

1 **SOUTHERN CALIFORNIA CONFERENCE OF SEVENTH-DAY ADVENTISTS**
2 **a California nonprofit religious corporation**

3 **BYLAWS**
4 (Amended May 15, 2011)

5 **ARTICLE 1. NAME; PURPOSE; TERRITORY; OFFICE**

6 **1.1 Name.** The name of this corporation is the Southern California Conference of
7 Seventh-day Adventists. All references in these bylaws to "the conference" or "this conference," except
8 where specifically designated otherwise, shall mean the Southern California Conference of Seventh-day
9 Adventists, a California nonprofit religious corporation.

10 **1.2 Purpose.** The objective of this conference is to teach the everlasting Gospel of our
11 Lord and Saviour Jesus Christ and the Commandments of God throughout its territory and throughout the
12 world. The conference is a nonprofit religious corporation and is not organized for the private gain of any
13 person. It is organized under the California Nonprofit Religious Corporation Law exclusively for religious
14 purposes. The conference is organized exclusively for religious purposes within the meaning of Section
15 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States
16 internal revenue law) (the "Code"). Notwithstanding any other provision of the articles of incorporation,
17 the conference shall not, except to an insubstantial degree, engage in any activities or exercise any
18 powers that are not in furtherance of the purposes of the conference, and the conference shall not carry
19 on any other activities not permitted to be carried on (1) by a corporation exempt from federal income
20 taxes under Section 501(c)(3) of the Code; or (2) by a corporation, contributions to which are deductible
21 under Section 170(c)(2) of the Code.

22 **1.3 Territory.** The territory of this conference shall consist of Los Angeles County,
23 Ventura County and portions of Kern and Santa Barbara Counties, and such other territory as may
24 hereafter come under its supervision.

25 **1.4 Principal Office.** The principal office of this conference is located at 1535 East
26 Chevy Chase Drive, Glendale, County of Los Angeles, California.

27 **ARTICLE 2. CONFERENCE CONSTITUENCY**

28 **2.1 Membership and Constituents.** Conference membership shall consist of such
29 churches as have been or shall be organized in accordance with the published policies of the General
30 Conference and the Pacific Union Conference. All regular delegates to constituency sessions shall be
31 elected from the conference membership. Together, the regular delegates and delegates at large shall
32 comprise the conference constituency. The conference has no members within the meaning of the
33 California Nonprofit Religious Corporation Law.

34 **2.2 Regular Delegates.** Regular delegates shall consist of the delegates from the
35 churches, each church being entitled to a minimum of one (1) delegate, plus one (1) additional delegate
36 for each fifty (50) members or major fraction thereof. If, using this formula, the number of regular
37 delegates will exceed one thousand (1,000), then prior to the election of regular delegates, the executive
38 committee will increase the number "fifty (50)" in the preceding sentence to that whole, even number that
39 will cause the number of regular delegates not to exceed one thousand (1,000). Delegates shall be
40 elected as outlined in the Church Manual.

41 **2.2.1 Election of Regular Delegates.** Prior to each session the president and
42 secretary with the advice and consent of the executive committee, shall initiate and administer
43 procedures for the election of regular delegates. Each church shall elect its delegates in

44 compliance with the Church Manual at a business meeting of the church and provide the
45 information required under Section 2.2.2 not later than sixteen (16) weeks prior to the session.

46 **2.2.2 Election of Delegation Chair and Pre-Session Committee Member.** These
47 delegates shall elect a delegation chair and, for a regular session, a pre-session committee
48 member. Positions of delegation chair and pre-session committee member shall be filled by
49 either a regular delegate or a delegate at large who is a member of the church delegation. The
50 pastor, church administrator or first elder shall immediately convey to the secretary the roster of
51 the church delegation, including an e-mail address for each delegate (except as provided in
52 Section 12.19.4) and indicating the delegation chair and the pre-session committee member.

53 **2.2.3 Duties of Delegation Chair.** The delegation chair shall assist the pastor to
54 encourage active participation of delegates during the session, explain procedures to delegates,
55 answer questions of delegates, and provide other assistance as required or requested by the
56 delegation. The delegation chair should arrange to attend any pre-session forums or other
57 presentations made prior to the regular session.

58 **2.2.4 Rosters of Delegates, Delegation Chairs and Pre-Session Committee.** The
59 secretary shall send to each pastor, church administrator and first elder a copy of the rosters of
60 all delegates, delegation chairs and the members of the pre-session committee.

61 **2.3 Delegates at Large.** Delegates at large, who shall not exceed regular delegates in
62 number, shall be as follows:

63 **2.3.1 Committee Members.** Members of the executive committee, the bylaws
64 committee, and the nominating committee who are not otherwise delegates;

65 **2.3.2 Licenses/Credentials.** Persons to whom this conference has issued, and who
66 are currently holding, administrative ministries credentials, administrative ministries licenses,
67 commissioned minister credentials, commissioned minister licenses, commissioned ministry of
68 teaching credentials, ministerial credentials, ministerial licenses, or missionary credentials; and

69 **2.3.3 Executive Committees of the PUC and the NAD.** Members of the executive
70 committees of the Pacific Union Conference and the North American Division who may be
71 present at any constituency session. The number of delegates under this Section 2.3.3 shall not
72 exceed ten percent (10%) of the total number of the regular delegates provided for in Section 2.2
73 of these bylaws.

74 **ARTICLE 3. PRE-SESSION PROCEDURES**

75 **3.1 Pre-Session Committee.** The pre-session committee shall consist of one (1) delegate
76 member for each church as specified in Section 2.2 of these bylaws. The pre-session committee, chaired
77 by the president of the Pacific Union Conference or his/her appointee, shall elect the nominating
78 committee. The pre-session committee shall complete its work not later than eight (8) weeks prior to the
79 session and the secretary shall deliver (as provided in Section 12.19) the minutes of its meeting to all
80 delegates within ten (10) days of such completion. The pre-session committee shall be discharged upon
81 the adjournment of the regular session.

82 **3.2 Nominating Committee.** The nominating committee shall commence its work not later
83 than six (6) weeks, and complete its work not later than two (2) weeks prior to the session, at which time
84 it shall report to the secretary. The nominating committee shall be discharged upon the adjournment of
85 the regular session.

86 **3.2.1 Composition.** The nominating committee shall consist of twenty-one (21)
87 members, including the president of the Pacific Union Conference or his/her appointee, who shall
88 chair this committee. The membership of this committee shall, as nearly as possible,
89 proportionately represent the membership of this conference, properly recognizing gender, ethnic
90 and geographical backgrounds. No more than twenty-five percent (25%) of those who were
91 members of the preceding nominating committee may serve on this committee. Incumbent
92 officers, departmental directors, associate directors and assistant directors shall not be members
93 of this committee. No more than twenty-five percent (25%) of the members of the nominating
94 committee may serve on the executive committee; conversely, no more than twenty-five percent
95 (25%) of the non-administrative members of the executive committee may serve on the
96 nominating committee. At the pre-session, representatives from each region shall make an initial
97 proportionate allocation of the nominating committee members from such region. Regions shall
98 coordinate their final allocations with the entire pre-session committee, with the entire pre-session
99 committee making a final determination of the composition and membership of the nominating
100 committee.

101 **3.2.2 Nominations.** The nominating committee shall nominate the executive officers,
102 the superintendent of schools, the bylaws committee, and the executive committee. Only the
103 nominations of the nominating committee shall be recognized by the chair for a vote by the
104 delegates.

105 **3.2.3 Procedures.** During its deliberations, the nominating committee shall adhere to
106 the following procedures:

107 a) Prior to any nomination, the members of this committee shall be provided with a
108 written position description and the qualifications for all positions to be filled. The
109 list of positions to be filled and the job descriptions must have been approved by
110 the executive committee.

111 b) Adequate time shall be given this committee to receive information on the
112 qualifications of the nominees. The committee may receive suggestions,
113 comments and other testimony from delegates who may wish to appear before
114 the committee. During all of its deliberations, the nominating committee
115 proceedings shall be closed. However, the nominating committee may invite the
116 president and other knowledgeable and interested persons to be present during
117 its deliberations.

118 c) The members of the nominating committee and other persons who may be
119 present during its deliberations shall endeavor to preserve the confidentiality of
120 all matters discussed by this committee and shall take the necessary precautions
121 to protect the privacy of individuals who become subjects of their deliberations.

122 **3.2.4 Report.** Upon completion of its deliberations, the nominating committee shall
123 issue a report of its nominations to the secretary who shall distribute a copy to all delegates
124 within two (2) business days following receipt. This report shall include the time and place of a
125 special meeting of the nominating committee, which shall occur not less than seven (7) days prior
126 to the session. At this meeting delegates may appear to present comments to the report for the
127 nominating committee's further consideration. If the nominating committee shall elect to make
128 any changes to its report prior to formal presentation at the session, any changes, together with
129 the reason(s) for such change(s), shall be reported to the delegates.

130 **3.3 Session Preparation.** Prior to each regular session the president and secretary,
131 with the advice and consent of the executive committee, shall initiate and administer preparatory
132 procedures as follows:

133 **3.3.1 Proposed Agenda Items.** No later than twelve (12) weeks prior to the session,
134 a church may submit to the executive committee proposed agenda items that have been

135 approved by either a majority of its (i) delegates, (ii) church board, or (iii) the church in business
136 meeting. The president, with the advice and consent of the executive committee, shall establish
137 the agenda for the session.

138 **3.3.2 Proposed Amendments to the Articles and Bylaws.** The bylaws committee
139 shall submit its report to the executive committee not later than eight (8) weeks prior to the
140 session. The secretary shall include any proposed amendments in the session report.

141 **3.3.3 Session Report.** The secretary shall publish a session report, comprised of the
142 following two parts:

143 a) A complete electronic report, which shall include the agenda, minutes, proposed
144 actions, roster(s), articles of incorporation and bylaws, and other reports required
145 by these bylaws, which will be distributed to all delegates as provided in
146 Section 12.19.

147 b) A hard copy of basic materials, to be distributed to delegates at the session,
148 which shall consist of the agenda, proposed actions, session voting materials,
149 and materials essential to the conducting of session business.

150 **ARTICLE 4. CONSTITUENCY SESSIONS**

151 **4.1 Regular Sessions.** This conference shall hold a regular quadrennial session at such
152 dates and places as the executive committee shall designate within the territory of this conference. The
153 purpose of this session is to receive reports, elect executive officers and the superintendent of schools,
154 establish committees, and transact other business.

155 **4.2 Special Sessions.** Special constituency sessions may be convened (i) by the
156 executive committee, or (ii) upon the request in writing of one-fifth (1/5) of the constituent churches (as
157 voted by church board(s) or church(es) in business meeting(s)) or (iii) the vote of the delegates at any
158 constituency session. The constituency delegates shall be comprised of regular delegates and delegates
159 at large, elected as provided in Sections 2.2 and 2.3 of these bylaws. The executive committee shall
160 establish the pre-session calendar and procedures for a special session.

161 **4.3 Notice.** Notice of both regular and special sessions shall be published in the official
162 publication of the Pacific Union Conference (which is currently the *Pacific Union Recorder*). Such notice,
163 giving the purpose, date, time and place of said sessions, shall be published at least once, not more than
164 twelve (12) weeks nor less than two (2) weeks prior to the date of each session. In the event publication
165 of such official publication ceases or the publication schedule will not satisfy the notice requirements of
166 Section 4.3 of these bylaws, the executive committee shall use an alternative and comparable form of
167 notice, which may include a mailing to each household in the conference or such other form of notice
168 provided in Section 12.19.

169 **4.4 Regular Session Procedures.**

170 **4.4.1 Session Officers.** The president or his/her appointee shall preside at meetings
171 of the session. The secretary shall keep a complete and accurate record of the proceedings of
172 the session. There shall also be a parliamentarian and associate parliamentarians elected by the
173 executive committee.

174 **4.4.2 Agenda.** The agenda established under Section 3.3.1 of these bylaws may be
175 modified by the vote of the majority of the delegates present at the beginning of the session.

176 **4.4.3 Voting.** Voting for the executive officers and the superintendent of schools shall
177 be by secret ballot. When requested by the delegates present and voting, other votes shall also

178 be by secret ballot; otherwise the mode of voting shall be at the discretion of the chair. All
179 delegates must be present in person at any constituency session to be eligible to vote. There
180 shall be no voting by proxy.

181 **4.4.4 Session Minutes.** Within six (6) weeks following the end of each session, the
182 secretary shall deliver a copy of the minutes to the delegates for such session, along with
183 information on how delegates may submit proposed revisions to such minutes. The minutes of
184 the session, along with any proposed revisions, shall then be submitted to the incoming executive
185 committee for approval. The minutes, as approved, shall then be distributed by the secretary to
186 all delegates of both the session covered by such minutes and the following session.

187 **4.5 Voting and Quorum.** The voting delegates of this conference, when in session,
188 shall include regular delegates and delegates at large. A quorum, which shall be established at the
189 beginning of a duly called or held session, shall consist of sixty percent (60%) of the regular delegates.
190 Except as provided below, in the absence of a quorum, no business shall be transacted, and the only
191 motion that the chair shall entertain is a motion to adjourn. However, by vote of a majority of the
192 delegates present, the meeting may be adjourned for brief periods of time. If adjourned for less than
193 three (3) weeks, no notice of the new meeting need be given. The delegates present at a duly called or
194 duly held meeting, at which a quorum is present, may continue to transact business until adjournment or
195 adjourn, even if enough regular delegates have withdrawn to leave less than a quorum, if the votes for
196 any action taken (other than adjournment) include at least a majority of the regular delegates required to
197 constitute a quorum (i.e., more than thirty percent (30%) of the regular delegates).

198 **ARTICLE 5. EXECUTIVE COMMITTEE**

199 **5.1 Purpose.** The executive committee is the board of directors of the conference, and the
200 members of the executive committee are the directors. The executive committee shall act on behalf of
201 the conference membership between sessions.

202 **5.2 Composition.** The executive committee shall be composed of thirty-one (31)
203 members and shall proportionately reflect the ethnic composition of this conference and provide for
204 representation of the regions within this conference. It shall include the president, the secretary, the
205 treasurer, the vice president, the region directors, and the superintendent of schools. The balance shall
206 be divided among five (5) denominational employees (one (1) from each region) and sixteen (16) lay
207 persons who are not employed by the denomination. For purposes of this section, not more than one (1)
208 nonemployee spouse of a denominational employee may serve on the executive committee, and in the
209 event of such a selection, that person may be designated either in the category of a denominational
210 employee or a layperson. The overall composition of the lay membership shall be gender-inclusive.

211 **5.3 Qualifications.** Any person nominated and elected to serve as a member of the
212 executive committee shall be or shall become a member of a constituent church and shall remain a
213 member in good standing during his/her term of office. Any member who is absent from a duly called
214 meeting of the executive committee three (3) times in one (1) year or eight (8) times during his/her term of
215 office shall cease to be qualified to serve as a member but might be re-elected by the executive
216 committee upon a showing of good cause. At least one-fourth (1/4) of all non-administrative members
217 shall, if possible, be re-elected at each session. No non-administrative member shall serve more than two
218 (2) consecutive terms. Each member is expected to have the ability to receive e-mail and other electronic
219 communications and have regular access to the Internet.

220 **5.4 Election and Term of Office.** The members of the executive committee shall be
221 elected at the regular session of this conference and shall hold office until their successors are elected
222 and assume their duties.

223 **5.5 Duties and Powers.** The executive committee shall establish committees and elect,
224 employ, discharge and terminate for cause officers, committee members and employees and shall bring
225 about such distribution of its workers as may be necessary to execute its work effectively. The executive
226 committee shall have full administrative power to:

227 **5.5.1 Vacancies.** Fill, for the current term, any vacancies that may occur by death,
228 resignation or other causes, in the officers, boards, committees, or departments of this
229 conference; and

230 **5.5.2 Licenses/Credentials.** Grant and withdraw credentials and licenses.

231 **5.5.3 Two-Thirds Vote.** The withdrawal of credentials or filling of vacancies on the
232 executive committee under Section 5.5 of these bylaws shall require a two-thirds (2/3) vote of the
233 members of the executive committee.

234 **5.6 Meetings.**

235 **5.6.1 Regular Meetings.** At least four (4) regular meetings shall be held each
236 calendar year at the principal office of this conference, or other locations specified in the notice,
237 at stated times determined by the executive committee.

238 **5.6.2 Notice.** Written notice of the date, time and place of the regular meetings of the
239 executive committee, together with an agenda, supporting materials, and minutes of the previous
240 meeting, shall be delivered as provided in Section 12.19 to each executive committee member no
241 fewer than seven (7) days prior to the date of such meetings.

242 **5.6.3 Quorum.** The majority of the executive committee shall constitute a quorum.
243 Except as specifically provided otherwise in these bylaws, the acts and decisions of the executive
244 committee shall require a majority vote of those in attendance at a meeting at which a quorum is
245 present. The members present at a duly called or duly held meeting, at which a quorum is
246 present, may continue to transact business until adjournment, even if enough members have
247 withdrawn to leave less than a quorum, if the votes for any action taken (other than adjournment)
248 include at least a majority of the members required to constitute a quorum (i.e., at least nine [9] of
249 the members of executive committee).

250 **5.6.4 Special Meetings.**

251 a) Special meetings of the executive committee may be called at any time by the
252 president.

253 b) The president or secretary shall call a special meeting upon the written request
254 of five (5) or more members of the executive committee.

255 c) Notice of special meetings shall be delivered as provided in Section 12.19 at
256 least four (4) days before the meeting date, or delivered in person or by
257 telephone (or similar means of direct electronic communication to which the
258 recipient responds promptly confirming receipt, such as a text message) at least
259 forty-eight (48) hours before the meeting time.

260 d) Special meetings may be held by telephone conference or similar communication
261 equipment, provided that all executive committee members participating can
262 hear one another.

263 e) Any action required or permitted to be taken by the executive committee may be
264 taken without a meeting, if all members of the executive committee shall
265 individually or collectively consent in writing to such action, as provided in
266 Section 12.19. Such action by written consent shall have the same force and
267 effect as a unanimous vote of the executive committee at a meeting duly called

268 and noticed. Each such written consent or consents shall be filed with the
269 minutes of the proceedings of the executive committee.

270 **5.6.5 Waiver of Notice.** The transactions of any meeting of the executive committee,
271 however called and noticed, or wherever held, shall be as valid as though taken at a meeting duly
272 held after regular call and notice if (a) a quorum is present, and (b) either before or after the
273 meeting, each of the members not present signs either (i) a written waiver of notice, (ii) a consent
274 to holding the meeting, or (iii) an approval of the minutes.

275 **5.6.6 Chair Pro Tem.** In the absence of the president, secretary, treasurer, and vice
276 president, the executive committee shall elect a chair pro tem.

277 **5.7 Inspection of Records.** Each member of the executive committee shall have a
278 reasonable right to inspect those conference books, records, documents, and properties as may be
279 reasonably related to his/her decision-making responsibilities.

280 **ARTICLE 6. OFFICERS**

281 **6.1 Conference Officers.** The administrative officers of this conference shall be the
282 executive officers (the president, secretary, treasurer, and vice president) and the region directors for
283 those regions established by the executive committee. The executive officers and region directors shall
284 have additional duties in conformance with General Conference policy and as assigned by the executive
285 committee. Additional officers as may be deemed necessary to fulfill the objectives of the conference
286 shall be elected by the delegates in session or by the executive committee between sessions. The
287 officers shall proportionately reflect, as nearly as possible, the ethnic composition of this conference. The
288 term, authority, and duties of any additional officers shall be prescribed by the delegates or the executive
289 committee at the time of their election.

290 **6.1.1 Qualifications.** Any person nominated and elected to serve as an officer of this
291 conference shall be or shall become a member in good standing of a constituent church and shall
292 remain a member in good standing during his/her term of service.

293 **6.1.2 Election and Term of Office.** Executive officers and the superintendent of
294 schools shall be elected by secret ballot at each regular constituency session and shall hold
295 office until the next regular session, unless requested by the executive committee to continue in
296 office until their successors are elected and assume their duties.

297 **6.2 Duties.** The duties of the executive officers and the region directors of this conference
298 shall be as follows:

299 **6.2.1 President.**

- 300 a) To serve as chief executive officer of this conference and to preside at all regular
301 and special constituency sessions and meetings of the executive committee.
- 302 b) To affix the signature of this conference to all papers and instruments, in writing,
303 that may require the same.
- 304 c) To make a written report to the delegates of the regular constituency sessions.
- 305 d) To supervise and manage, subject to the directions of the executive committee,
306 the officers and employees of this conference, and to exercise the power and
307 perform the duties usually exercised and performed by a president that are
308 consistent with the articles of incorporation and these bylaws.

- 309 **6.2.2 Secretary.**
310 a) To keep a full and complete record of the proceedings of the executive
311 committee and all constituency sessions, and to distribute the minutes of the
312 executive committee meetings and constituency sessions.
313 b) To cause all notices to be given in accordance with the provisions of these
314 bylaws or as required by law.
315 c) To make a written report to the delegates of the regular constituency sessions.
316 d) To keep, at the principal office of this conference, a membership list and other
317 records of this conference.
318 e) To countersign all papers and instruments that may require this officer's
319 signature.
320 f) To preside at executive committee meetings in the absence of the president.
321 g) To serve as the non-voting recording secretary of the pre-session committee and
322 to perform the duties that pertain to this office as outlined in these bylaws.
323 h) To perform all other duties that pertain to this office and as may be required by
324 the executive committee that are consistent with these bylaws.

- 325 **6.2.3 Treasurer.**
326 a) To keep an account of all monies received and expended for the use of this
327 conference, and to make disbursements authorized by the executive committee.
328 b) To make and file in the principal office of this conference, during each and every
329 calendar year, a report in writing or in any other form capable of being converted
330 into written form, showing the amount and nature of the business done by this
331 conference during the preceding calendar year; and to make and submit such
332 other written reports and statements as may be required by the executive
333 committee.
334 c) To make a written report to the delegates of the regular constituency sessions.
335 d) To preside at executive committee meetings in the absence of the president and
336 secretary.
337 e) To perform all duties that pertain to this office and as may be required by the
338 executive committee that are consistent with these bylaws. The treasurer is
339 required to file a bond for the faithful performance of this officer's duties.

- 340 **6.2.4 Vice President.**
341 a) To assist the president in the general work of this conference.
342 b) To make a written report to the delegates of the regular constituency sessions.
343 c) To preside at executive committee meetings in the absence of the president,
344 secretary and treasurer.
345 d) To perform all duties that pertain to this office and as may be required by the
346 executive committee that are consistent with these bylaws.

- 347 **6.2.5 Region Directors.** The qualifications, election and term of office of the region
348 directors shall be as set forth in the "Region Structure Proposal of May 19, 1996," as revised
349 September 30, 2003. The duties of the region directors of this conference shall be as follows:
350 a) To serve as one of the officers of the conference as a channel by which pastoral,
351 church and conference needs are expressed and addressed.
352 b) To coordinate personal and public evangelism, oversee church development, staff all
353 assigned churches in consultation with the region committee and the president,

- 354 nurture ministerial workers and their families, and plan ministerial meetings,
355 workshops, seminars, and/or convocations with assigned churches.
- 356 c) To chair one (1) region committee which shall be comprised of representative
357 pastors and lay persons within assigned churches.
- 358 d) To perform all duties that pertain to this office and as may be required by the
359 president or the executive committee that are consistent with these bylaws.

360 **ARTICLE 7. DEPARTMENTS AND DEPARTMENTAL DIRECTORS**

361 **7.1 Establishing Departments.** All departments shall be established or eliminated as
362 required by the vote of the delegates in a constituency session or by the executive committee between
363 sessions.

364 **7.2 Departmental Directors.** Departmental directors shall work under the direction of
365 the executive committee and the president and shall serve in a resource and advisory relationship to the
366 churches.

367 **7.2.1 Associate and Assistant Departmental Directors.** Associate directors and
368 assistant directors may be elected at such times as deemed necessary.

369 **7.2.2 Qualifications.** Any person nominated and elected to serve as a departmental
370 director, associate director or assistant director of this conference shall be or shall become a
371 member in good standing of a constituent church and shall remain a member in good standing
372 during his/her term of service.

373 **7.2.3 Election and Term of Office.** The departmental directors, associate directors
374 and assistant directors shall be elected by the executive committee after each regular session of
375 this conference and shall proportionately reflect the ethnic composition of this conference. They
376 shall hold office until replaced by the executive committee following the next regular session,
377 unless requested by the executive committee to continue in office until their successors are
378 elected and assume their duties.

379 **7.2.4 Duties.** The duties and responsibilities of the departmental directors, associate
380 directors and assistant directors shall be established by the executive committee in harmony with
381 the accepted practices of the Seventh-day Adventist denomination as provided in the general
382 working policies of the North American Division and custom established by practice.

383 **ARTICLE 8. COMMITTEES**

384 **8.1 Bylaws Committee.**

385 **8.1.1 Purpose and Organization.** The bylaws committee, composed of ten (10)
386 members (with two (2) members from each region within the conference), shall review the articles
387 of incorporation and bylaws to determine their continued relevance and appropriateness. The
388 secretary shall serve as a nonvoting invitee of the committee. The bylaws committee shall submit
389 a report to the delegates at the regular sessions. No later than two (2) years following the
390 session during which this committee was elected, the president shall call the members together
391 for the initial meeting of the committee. The president shall preside over the initial meeting of the
392 committee solely for the purpose of overseeing the committee's election of a chair and a
393 committee secretary.

394 **8.1.2 Proposals for Amendments.** At least three (3) months prior to a regular
395 session, the committee shall announce a time and place for submitting written proposals for

396 amendments to the committee for consideration and review. Such announcement shall be by
397 written notice to (i) the pastors, (ii) the delegates, and (iii) the first elders. All proposals must be
398 submitted in writing to the committee chair or conference secretary (for delivery to the committee)
399 at least one (1) week prior to the meeting of the committee where such proposal will be
400 presented and shall include the changes proposed together with an explanation for such
401 proposal.

402 **8.2 Budget and Finance Committee.**

403 **8.2.1 Election and Composition.** The executive committee shall elect a budget and
404 finance committee composed of eighteen (18) members and proportionately reflecting the ethnic
405 composition of this conference. Such committee shall be composed of ten (10) laypersons (two
406 (2) from each region), five (5) pastors (one (1) from each region), and one (1) person from the
407 conference educational work, all having expertise relating to the work of the committee. Such
408 committee shall also include the treasurer who shall chair such committee and one (1) other
409 member of the conference administration.

410 **8.2.2 Audit Review.** The budget and finance committee shall constitute an auditing
411 committee that shall review, annually, the audit of all conference accounts, subject to final
412 approval by the executive committee.

413 **8.3 Asset Management Committee.**

414 **8.3.1 Purpose.** The executive committee shall elect an asset management committee
415 to oversee the property, trust and related legal affairs of the conference in harmony with these
416 bylaws and in compliance with applicable laws and regulations.

417 **8.3.2 Selection and Composition.** Within sixty (60) days following the regular
418 session of the constituency, the executive committee shall elect the asset management
419 committee, which (a) shall serve at the discretion of the executive committee; (b) shall be
420 composed of fifteen (15) members proportionately reflecting the ethnic composition of this
421 conference, one of whom shall be the president (who shall chair the committee) and one of whom
422 shall be the asset management officer (described in the next paragraph); and (c) shall be
423 composed of individuals having expertise or background that will contribute to the work of the
424 committee.

425 **8.3.3 Asset Management Officer.** The executive committee shall elect as the asset
426 management officer an employee of the conference (or someone who becomes an employee
427 concurrently with such election) who shall have authority to countersign papers and instruments
428 related to the conference's legal affairs.

429 **8.3.4 Meeting Without Notice.** Any action that the asset management committee is
430 required or permitted to take may be taken without a meeting if all asset management committee
431 members consent in writing to the action. Such action by unanimous written consent shall have
432 the same force and effect as any other validly approved asset management committee action. All
433 such consents shall be filed with the minutes of the proceedings of the asset management
434 committee.

435 **8.4 Committee Governance.**

436 **8.4.1 Establishment and Term.** The delegates in session or the executive committee
437 between sessions may, by resolution adopted by the executive committee, establish committees
438 to serve at the pleasure of the executive committee. Unless elected for a shorter period, the term
439 of committee members shall commence at the start of the first regular meeting of the executive

440 committee immediately following a regular session, and shall end at the start of the first regular
441 meeting of the executive committee immediately following the subsequent regular session.

442 **8.4.2 Meeting Time and Notice.** The time of regular meetings of committees may be
443 determined either by resolution of the executive committee or by resolution of the committee.
444 Where reasonably possible, meeting times will be set to accommodate the schedules of lay
445 members. Written notice of the date, time and place of the regular meetings of all committees
446 described in this article, together with an agenda and supporting materials, shall be delivered as
447 provided in Section 12.19 to each committee member no fewer than seven (7) days prior to the
448 date of such meetings, unless the committee votes otherwise.

449 **8.4.3 Rules and Vacancies.** The executive committee may adopt rules for the
450 governance of the committees described in this article, including attendance and quorum
451 standards. The executive committee shall also fill vacancies on the committees described in this
452 article. The provisions of this Section 8.4 shall apply to all conference committees and boards,
453 including region committees.

454 **ARTICLE 9. FUNDS**

455 **9.1 Applicable Policy.** The title and all other funds shall be used in harmony with the
456 financial policies of the General Conference and the North American Division, and in the case of
457 donations, their use shall be in harmony with the specifications of the donors.

458 **9.2 Safeguarding Funds.** The funds of this conference shall be safeguarded in
459 harmony with the financial policies of the General Conference and the North American Division. Monies
460 shall be deposited in the name of the conference in regular or special accounts, or savings institutions, as
461 the executive committee shall designate, and shall be withdrawn only by persons authorized by resolution
462 of the executive committee.

463 **ARTICLE 10. BUDGET AND AUDIT**

464 **10.1 Budget.** This conference shall prepare an annual budget in harmony with the financial
465 policies of the General Conference and the North American Division.

466 **10.2 Personnel Compensation and Expense Audit.** The executive committee,
467 with the president of the Pacific Union Conference, or, in his/her absence, the treasurer of the Pacific
468 Union Conference, serving as chair, shall constitute an employee compensation committee to review,
469 annually, the compensation and expenses of all of the conference employees and to set compensation
470 rates for the subsequent year.

471 **10.3 Conference Audit.** All accounting records of this conference shall be audited at
472 least annually by the General Conference Auditing Service, and the records of this conference or any of
473 its subsidiary units shall at all times be open to said auditors.

474 **ARTICLE 11. PROPERTY TITLE**

475 **11.1 Legal Title to Property.** The legal title to the property acquired by all churches
476 comprising the membership of this conference shall be vested in the name of the conference. The same
477 shall apply to the property acquired by all institutions owned and operated by this conference.

478 **11.2 Dissolution or Separation of Local Church.** Whenever a local church or
479 congregation is dissolved or expelled from the sisterhood of churches by a majority vote of the delegates
480 in session, legal title to the property used or held by the local church shall be or shall remain vested in the
481 the conference for the benefit of the general membership of this conference.

482
483 **ARTICLE 12. GENERAL PROVISIONS**

484 **12.1 Parliamentary Rules.** The usual parliamentary rules as laid down in the current
485 edition of *Robert's Rules of Order, Newly Revised* shall govern all deliberations at constituency sessions,
486 executive committee meetings, and meetings of all committees of this conference when not in conflict
487 with these bylaws.

488 **12.2 General Conference; North American Division; Pacific Union**
489 **Conference.** All references in these bylaws to the "General Conference" shall mean the General
490 Conference of Seventh-day Adventists. All references in these bylaws to the "North American Division"
491 shall mean the North American Division of the General Conference of Seventh-day Adventists. All
492 references in these bylaws to the "Pacific Union Conference" shall mean the Pacific Union Conference of
493 Seventh-day Adventists.

494 **12.3 Church.** All references in these bylaws to "church" or "churches" or "constituent
495 churches" shall mean those churches that have been duly organized and accepted into the sisterhood of
496 churches in this conference.

497 **12.4 Indemnification.** This conference shall indemnify any person who is serving or has
498 served as a member of the executive committee (or committees established by the executive committee
499 or these bylaws), or as an officer or departmental director or associate director or assistant director of the
500 conference (and his/her executor, administrator and heirs) against all reasonable expenses (including,
501 but not limited to, judgments, costs, and legal fees) actually and necessarily incurred by him/her in
502 connection with the defense of any litigation, action, suit, or proceeding, civil, criminal, or administrative,
503 to which he/she may have been a party by reason of being or having been a member of the executive
504 committee (or committees established by the executive committee or these bylaws), or an officer or
505 departmental director or associate director or assistant director of the conference, except he/she shall
506 have no right to reimbursement for matters in which he/she has been adjudged liable to the conference
507 for negligence or misconduct in the performance of his/her duties.

508 **12.5 Delegate.** All references in these bylaws to "delegate(s)," except where specifically
509 designated otherwise, shall mean regular delegate(s) or delegates at large, as described in Article 2.

510 **12.6 Session.** All references in these bylaws to "session(s)," except where specifically
511 designated otherwise, shall mean a regular or special constituency session(s), as described in Article 4.

512 **12.7 Amendments; Dissolution.** These bylaws may be amended by the majority vote
513 of the delegates present at a regular or special session of this conference. The articles of incorporation
514 for the conference may be amended by a two-thirds (2/3) vote of the delegates present at a regular or
515 special session of this conference. This conference may be dissolved by a three-fourth (3/4) vote of the
516 delegates present and voting at a regular or special session of this conference, provided notice of the
517 proposal to dissolve shall be given in the call for the session.

518 **12.8 Titles of Officers and Executive Committee.** All references in these bylaws to
519 "president," "secretary," "treasurer," or "vice president," except where specifically designated otherwise,
520 shall mean one (1) of the executive officers of this conference. Further, all references in these bylaws to
521 "executive committee," except where specifically designated otherwise, shall mean the executive
522 committee of this conference.

523 **12.9 Non-administrative Members.** All references in these bylaws to "non-
524 administrative members of the executive committee" shall mean executive committee members who are
525 neither officers, departmental directors, associate directors nor assistant directors of this conference.

526 **12.10 Titles and Captions.** The titles of the articles and the captions of the sections and
527 subsections of these bylaws are for convenience only and shall neither limit nor amplify nor otherwise
528 constitute a part of the provisions of these bylaws.

529 **12.11 Waivers of Breach.** The waiver (whether knowingly or unknowingly) by the
530 delegates, committees, officers or employees of this conference of a breach of any provision of these
531 bylaws shall not be deemed a continuing waiver or a waiver of any subsequent breach, whether of the
532 same or another provision of these bylaws.

533 **12.12 Members in Good Standing.** All references in these bylaws to “members in good
534 standing” shall mean member(s) who are not under censure as defined in the Church Manual.

535 **12.13 Mandatory and Optional Terms.** At all times throughout these bylaws the words
536 “shall” and “must” are mandatory and obligatory. The words “may” and “might” are optional or
537 discretionary with the delegates, committees, officers or employees of this conference.

538 **12.14 Termination for Cause.** The phrase, “for cause,” when used in connection with
539 removal from an elected or appointed position, shall include, but not be limited to, (i) failure to maintain
540 qualifications for the position, (ii) incompetence, (iii) persistent failure to cooperate with duly constituted
541 authority in substantive matters and with relevant employment and denominational policies, and
542 (iv) actions that may be subject to discipline under the Church Manual. The reason for such removal
543 shall be communicated to the person being removed.

544 **12.15 Discharge.** The non-pejorative term “discharge” shall mean the termination or
545 removal from service for reasons other than “for cause” of officers, committee members and employees.

546 **12.16 General Terms of Service.** All officers, committee members and employees of
547 this conference shall be elected, appointed or employed for a specific purpose and term; and, provided
548 they maintain their qualifications, shall serve until the completion of their purpose or term, unless they
549 (i) resign, (ii) are discharged, or (iii) are terminated for cause by the executive committee. Any individual
550 for whom removal from office through discharge or termination for cause is pending may request, and
551 shall be provided, a hearing pursuant to the standard conciliation policy of the General Conference of
552 Seventh-day Adventists.

553 **12.17 Church Manual; Working Policy.** All references in these bylaws to the “Church
554 Manual” shall mean the current edition of the *Seventh-day Adventist Church Manual*. The provisions of
555 the Church Manual and the North American Division of the General Conference Working Policy, so far as
556 they shall apply, shall cover any matters not specifically covered by these bylaws as though the same
557 were set forth herein at length.

558 **12.18 Proportionate Representation.** This conference shall adhere to the principle of
559 proportionate representation of the diverse groups comprising its membership in the election and
560 appointment of officers, departmental directors and associates, committee members, educators and other
561 personnel in all strata of its operations.

562 **12.19 Notices.** Except as otherwise provided in these bylaws, notice and service of
563 documents, *e.g.*, minutes, agendas, reports, etc., shall be deemed effective upon deposit in a mail box of
564 the United States Postal Service, correctly addressed to the recipient with sufficient postage attached
565 thereto. However, at the discretion of the sender, electronic communication may be used for any such
566 materials to be distributed under these bylaws. Notice by electronic communication shall be valid if:

567 **12.19.1** Delivered by (a) facsimile telecommunication or electronic mail when directed to
568 the facsimile number or electronic mail address, respectively, for that recipient on record with the
569 conference; (b) posting on an electronic message board or network that the conference has
570 designated for those communications, together with a separate notice to the recipient of the
571 posting, which transmission shall be validly delivered on the later of the posting or delivery of the
572 separate notice of it; or (c) other means of electronic communication;

573 **12.19.2** To a recipient at an e-mail address provided by that recipient (or as provided
574 under Section 2.2.2). (It shall be the responsibility of each recipient to keep his or her committee
575 chair and secretary informed of the recipient's correct address.); and

576 **12.19.3** In a form that creates a record that is capable of retention, retrieval, and review,
577 and that may thereafter be rendered into clearly legible tangible form by the recipient.

578 **12.19.4** Notwithstanding the foregoing, in the case of notices or delivery of materials to
579 constituency session delegates, such notices shall be delivered either (a) to the delegate at the
580 e-mail address provided by that delegate, or (b) if no e-mail address is available for such
581 delegate, the electronic communication may be directed to the pastor, church administrator or
582 first elder of the church where the delegate is a member, and it will be the responsibility of the
583 such recipient to deliver such notice or materials to the delegate. Solely with respect to the 2015
584 constituency session, in the event that a delegate has neither Internet access nor the ability to
585 obtain hard copies of delegate materials under clause (b) of this paragraph, the delegate may
586 submit a written request to the secretary requesting that materials for that delegate be mailed to
587 that delegate at an address provided by the delegate.

588 **12.20 Member Inquiries**. The conference, its schools, and its congregations will each
589 make a reasonable effort to operate in an open manner, making information available to its respective
590 members and constituents either in an ongoing manner (e.g., postings on web pages) or upon request.
591 In the event a member or constituent requests information of the conference or a member's congregation
592 or a constituent's school, such information need not be provided unless (a) it is of a nonconfidential
593 nature, (b) it is for a purpose reasonably related to the member's or constituent's interest as a member or
594 constituent, (c) it is capable of being reasonably and easily provided, and (d) it is not part of a pattern of
595 multiple or abusive requests by any individual or group of individuals. Determinations regarding release
596 of information in response to information requests shall be made (i) by the executive officers of the
597 conference, in the case of conference matters; (ii) by the church board, in the case of congregation
598 matters, or (iii) by the school board, in the case of school matters. In the event of a disagreement over
599 such a determination, the final determination regarding such release of information shall be made (A) by
600 the executive committee, in the case of conference matters, (B) by the applicable region committee, in
601 the case of congregation matters, and (C) by the conference board of education, in the case of school
602 matters. Such determinations shall be final.