Sample resolution for church boards RE: Corona Virus Pandemic Emergency Bylaws from Dr. Don Detrick, Associate Network Leader, NW Ministry Network.

The corona virus pandemic and accompanying governmental restrictions have brought about unprecedented challenges to standard church operating procedures, including the ability to follow the church governance documents (Bylaws or Constitution & Bylaws).  For example, we have received questions from pastors about:

·    Interruption of regularly scheduled services when our bylaws prescribe that we are to meet every Sunday, etc.

·    Bylaws that require an annual business meeting at a certain time and place.

·    Bylaws that require that elections be done during said annual business meeting.

·    Bylaws that mention “loyalty to our government” along with questions about when or how we meet for worship.

Essentially, we are facing issues we have never faced before causing dilemmas we have never considered. Richard Hammar, the top church/law expert in the USA and attorney for the General Council of the Assemblies of God, assures us that the current pandemic and governmental restrictions on meetings are not a violation of First Amendment freedom of religious rights, nor do they restrict our freedom of religion. They are a temporary inconvenience to protect the greater good of the citizens from a potential health crisis.

In addition, we have consulted with our local attorney, Caleb Stewart, and he affirms that such measures do not conflict with local or state laws or constitution. Both Hammar and Stewart urge our churches to comply with all emergency measures regarding meetings, and failure to comply places them at great risk.

In addition, for churches in both Washington and Idaho, there are emergency provisions in nonprofit corporate law that give church boards the right to enact “emergency powers” or “emergency bylaws” during a time of national or state emergency. The President of the United States and the Governors of both Washington and Idaho have declared states of emergency at the federal and state level. These declarations and other accompanying mandates about meetings and social distancing give church boards the right to enact “emergency bylaws” that would temporarily bypass any church bylaw that your church is unable to comply with, given the present state of emergency.

For example, a church board could pass a resolution as follows, or something similar, depending upon whether your church is in Washington or Idaho:

*Whereas*, the President of the United States and the Governor of the State of Washington *or* Idaho have both declared a state of emergency due to the Covid-19 Virus Pandemic, a virus that has created the need to take unprecedented measures in order to stop the spread of the virus, and

*Whereas,* those declarations and accompanying state and federal mandates have restricted gatherings and meetings, making it impossible for the annual business meeting of The Northwest District Council of the Assemblies of God DBA Northwest Ministry Network (NWMN) to take place as required by the NWMN Bylaws, and

*Whereas*, pursuant to RCW 24.03.070 and 23B.02.070 andIdaho State Nonprofit Corporation Act 30-30-207 or 30-30-303 regarding Emergency Bylaws, absent any direction to the contrary in NWMN Bylaws, current state law provides  for situations such as this, giving the board of directors (Executive Presbytery) of the NWMN authority to enact special emergency bylaws to accommodate such emergency,

*Therefore be it resolved,* that the NWMN Executive Presbytery be granted emergency power by act of this resolution to enact an emergency bylaw provision in the following manner: pursuant to the aforementioned state laws, this board resolves to bypass any and all of the current XYZ Bylaws as needed in order to comply with all federal and state requirements and/or regulations pertaining to meetings or other accompanying standard operating procedure business of the church such as elections, and

*Therefore be it further resolved*, that the NWMN Executive Presbytery be granted the power to act in any legal, reasonable and prudent manner they deem necessary to conduct such business that may conflict with current NWMN Bylaw provisions or requirements, including the suspension of an annual business meeting and other regular business until such a time as the current pandemic is resolved and emergency measures are lifted.

By this action the board of XYZ Church exercises fiduciary responsibility for protecting the best interests of the ministers and churches of the NWMN, and our mission to bring the hope of Jesus to our communities, and further agrees that this shall be in effect until such time as the Federal or State government determines the current Corona Virus Pandemic state of emergency to be over. At such time, standard operating procedures for NWMN business and compliance with regular NWMN Bylaws will resume.

Questions? Contact [dond@northwestministry.com](mailto:dond@northwestministry.com)

**Washington State NonProfit Corporate Law:  Here are the applicable RCW’s:**

### RCW [24.03.070](http://app.leg.wa.gov/RCW/default.aspx?cite=24.03.070)

### Bylaws.

The initial bylaws of a corporation shall be adopted by its board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of a corporation not inconsistent with law or the articles of incorporation. The board may adopt emergency bylaws in the manner provided by RCW [**23B.02.070**](http://app.leg.wa.gov/RCW/default.aspx?cite=23B.02.070).

[ **[1991 c 72 § 43;](http://lawfilesext.leg.wa.gov/biennium/1991-92/Pdf/Bills/Session%20Laws/Senate/5107.SL.pdf?cite=1991%20c%2072%20%C2%A7%2043;)** [**1986 c 240 § 13;**](http://leg.wa.gov/CodeReviser/documents/sessionlaw/1986c240.pdf?cite=1986%20c%20240%20%C2%A7%2013;) [**1967 c 235 § 15.**](http://leg.wa.gov/CodeReviser/documents/sessionlaw/1967c235.pdf?cite=1967%20c%20235%20%C2%A7%2015.)]

### RCW [23B.02.070](http://app.leg.wa.gov/RCW/default.aspx?cite=23B.02.070)

### Emergency bylaws.

(1) Unless the articles of incorporation provide otherwise, the board of directors of a corporation may adopt bylaws to be effective only in an emergency defined in subsection (4) of this section. The emergency bylaws, which are subject to amendment or repeal by the shareholders, may make all provisions necessary for managing the corporation during the emergency, including:

(a) Procedures for calling a meeting of the board of directors;

(b) Quorum requirements for the meeting; and

(c) Designation of additional or substitute directors.

(2) All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

(3) Corporate action taken in good faith in accordance with the emergency bylaws:

(a) Binds the corporation; and

(b) May not be used to impose liability on a corporate director, officer, employee, or agent.

(4) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.

[ **[1989 c 165 § 32.](http://leg.wa.gov/CodeReviser/documents/sessionlaw/1989c165.pdf?cite=1989%20c%20165%20%C2%A7%2032.)**]

**Idaho State Nonprofit Corporate Law:  From Title 30, Idaho Nonprofit Corporation Act:**

30-30-207. EMERGENCY BYLAWS AND POWERS. (1) Unless the articles provide otherwise, the directors of a corporation may adopt, amend or repeal bylaws to be effective only in an emergency defined in subsection (4) of this section. The emergency bylaws, which are subject to amendment or repeal by the members, may provide special procedures necessary for managing the corporation during the emergency, including: (a) How to call a meeting of the board; (b) Quorum requirements for the meeting; and (c) Designation of additional or substitute directors. (2) All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends. (3) Corporate action taken in good faith in accordance with the emergency bylaws: (a) Binds the corporation; and (b) May not be used to impose liability on a corporate director, officer, employee, or agent. (4) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. [30-30-207, added 2015, ch. 243, sec. 75, p. 973.]

30-30-303. EMERGENCY POWERS. (1) In anticipation of or during an emergency defined in subsection (4) of this section, the board of directors of a corporation may: 9 (a) Modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; and (b) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officer to do so. (2) During an emergency defined in subsection (4) of this section, unless emergency bylaws provide otherwise: (a) Notice of a meeting of the board of directors need be given only to those directors it is practicable to reach and may be given in any practicable manner, including by publication and radio; and (b) One (1) or more officers of the corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. (3) Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the corporation: (a) Binds the corporation; and (b) May not be used to impose liability on a corporate director, officer, employee or agent. (4) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. [30-30-303, added 2015, ch. 243, sec. 76, p. 975.]