

Meetings

What Meetings Are and Why They Matter

Meetings are usually addressed as a subtopic within other sections of the bylaws. Specifically, meeting requirements often appear within three places in the bylaws: the directors section, the members section, and the committees section.

Meetings in Context

Meeting requirements are closely related to bylaws requirements addressing quorum and manner of acting and notice. So, a section on directors might list these three subtopics (quorum, notice, and meetings) one after the other.

What Happens at Meetings

Meetings are where the action takes place. A nonprofit corporation thinks and acts through its board of directors and, in some cases, through members or committees. What does this mean concretely? It means that, from time to time, all the directors (or members or committees) must get together to think and talk through decisions and opportunities.

Special Circumstances: Meetings and Related Organizations

When you have two legally related organizations, the formalities around meetings, such as notice, minute-keeping, and voting, are especially important. Why? Courts look at these factors to determine whether the two organizations are truly legally distinct or practically one organization. If a court decides the two organizations are really operating as one, the financial assets of each could be used to satisfy the obligations of the other. For example, the financial assets of a foundation created to support an

elementary school could be used to cover damages in a slip-and-fall case brought by someone who slipped on the school's property.

Key Information

Nonprofit corporations have two types of meetings: regular meetings and special meetings. Regular meetings are scheduled to discuss routine business and upcoming strategic decisions. Special meetings are held to discuss time-sensitive matters, such as sudden strategic opportunities and threats.

The bylaws section on meetings outlines key requirements for gatherings at which the board (or member or committee) will deliberate and act on behalf of the organization. This includes practical details. One of the most important questions the bylaws section should answer is whether participants in the meeting can join remotely. Other practical details that should be addressed in the bylaws include who will lead meetings and how voting will be handled. Many organizations designate either the president or chairman to lead the meetings. The bylaws also should designate how frequently the group should meet. For directors, who are responsible for the management of the nonprofit, meeting at least quarterly is a best practice. For members, who provide higher level accountability and governance, meeting about once annually is usually adequate.

The meetings section of the bylaws should allow flexibility and should match up with what is realistic for your organization.

A common example of bylaws adopting burdensome procedural requirements is when a small organization's bylaws state that board meetings should follow "Robert's Rules of Order." Imposing this requirement is usually a mistake—Robert's Rules are complex parliamentary procedures that are best suited for very large groups. Requiring

a board of ten people to follow Robert’s Rules of Order sets up the group for failure and unnecessary burdens.

The bylaws should also address actions without a meeting. Sometimes an urgent matter must be addressed before a quorum of the board (or members or committee) can be assembled. In these cases, if state law and the bylaws permit, the directors (or members or committee) can act by unanimously signing a written resolution explaining the basis for their decision and authorizing action. A few states will allow written action even if the approval is not unanimous, but most states do not.

Finally, the bylaws should also establish requirements for keeping and filing minutes from all corporate meetings. This section will complement the officers section that describes the responsibilities of the corporate secretary.

Case Study

Knights in Action is a faith-based afterschool program for elementary school boys. Normally, the Knights meet in person at a local community center. In 2020, their local government issued a shutdown order prohibiting group meetings in person. The Knights board chairman called a special meeting with the board and staff executives to determine whether to cancel in-person programming or “go virtual” and whether to apply for government relief funds. The Knights’ bylaws allowed directors to meet and hold this special meeting virtually and upon short notice, which enabled the board to respond quickly, safely, and effectively to this challenge.

Self-Assessment

- ☐ Do our bylaws specify how frequently directors, members, and committees must meet? Are the requirements realistic and consistent with how our

organization actually works?

- ☐ Do our bylaws clarify whether participants can join meetings and vote remotely?
- ☐ Do our bylaws require us to use Robert's Rules of Order? If so, do we follow these rules? If we have this requirement but are not complying with it, have we made plans to amend the section to match our actual practice?
- ☐ Do our bylaws explain when and how we can hold special meetings?
- ☐ Do our bylaws sections on meetings, quorum and manner of acting, and notice complement each other? Have we eliminated any duplicate or inconsistent sections?

Sample Language

Member Meetings

Member Meetings. The Chairman of Members shall preside at all meetings of the Members. If the Chairman of Members is absent from a meeting, then another Member present at the meeting shall be appointed by the Members to preside at such meeting. Members may participate in any meeting of members by means of remote communication, provided the communication allows Members to be seen and heard by other Members at the meeting.

Annual Meetings. The Members shall meet at least once annually at a time and place fixed by the Chairman of Members.

Regular Meetings. Regular meetings of Members may be called by the Chairman of Members. Notice of such meetings shall be given, or caused to be given, by the Chairman of Members or the Secretary as set forth in Section __.

Special Meetings. Special meetings may be called at any time by the Chairman of Members, the board of directors, or by at least 10% of the Members by Written notice directed to the Secretary. Notice of a special meeting shall be given, or caused to be

given, by, if called by the Chairman of Members or the board of directors, the Chairman of Members or the Secretary and, if called by Members, by the Secretary.

Waiver of Notice or Consent by Absent Members.

Written Waiver or Consent. The transactions of any meeting of Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly-held after regular call and notice if (1) a quorum is present in person, and (2) either before or after the meeting, each Member entitled to vote, not present in person, signs a Written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of Members, except that if the action taken or proposed to be taken is expulsion of a Member, the waiver of notice, consent, or approval shall state the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Waiver by Attendance. A Member's attendance at a meeting also shall constitute a waiver of notice of and presence at that meeting, unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Action Without a Meeting. Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent In Writing to the action. The Written record must describe the action taken and the date of signature. The Written consent or consents shall be filed with the minutes of the proceedings of the Members. The action by Written consent shall have the same force and effect as the unanimous vote of the Members.

Adjournment and Notice of Adjourned Meeting. Any Member meeting, regardless of whether a quorum is present, may be adjourned from time to time by the majority vote of the Members represented at the meeting. No meeting may be adjourned for more

than forty-five (45) days. When a Member meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If, after adjournment, a new record date for notice or voting is sent In Writing, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Directors

Chairman of the Board. The Chairman of the Board shall preside at all Board meetings and shall exercise and perform such other powers and duties as the Board or these Bylaws may prescribe. If there is no President, the Chairman of the Board also shall be the chief executive officer and shall have the powers and duties of the President as set forth below.

Attendance. Any or all directors may participate in a meeting of the board through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

Annual Meetings. Unless the Chairman of the Board or President fixes another date therefor, an annual meeting of the Board shall be held on each fourth (4th) [DAY] of [MONTH] in [CITY], [STATE OF INCORPORATION] for the purposes of organization, election of new Directors, Officers, and the transaction of other business. The Chairman of the Board, President, or Secretary shall cause notice of such meetings to be given by the Secretary to the Directors as set forth in Section __.

Regular Meetings. Regular meetings of the Board may be called by the Chairman of the Board or the President. The Chairman of the Board, President, or Secretary shall cause notice of such meetings to be given to the Directors as set forth in Section __.

Special Meetings. Special meetings may be called at any time by the Chairman of the Board, the President, or by any two (2) Directors, by Written notice directed to the

Secretary. The Chairman of the Board, President, or Secretary shall cause notice of such meetings to be given promptly to the Directors as set forth in Section __.

Time and Place. Meetings of the Board shall be held at a day, time, and place designated by the Chairman of the Board, President, or Secretary.

Adjournment and Notice of Adjourned Meeting. Any Directors' meeting, regardless of whether a quorum is present, may be adjourned from time to time by the majority vote of the Directors represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a Directors' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If, after adjournment, a new record date for notice or voting is sent In Writing, a notice of the adjourned meeting shall be given to each Director who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Waiver of Notice or Consent by Absent Directors.

Written Waiver or Consent. The transactions of any meeting of Directors, however called or noticed and whatever held, shall be as valid as though taken at a meeting duly-held after regular call and notice, if (1) a quorum is present in person, and (2) either before or after the meeting, each Director entitled to vote, not present in person, signs a Written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of Directors, except that if the action is taken or proposed to be taken for approval of any of those matters specified in Section __ the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Waiver by Attendance. A Director's attendance at a meeting also shall constitute a waiver of notice of and presence at that meeting, unless the Director objects at the beginning

of the meeting to the transaction of any business because the meeting was not lawfully called or convened and does not, after objecting, vote for or assent to action taken at the meeting. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Conduct of Meetings.

Meeting Location. Board meetings may be held at any place within or without the State of [STATE OF INCORPORATION] that has been stated in the meeting notice or, if not stated in the meeting notice or if there is no notice, designated in these Bylaws or by resolution of the Board.

Director Participation. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section constitutes presence at the meeting for all purposes as long as all Directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at the meeting if both of the following apply:

Each Director participating in the meeting can communicate with all of the other participating Directors concurrently; and

Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Action Without a Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting, if all Directors eligible to vote consent In Writing to the action to that action, delivered such consent to the Corporation, and if,

the [STATE OF INCORPORATION] Nonprofit Religious Corporation Law, the number of Directors then in office constitutes a quorum. The Written consent or consents shall be filed with the minutes of the proceedings of the Directors. The action by Written consent shall have the same force and effect as the unanimous vote of the voting Directors. For purposes of the [STATE OF INCORPORATION] Nonprofit Religious Corporation Law only, “all Directors” does not include an “interested director” as defined in the [STATE OF INCORPORATION] Nonprofit Religious Corporation Law or a “common director” as described in Section __ of the [STATE OF INCORPORATION] Nonprofit Religious Corporation Law who abstains In Writing from providing consent, when (i) the facts described in [STATE OF INCORPORATION] Nonprofit Religious Corporation Law are satisfied, as appropriate, at or before the execution of the Written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions, is included in the Written consent or consents executed by the non-interested or non-common Directors or in other records of the Corporation; and (iii) the non-interested or non-common Directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested or common Directors, as applicable. The effective date of such action shall be the date on which executed consents of all directors have been delivered to the Corporation.

Committees

Meetings and Actions of Committees. Meetings and actions of the committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the Corporation’s records. The Board may adopt rules for the governance of any committee, provided the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.