



## Episcopal Diocese of Massachusetts

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### **Annual Parish Meetings and the Pandemic**

Congregations may be wondering whether a Zoom meeting fulfills the requirement in a number of parishes' bylaws that the parish's annual meeting be held "in person." At the request of our chancellor, Ned Notis-McConarty, his colleague Eleanor A. Evans of Hemenway & Barnes has provided an opinion.

If the parish is a Massachusetts nonprofit corporation incorporated under Massachusetts General Laws chapter 180 ("Chapter 180") and if it follows the procedures specified in temporary, emergency Massachusetts legislation permitting remote participation in member meetings, it may conduct its meeting remotely. It probably may not if the parish is not a chapter 180 corporation. The parish could, however, either: (1) hold the annual meeting outdoors and socially distanced while it is warm enough to do so and if doing so does not run afoul of then-current diocesan regathering guidelines; or (2) conduct the annual meeting by Zoom and later, when it is able to hold an in-person members' meeting, ratify actions taken at and subsequent to the Zoom annual meeting.

### **If Parish Is a Chapter 180 Corporation**

If a parish is a Massachusetts nonprofit corporation, incorporated under Chapter 180, it is covered under temporary Massachusetts emergency legislation (Section 16 of Chapter 53 of the Massachusetts Acts of 2020) that addresses this issue. As long as the parish's articles of organization do not require in-person member meetings or otherwise prohibit remote participation in member meetings, the emergency legislation permits members of the parish to meet remotely (including by Zoom) even if the parish bylaws otherwise require in-person member meetings. The emergency legislation is effective for the duration of the March 10, 2020, Massachusetts state of emergency declaration and for 60 days after it ends.

To hold a meeting by Zoom under the emergency legislation, a parish must:

- Have its vestry (which, presumably, serves as the board of directors for purposes of Chapter 180) vote to allow members to participate in the annual meeting by remote participation, even if not physically present at the meeting, and to hold the meeting pursuant to Section 16 of Chapter 53 of the Massachusetts Acts of 2020;
- Notify the members, as soon as reasonably practicable, of its decision;
- Notice the meeting for a specific day, time and place in Massachusetts where at least one person will be present (it could be the church or the home of the person who will be running the meeting on Zoom) and provide the Zoom link for everyone to participate by Zoom; and
- During the meeting:
  - Verify that each person deemed present and permitted to vote at the Zoom meeting is a member;
  - Ensure that members are given a reasonable opportunity to participate in and vote at the meeting (including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, pose questions and make comments); and

- Take minutes and record actions/votes taken at the meeting. It is a good idea (but not required) to note in the minutes that the meeting was held pursuant to Section 16 of chapter 53 of the Acts of 2020.

### **If Parish Is Not a Chapter 180 Corporation**

If a parish is not incorporated under Chapter 180, it is possible that participation by Zoom could be challenged as not “in person.” To address this issue, the parish could hold the annual meeting outdoors and socially distanced (as, for example, some town meetings have been held), provided that it is still warm enough outside to do so and that doing so will not run afoul of then-current diocesan regathering guidelines. Alternatively, the parish could conduct its annual meeting by Zoom and later, when it is able to hold an in-person members’ meeting, ratify the actions taken at and subsequent to the Zoom annual meeting. (The downside of a Zoom meeting under these circumstances is that, in the interim before the members are able to meet in person and vote to ratify, there is some possibility that the actions taken at or subsequent to the Zoom meeting could be challenged as invalid.) A third alternative, if the bylaws permit members to participate and vote by proxy, ballot or written consent, would be to conduct the annual meeting in that manner.

In holding a Zoom meeting, it is advisable for a parish that is not a Chapter 180 corporation to follow the procedures described above for noticing and conducting a Zoom meeting pursuant to the Massachusetts emergency legislation (but without referencing that legislation, since it only applies to parishes incorporated under Chapter 180). This is also the case if a parish’s bylaws follow the diocese’s current model bylaws. The model bylaws do not include a requirement that annual meetings be in person, but they do reference the meeting being held at a “place” and members being “present” (although they do not specify what constitutes presence).

### **How to Know If Your Parish is a Chapter 180 Corporation**

If the church is incorporated, it would most likely be incorporated as a Chapter 180 corporation. It should check its articles of organization.

If the church does not have a copy of its articles of organization or doesn’t know whether it is incorporated, it can check the Massachusetts Secretary of State’s corporate database at <https://corp.sec.state.ma.us/CorpWeb/CorpSearch/CorpSearch.aspx> (search for the church’s name, if it is listed, click on the name, then click “view filings” and look for the articles of organization).

Some older churches may show up in the Secretary of State’s database but the database may not include their articles of organization. If an older church was incorporated under a prior version of the state’s nonprofit corporation law, it will be subject to Chapter 180, which generally applies to all Massachusetts nonprofit corporations in existence as of Oct. 1, 1971 (Chapter 180’s effective date), as well as those incorporated after that date. If in doubt, please check with Canon to the Ordinary Bill Parnell ([bparnell@diomass.org](mailto:bparnell@diomass.org)) to see whether a copy of the church’s articles of organization are in the diocesan archives. Please allow a generous amount of time for this research to take place since the diocesan registrar-historiographer is not in the diocesan offices as often due to the pandemic.