

2020-660-1, *Virtual Meeting under AIPSC if Not Provided for in Bylaws*

QUESTION

I belong to a professional association. Our parliamentary authority is *AIPSC*. Our bylaws neither allow nor prohibit electronic meetings. The bylaws require that our house of delegates meet annually in conjunction with our annual scientific session. The scientific session was cancelled because of the COVID-19 health crisis and all large meetings have been prohibited due to the state of emergency. Our last meeting was last May. Notice was sent out for a house of delegates meeting in May of this year, but in light of the emergency declaration, we would like to hold the meeting electronically on the scheduled date. If the scientific session has been cancelled, how can we comply with the bylaw requirement that the house of delegates meeting be held in conjunction with the annual scientific session.

OPINION

As far as a virtual or electronic meeting of the house of delegates, the answer under *AIPSC* is clear: You can only hold such meetings virtually/electronically if the bylaws so provide and the laws of the relevant jurisdiction permit. *AIPSC*, p. 109. Parenthetically, *RONR* has a similar provision (*RONR*, p. 97)

If the board cancels the scheduled in-person meeting because of the health emergency and local emergency declarations that limit numbers at meetings, the meeting could be rescheduled by the members as a special meeting in lieu of annual meeting after the end of the emergency, if the board fails to act. *AIPSC*, p. 110. As to the power of the board to cancel a meeting, see AIP Opinion 2013-581, *Validity of a Cancelled Meeting*, 54(2) PJ 55 (April 2013).

Organizations thinking about holding an electronic/virtual meeting, particularly when there is no bylaws authorization and the interest in a virtual meeting is in response to the current health care crisis, should look at applicable state law. Many states have statutes authorizing remote electronic or telephonic membership meetings, but only if they meet certain requirements. Many states have statutes granting boards additional powers during emergencies, even the power to amend the bylaws. Some states and provinces have adopted special statutes or emergency orders that apply only during the current emergency. Because these laws vary widely between jurisdictions, legal counsel should be consulted before relying on emergency statutes to hold a remote virtual/electronic/video conference meeting.

The bylaw provision requiring that the annual business meeting be held “in proximity to” the annual scientific session may not be possible to comply with this year. If it is impossible, then it cannot be done. You have to do your best and be practical. Since the requirement to hold the house of delegates meeting annually is an independent obligation, the cancellation of the scientific session is no reason to delay the annual meeting of the house of delegates for a full year if it can be held safely sooner than next year’s scientific session. See *PL*, p. 452, q. 107 (“Since the society has adopted a provision . . . in its by-laws that is impracticable to carry out, the only thing that can be done is to change that provision to a reasonable one, complying, in making the change, with the spirit of the existing by-laws as nearly as possible.”).