may order the Recording Secretary to disconnect or mute a member's connection if it is causing undue interference with the telephone conference call. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.

### **Scenario C: Some Members Participate by Speakerphone in Otherwise Face-to-Face Meeting**

An organization may wish to permit its board to hold meetings in which some members

are physically present while others participate by telephone.

Assume an organization's bylaws are patterned directly on the Sample Bylaws in *Robert's Rules of Order Newly Revised*, and assume that no rule of the organization requires votes of the executive board to be taken by ballot. By adding the following provision to Section 3 of Article VI of the bylaws [RONR (11<sup>th</sup> ed.), pp. 586–87], the organization can grant board members the right to participate in meetings by telephone, subject to rules adopted by the board:

### **Sample Bylaw Provisions for Scenario C**

Board meetings shall be held at a central location, but Board members who are not present in person shall have the right to participate by telephone, subject to any limitations established in rules adopted by the Board to govern such participation.

The board may then find it helpful to adopt rules such as the following:

### **Sample Rules for Electronic Meetings for Scenario C**

1. **Login information.** The Corresponding Secretary shall send by e-mail to every member of the Board, at least [time] before each meeting, the time and location of the meeting and the phone number and any access code needed to connect to the telephone conference call. The Corresponding Secretary shall also include a copy of, or a link to, these rules.
2. **Call-in time.** The Recording Secretary shall schedule a telephone conference call, using equipment provided by the Society or a free service, to begin 15 minutes before the start of each meeting.
3. **Meeting-room equipment.** The society shall provide a speakerphone at each meeting, which the Recording Secretary shall connect to the telephone conference call at least 5 minutes before the start of the meeting.
4. **Location of chairman.** The chair of the meeting must be present in the meeting room.
5. **Arrival announcements.** Members who participate in the meeting by phone shall announce themselves at the first opportunity after joining the telephone conference call, but may not interrupt a speaker to do so.
6. **Departure announcements.** Members who leave the telephone conference call or the meeting room before adjournment shall announce their departure, but may not interrupt a speaker to do so.
7. **Quorum calls.** The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member or following the taking of any vote for which the announced totals add to less than a quorum.
8. **Obtaining the floor.** To seek recognition by the chair, a member shall address the chair and state his or her own name.



9. **Motions submitted in writing.** Members who participate in the meeting by phone may not submit motions in writing during the meeting, but are entitled to make motions orally. Members may, however, submit motions in writing by sending them at least [time] before the meeting to the Corresponding Secretary, who shall send any such pre-submitted motions by e-mail to all members in advance of the meeting and shall provide copies to the members present in person at the meeting.
10. **Voting methods.** All votes shall be taken by roll call. Unless the Board orders a fully recorded roll-call vote, only the number of votes on each side and the number of members present but not voting (including members participating by phone) shall be entered in the minutes. Business may also be conducted by unanimous consent.
11. **Loss of meeting-room connection.** Any business transacted while the meeting-room speakerphone is disconnected from the telephone conference call is null and void, except that the members present in the meeting room at such a time may take those actions that are in order in the absence of a quorum.
12. **Other technical malfunctions and requirements.** Each member is responsible for his or her connection to the telephone conference call; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
13. **Forced disconnections.** The chair may order the Recording Secretary to disconnect or mute a member's connection if it is causing undue interference with the telephone conference call. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.

#### **Scenario D: Telephone Meeting Without Internet Support**

Assume an organization's bylaws are patterned directly on the Sample Bylaws in *Robert's Rules of Order Newly Revised*, and assume that no rule of the organization requires votes of the board to be taken by ballot. By adding the following section to Article VI of the bylaws [RONR (11<sup>th</sup> ed.), pp. 586–87], the organization can authorize the board to meet by telephone conference call when desired, without using Internet services.

#### **Sample Bylaw Provisions for Scenario D**

*Section 4. Meetings Held Electronically.* Meetings of the Board may be conducted by telephone (a) when the President or First Vice-President has obtained written consent for this from a majority of the Board members; (b) when so directed by the Board; or (c) in the case of special meetings, when so directed by those calling the special meeting.<sup>§</sup> Telephone meetings of the

---

<sup>§</sup> Compare this with Sample Bylaw Provisions for Scenarios A and B, which assume electronic meetings and require a supermajority to order an in-person meeting.

Board shall be subject to all rules adopted by the Board, or by the Society, to govern such meetings, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the Society.

The board may then find it helpful to adopt rules such as the following to govern the conduct of telephone meetings:

#### **Sample Rules for Electronic Meetings for Scenario D**

1. **Connection information.** The Corresponding Secretary shall send by e-mail to every member of the Board, at least [time] before each meeting, the time of the meeting and the phone number and access code needed to connect to the telephone conference call.
2. **Call-in time.** The Recording Secretary shall schedule a telephone conference call, using a free service, to begin 15 minutes before the start of each telephone meeting.
3. **Arrival announcements.** Members shall announce themselves at the first opportunity after joining the telephone conference call, but may not interrupt a speaker to do so.
4. **Departure announcements.** Members who leave the telephone conference call before adjournment shall announce their departure, but may not interrupt a speaker to do so.
5. **Quorum calls.** The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member, or following the taking of any vote for which the announced totals add to less than a quorum.
6. **Obtaining the floor.** To seek recognition by the chair, a member shall address the chair and state his or her own name.
7. **Motions submitted in writing.** Members may not submit motions in writing during the meeting, but are entitled to make motions orally. Members may, however, submit motions in writing by sending them at least [time] before the meeting to the Corresponding Secretary, who shall send any such pre-submitted motions by e-mail to all members in advance of the meeting.
8. **Voting methods.** All votes shall be taken by roll call. Unless the Board orders a fully recorded roll-call vote, only the number of votes on each side and the number of members present but not voting shall be entered in the minutes. Business may also be conducted by unanimous consent.
9. **Technical malfunctions and requirements.** Each member is responsible for his or her connection to the telephone conference call; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.

10. **Forced disconnections.** The chair may order the Recording Secretary to disconnect or mute a member’s connection if it is causing undue interference with the telephone conference call. The chair’s decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.

Order the 12<sup>th</sup> edition of Robert’s Rules of Order, or the 3<sup>rd</sup> edition of Robert’s Rules of Order Newly Revised In Brief

