

Utilizing virtual meeting platforms like Uberconference, Zoom, Google Hangouts, etc.

Some interesting things to consider:

- According to Robert's Rules of Order Newly Revised, virtual meetings (such as teleconferencing, videoconferencing, and electronic or online voting) are not allowed unless provided for in the bylaws. As a county farm bureau you will have to decide whether your county by-laws allows for this.
- Many counties have amended their bylaws to make sure they have flexibility to do so.
- Counties that believe that their bylaws do not support Video/Teleconferencing or electronic (email voting), may be able to discuss business, but voting and approving things may have to be tabled to the next official board meeting where an in-person quorum is required.

Colorado laws pertaining to the matter:

Here is some interesting information taken from

<https://leafferlaw.com/resources/nonprofits-and-email-voting-go-ahead-and-hit-send/>

- **What's the Law?** Colorado Laws Pertaining to Video/Teleconferencing and electronic (email voting). The Colorado Revised Nonprofit Corporation Act allows nonprofit board members to meet in person and also to participate in meetings through a means where all directors can hear one another (a conference call or Skype, for example). It also allows for a written action in lieu of a meeting. Organizations with voting members can have in-person meetings of the voting members, and the voting membership can also act through written action in lieu of a meeting or by written ballot.
- **Board voting.** For nonprofit corporations, the statutory provision on written actions by the board of directors (C.R.S. § 7-128-202) was updated fairly recently. It allows directors to vote in writing for or against an action, and specifies that a writing must be "in a form sufficient to inform the nonprofit corporation of the identity of the director, the vote ... of the director, and the proposed action to which such vote ... relates." Additionally, it provides that all communications under the section (which would include both voting communications and notices soliciting votes) can be transmitted or received by the corporation by email or other form of wire or wireless communication (unless the bylaws provide otherwise). There is no signature requirement. This provision seems to allow for email voting, and many organizations have been comfortable conducting board written actions by email so long as they are structured to meet the requirements of this section.
- **Member voting.** For actions by voting members, however, the statutes were less clear. The section on written actions for members (C.R.S. § 7-127-107) requires unanimous action, and also requires a writing signed by each member describing and consenting to the action. There is no definition of writing or of signature that contemplates the use of electronic means like email. Similarly, the section on voting by written ballot (C.R.S. § 7-127-109) does not provide a definition that would clearly support electronic voting. As such, many nonprofits have been reluctant to conduct membership voting electronically.
- **Amendments.** A recent addition to the Colorado Corporations and Associations Act (which applies to nonprofit corporations, as well as business corporations, partnerships and limited liability

companies) has added definitions that bring more clarity. The addition amends the statute (at C.R.S. § 7-90-102) and defines signatures and writings to include electronic signatures and electronic records as defined in UETA, unless the organization's articles of incorporation or bylaws (or another applicable governing document) provide otherwise. So now, if an organization's articles and bylaws are silent on this point, the statute will allow for electronic voting for both voting members and directors. But if an organization wants to disallow voting by a means like email, it can do so in its corporate documents.

If you believe your county farm bureau is prepared for holding virtual meetings, here are some good tips to keep everything running smoothly!

Preparation

- Send out copies of agenda, minutes, financial statements and other vital information before the virtual meeting.
- Set-up the meeting in a conference calling service like Uberconference, Zoom, Skype, Google Hangouts or Microsoft Teams.
- Set an agenda that includes key talking points, the meeting structure, what participants will be in attendance and what participants are presenting.
- Consent agendas are Key! These help move the meeting forward in a timely manner and make for less confusion.
- Create a contingency plan for technological failures. For example, have the group move to a conference call if the video function is not working.
- Recommend that all attendees arrive a few minutes before the meeting to give everyone time to settle in before getting down to business.

During the meeting

- Introduce everyone or take attendance.
- Make time for casual conversation at the beginning by checking in on everyone.
- Stay focused on the virtual meeting, making sure to close your other tabs, including your email.
- Muting your mic or phone when you are not talking helps with unintentional background noises or feedback issues.
- Turn off all notifications on your cell phone.
- Check to see that all participants are in a quiet area free from sound and distractions.
- Try to engage everyone in the discussion, the more comfortable everyone feels talking over the virtual meeting the more ideas will be shared.

For Video Conferencing:

- Wear solid color clothing and check the lighting. Light shouldn't be behind you, but in front of you for everyone to see you best.
- Make sure your camera is adjusted properly! Your camera should be slightly above your eyeline, about an arms length away.

- Look directly at the webcam while addressing others in the meeting, not your computer screen.
- Simplify the background! If the area behind you is too busy, people may focus on your background instead of you!
- Remember to turn off your camera when having to get up to do something, this make it less distracting for those that are viewing the conference.