

*This article presents general guidelines for Georgia nonprofit organizations as of the date written and should not be construed as legal advice. Always consult an attorney to address your particular situation.*

### **Board Governance During COVID-19**

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The policy of social distancing related to the coronavirus pandemic requires that nonprofit boards adopt alternatives to in-person meetings. Below is some guidance in order to help boards continue to effectively govern while complying with social distancing.

#### **Alternatives to In-Person Meetings**

- **Virtual Meetings**: Absent contrary language in your organization’s articles or bylaws, Georgia law allows nonprofit boards to conduct meetings by *any means of communication*, so long as all directors participating can **simultaneously hear each other** during the meeting. Conference calls or online video conferences would meet this requirement of real-time interaction (e.g., Skype, Zoom, WebEx, Microsoft Teams, etc.).
  - **Reminders**:
    - **Notice**: Although Georgia law does not require nonprofit boards to provide notice, be sure to check your organization’s articles and bylaws for any requirement to provide timely notice of a meeting location change (for example, from a physical meeting to a virtual meeting).
    - **Quorum**: A quorum must be present in order to take action in a virtual meeting just as would be required in a physical meeting. As explained above, a director is “present” at a virtual meeting so long as he or she can hear the other directors in real-time.
    - **Minutes**: It is important to remember to maintain documentation of your virtual meeting just as you would for an in-person meeting.
- **Action Without a Meeting**: If a virtual meeting is not an option for your organization, the board may still make decisions and take action by **voting in writing** (including by taking an electronic vote). Ordinarily, this action must be **unanimous** and undertaken by **all directors**. An organization’s articles or bylaws may specifically allow for this type of vote to be taken by *less than all* of the directors, but Georgia law still requires *at least a majority* of directors to approve.
  - **Action taken by the board without a physical meeting will be valid so long as:**

Dated: 3/31/2020

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1. All directors consent to the action (unless articles or bylaws state otherwise); and
2. A record of the vote is filed in the corporation's records. That record must include (1) the action taken, and (2) signatures by no fewer than the required number of directors.

### Complying with the Georgia Sunshine Laws

The Georgia Open Records Act and the Georgia Open Meetings Act (also known as the Georgia Sunshine Laws) apply to any nonprofit that receives more than one-third of its funds from a direct allocation of taxpayer dollars. More information about the Georgia Sunshine Laws generally can be found [here](#).

#### Open Meetings during COVID-19

- In general, the Open Meetings Act (OMA) requires any organization that is subject to the Sunshine Laws to ensure that all regularly scheduled meetings are open to the public. On March 16, 2020, Attorney General Chris Carr issued a press release reinforcing “the importance of continuing to operate openly and transparently in the midst of the coronavirus pandemic.” This includes continuing to meet the requirements of the OMA.
- Importantly, the OMA specifically allows organizations to conduct meetings by teleconference when “necessitated by emergency conditions involving public safety.” The organization must still comply with the OMA’s **notice requirements** and must ensure that the public can have **simultaneous access** to the virtual meeting.
  - **Notice Requirements under OMA:**
    - For regularly scheduled meetings: The time, place, and dates of regular meetings must be made available to the public and a notice containing such information must be posted at least one week before the meeting.
    - For special meetings: Written or oral notice must be given at least 24 hours before the meeting. Notice should be published in the manner in which notices of sheriff’s sales are published in the county where the meetings are regularly held.