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TO: Fr. Mark Engle; Rev Canon Ron Feister; Standing Committee of the Anglican Diocese of the Great Lakes

CC: Rev. Canon Andrea Orchard

FROM: Hamilton DeSaussure, Jr, Chancellor Anglican Diocese of the Great Lakes

DATE: April 17, 2020

RE: May 30, 2020 Synod and conduct of same

I have been asked to review the issue of the legitimacy of the upcoming Synod for the Anglican Diocese of the Great Lakes. As we all know, due to the Order of the Director of Health of Ohio in response to the COVID-19 pandemic, this year's annual Synod was postponed from its originally published date and is now scheduled as a meeting to be held via Zoom or similar electronic means on May 30, 2020. A question has been raised as to whether such a meeting will be legitimate. Specifically, one challenge has suggested that the meeting would be "illicit." In my review of the Canons of the Diocese as well as Chapter 1702 of the Ohio Revised Code, I believe a meeting via Zoom is legitimate, particularly under the current circumstances.

Canons:

Notably, the Canons of the Anglican Diocese of the Great Lakes do not prevent a meeting held electronically. Title I Canon 4 in fact requires an annual meeting of Synod. ["The Synod of the Diocese *shall* meet regularly once a year ..." (emphasis added)]. Thus, this provision actually requires an annual meeting to be held. The manner of the meeting, however, is not described. The Canon states that the Bishop, with the advice of the Standing Committee, shall determine the date, time and place of all meetings of the Synod. The Canon does not require physical presence and is silent on whether the meeting can be held by electronic means. So, as written, the Canons do not forbid an electronic meeting. The Canons, thus, could arguably support the determination of the Bishop (with the advice of the Standing Committee) to hold the Synod by electronic means.

Ohio Non-Profit law:

In the absence of clear indication in the Canons, the question is whether there is some other reason the meeting could not proceed by electronic means. In this instance, the Anglican Diocese of the Great Lakes is an Ohio non-profit corporation [Charter No. 1943903 dated June 14, 2010]. The question of the legitimacy of an electronic annual meeting of members can thus be reviewed under Ohio law. In this instance, Ohio law does support a meeting by electronic means. Members may vote, under Ohio law, by electronic means. Generally speaking, Ohio non-profit law permits attendance by electronic means unless the Code of Regulations for the corporation prevent such attendance. In this case, the

Canons serve as the Code of Regulations.

Specifically, please see the attached statutes which describe meetings conducted electronically: ORC §1702.17; ORC §1702.20; and ORC §1702.22. As you will see, under the general rule of meetings in the non-profit code, persons not physically present may attend electronically unless it is prohibited by the Code of Regulations. In fact, the statute specifically states that any person attending using authorized communication equipment is considered to be present in person [ORC 1702.17(C)]:

(C) Unless the articles or regulations provide otherwise, the voting members and proxyholders who are not physically present at a meeting of voting members may attend the meeting by the use of authorized communications equipment that enables the voting members and proxyholders an opportunity to participate in the meeting and to vote on matters submitted to the voting members, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting. Any voting member who uses authorized communications equipment under this division is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized communications equipment. The directors may adopt procedures and guidelines for the use of authorized communications equipment in connection with a meeting of voting members to permit the corporation to verify that a person is a voting member or proxyholder and to maintain a record of any vote or other action taken at the meeting.

Likewise, ORC §1702.20 allows for voting electronically:

(B) Unless the articles or the regulations provide otherwise, voting at elections and votes on other matters may be conducted by mail or by the use of authorized communications equipment.

(C) Participation by a member in a meeting through the use of any of the means of communication described in division (B) of this section constitutes presence in person of that member at the meeting.

Finally, ORC §1702.22 indicates that members attending electronically are counted when determining if a quorum is present:

(A) (1) The voting members present in person, by the use of authorized communications equipment, by mail, or, if permitted, by proxy at any meeting of voting members shall constitute a quorum for the meeting.

Nowhere in the Canons is there an indication that such electronic attendance is not permitted. Even the letter of concern recognizes that the Canons are silent on the issue. Thus, under Ohio law, such attendance is permitted.

Hamilton DeSaussure, Jr.
Chancellor ADGL