

Opinion 96-19            **(Redacted version)**

December 10, 1996

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SUBJECT:    Opinion 96-19    Telephone conference for board meetings

Dear \_\_\_\_\_:

You recently inquired whether a board meeting, regular or special could be conducted if some or all of the directors participated from a remote site by telephone conference call. The statutory issues here are whether this arrangement constitutes a board meeting under RCW 31.12.255, and whether the remote director(s) participation constitutes their attendance under RCW 31.12.235(2). You should also review your articles and bylaws to ensure that this arrangement is permitted (or at least not prohibited) by any relevant provisions in these documents.

For the conference call arrangement to satisfy RCW 31.12.255 and .235(2), the following is required:

The credit union should have telephone equipment that allows the remote director(s) to be both heard by all board members in attendance and to hear all board members' comments. The remote director(s) must receive the board packet in advance. All directors must have the same written information and the same amount of advance time to read the information.

If additional written material is presented to the board, the remote director(s) should have immediate access to the same material by fax transmission.

The telephone conference call should last for the entire period of the board meeting so the remote director(s) can hear all the discussion on the business conducted during the meeting. A phone call that is only long enough to ask for the remote director(s)' vote on pending motions does not satisfy the statutory requirements.

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The remote director(s) will count toward a quorum for the meeting as long as all of the above requirements are fulfilled.

I hope this answers your question. If you need additional information, please do not hesitate to call me at (360) 902-8753.

Sincerely,

Linda K. Jekel  
Program Manager