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**COVID-19 Church Business Procedures**

**To Consider**

**Based on Section 33-31-708 of the South Carolina Nonprofit Corporation Act:**

1. “Unless prohibited or limited by the articles or bylaws, any action that may be taken at an annual, regular, or special meeting of members may be taken without a meeting of members if the corporation delivers a written or electronic ballot to every member to vote on the matter”.
2. A written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.
3. Approval by written or electronic ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.

**Note**: If the church bylaws do not address electronic voting with instructions of quorum, notice, and ballot directives it cannot be used in this emergency situation. ONLY electronic communication can be used to exercise normal communication and notice for a church business conference. Electronic voting would not be valid if not specifically addressed in the bylaws.

**For Elder-Led Governance**: The Elders, as directed by the church bylaws, may conduct regular business.

**For Member-Led Governance**: The situation is more complex, requiring members to be present and voting in order to carry-on business. Even in emergency situations, bylaws require an assembly to congregate long enough to meet the quorum, discuss, vote and record results of the meeting.

**For proper protocol for new business action**: With a quorum met, have a formal motion presented, with a second, then discussion, then a motion to end discussion, with a second, call for the vote, vote, and announce the results. Check bylaws and rules of order and proceed as normal.

**Under COVID-19 conditions a church would need to follow the directives in their bylaws and not deviate**. Improper action now could later be recalled as being against normal protocol of the bylaws. Be aware that a church must follow their bylaws thoroughly. WHERE you take the vote is irrelevant, it is HOW you take the vote that is important.

**Consider These Steps as One Way to Conduct a Church Business Meeting:**

1. Present the business pending in the form of a letter, email, text or phone call to the entire congregation. Electronic Communication use is valid.
2. Give NOTICE of the meeting TIME and DATE and LOCATION as directed in the bylaws. Consider the front steps and parking lot of the church as the focal point.
3. Based on members present and standing (socially distancing) or in their cars establish if the quorum required in the bylaws has been met. (count members)
4. Moderator should call the meeting to order at the appointed time. With a speaker system in place, communicate the motion, if it requires a second record that. Begin discussion. Allow members to come to the microphone to discuss/debate the motion properly.
5. End discussion and call for the question/vote by repeating the motion. Give instructions about the ballot and allow members to complete their ballots.
6. Adjourn the meeting formally.
7. Take the ballots from each car as they exit the parking lot. Voting tally procedures in the bylaws may be followed. If immediate results of the vote are required in the bylaws, then tellers should be on hand to tally results at a table in front of the congregation. Announce the tally to those who chose to remain.
8. Report the full results of the vote in the same manner of communication used to call the meeting.
9. The Church Clerk should acquire a count of the number of cars, number of members present, total ballots tallied, total results of the vote.

**Note**: This means of church business should only be necessary for IMPORTANT dated items of business related to personnel, property, contracts, etc. These should be properly recorded as minutes on record for the church by the Church Clerk. Normal monthly/quarterly business expenditures or reports should not need this formal vote procedure or could be voted on at a later time when COVID – 19 is no longer an issue.

**Stick to the exact wording in the bylaws of the church. Model excellence in governance during these difficult days.**

Prepared by Robert Grant for the Columbia Metro Baptist Association on April 1, 2020.

**Disclaimer:** This document has been prepared at the request of the Columbia Metro Baptist Association (CMBA) by Robert Grant, an independent contractor with CMBA knowledgeable in church bylaws matters and the South

Carolina nonprofit corporation act. Robert sought consultation from an attorney, who subsequently conferred

with other attorneys, who is known to be knowledgeable of the South Carolina nonprofit corporation act

and of Baptist church bylaws. This piece is an opinion based on review of factual information.

CMBA and Robert Grant present this as an opinion. We advise anyone who is unsure about this opinion

to consult their own legal experts in this area of law and practice.

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