

## 2020-665-1, Meeting Noticed as In-Person, But Held Virtually Under AIPSC

### QUESTION

I belong to a statewide professional association that holds an annual membership meeting. The parliamentary authority is *AIPSC*. Our bylaws allow meetings to be held virtually (electronically or telephonically) or in person (also called a *physical* or *face-to-face* meeting), and allow electronic or telephonic participation if the meeting is held in person. This year's annual membership meeting was scheduled to be held in person for a specific time, date, and location (the public library auditorium in the state's capital) and notice was sent out timely two months in advance. Before the meeting could be held, however, the governor declared a state of emergency prohibiting public gatherings. The public library was closed, and gatherings of any sort, even at a distance, were prohibited, making meeting on the library steps impossible, and travel to the location difficult. Notice was sent out changing the location from in person to all virtual one week before the scheduled meeting. A number of older members complained that they did not have laptops and were not allowed to go to their local libraries to use public computers. Was this change of meeting format permissible under *AIPSC*?

### OPINION

No. Notice of a meeting is notice to attend a meeting at a specific time and place. "Common parliamentary law provides for the full protection of every member by rigid enforcement of notice requirements before a meeting." *AIPSC*, p. 111. "The notice must clearly indicate the date, the time, and the place of the meeting . . . . The time and place of a meeting cannot be changed after notice has been given, except in an emergency or if a notice of the change is also sent. Notice of any meeting sent so late that a substantial number of the members cannot attend is not a valid notice, even if all other requirements have been met." *AIPSC*, pp. 111–12. *See RONR*, pp. 4 ("The call of a meeting is a written notice of the time and place, which is sent to all members of the organization a reasonable time in advance."), 89 (fundamentals of notice content include day, hour, and place of meeting), 91.

An all virtual meeting is a very different type of meeting from a primarily in-person meeting with a few participants accessing the meeting electronically or telephonically. It is equivalent to holding the meeting at a different location. *See* Opinion 2013-581, *Validity of a Cancelled Meeting*, 53 (2) PJ 73 (April 2013); Opinion 2012-568, *Validity of a Rescheduled Meeting*, 53 (2) PJ 73 (April 2012). It could be argued that in this case, the meeting could have been held with one person physically present in the noticed meeting room and everyone else participating virtually. In that case, there is little practical difference from that scenario and a slightly changed hypothetical scenario where the meeting convener convenes the meeting virtually from home. There is a difference, however, in that the first scenario, while an extreme example of what is strictly permissible under the rules, is not intended to be the standard case. The rules allowing virtual participation at in-person meetings anticipate meetings at which the vast majority of members are physically present at the same location and a few people unable to attend in person can participate virtually. Considered in that context, a meeting that is completely virtual is a meeting in a different location from the physical location stated in the meeting notice, and a change from physical to virtual meeting should be treated similarly to a change from one physical meeting location to another.

Although the reasons for changing the meeting from in person to virtual in this case meet the exceptions in *AIPSC* for emergency situations and notice being sent in advance, they also likely

fall afoul of the additional requirement that the notice of change cannot be sent so late that a substantial number of members cannot attend.

It might be said that the bylaws allow an all virtual meeting with two months' advance notice, so there should not be anything wrong with a notice of time and date sent far enough in advance, with the change of location from physical to virtual sent a week in advance. Change of location from physical to virtual is easier for most people than change from one physical location to another, but not for all. It depends on the circumstances and the impact of the change on a substantial number of members. While one week's notice might be sufficient for a meeting of technology experts, it is not far enough in advance for a diverse statewide organization. Two months' advance notice of a virtual meeting (as required in this case) gives members sufficient notice to locate additional resources to make the meeting technologically feasible. It gives technologically unsophisticated members time to learn to use the software.

Because in this case, one week's notice of the switch from in-person to virtual meeting could adversely affect a significant number of members, when the organization typically considers two months' notice of meetings to be sufficient, the change would not be permitted and the virtual meeting is not valid. The meeting should be rescheduled as an all virtual special meeting in lieu of annual meeting, with notices going out a full two months in advance.