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BYLAWS
OF THE
SOUTHERN CALIFORNIA CONFERENCE

May 17, 2015

BYLAWS

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

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BYLAWS
(Amended May 15, 2011)

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ARTICLE 1. NAME; PURPOSE; TERRITORY; PRINCIPAL OFFICE

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

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

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

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

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ARTICLE 2. CONFERENCE CONSTITUENCY

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

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

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2.2.1 Election of Regular Delegates. Prior to each session the president and secretary with the advice and consent of the executive committee, shall initiate and administer procedures for the election of regular delegates. Each church shall elect its delegates in compliance with the Church Manual at a business meeting of the church and provide the information required under Section 2.2.2 not later than sixteen (16) weeks prior to the session.

240 **2.2.2 Election of Delegation Chair and Pre-Session Committee Member.** These
241 delegates shall elect a delegation chair and, for a regular session, a pre-session committee
242 member. Positions of delegation chair and pre-session committee member shall be filled by
243 either a regular delegate or a delegate at large ~~who is a member of the church delegation~~. The
244 pastor, church administrator or first elder shall immediately convey to the secretary the roster of
245 the church delegation, including an e-mail address for each delegate (except as provided in
246 Section 12.19.4) and indicating the delegation chair and the pre-session committee member.

247 **2.2.3 Duties of Delegation Chair.** The delegation chair shall assist the church pastor
248 to encourage active participation of delegates during the session, explain procedures to
249 delegates, answer questions of delegates, and provide other assistance as required or requested
250 by the delegation. The delegation chair should arrange to attend any pre-session forums or other
251 presentations made prior to the regular session.

252 **2.2.4 Rosters of Delegates, Delegation Chairs and Pre-Session Committee.** The
253 secretary shall send to each pastor, church administrator and first elder a copy of the rosters of all
254 delegates, delegation chairs and the members of the pre-session committee.

255 **2.3 Delegates at Large.** Delegates at large, who shall not exceed regular delegates in
256 number, shall be as follows:

257 **2.3.1 Committee Members.** Members of the executive committee, the bylaws
258 committee, and the nominating committee who are not otherwise delegates;

259 **2.3.2 Licenses/Credentials.** Persons to whom this ~~conference~~ Conference has
260 issued, and who are currently holding, administrative ministries credentials, administrative
261 ministries licenses, commissioned minister credentials, commissioned minister licenses,
262 commissioned ministry of teaching credentials, ministerial credentials, ministerial licenses, or
263 missionary credentials; and

264 **2.3.3 Executive Committees of the PUC and the NAD.** Members of the executive
265 committees of the Pacific Union Conference and the North American Division who may be present
266 at any constituency session. The number of delegates under this Section 2.3.3 shall not exceed
267 ten percent (10%) of the total number of the regular delegates provided for in Section 2.2 of these
268 bylaws.

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

270 **3.1 Pre-Session Committee.** The pre-session committee shall consist of one (1)
271 delegate member for each church as specified in Section 2.2 of these bylaws. The pre-session
272 committee, chaired by the president of the Pacific Union Conference or his/her appointee, shall elect the
273 nominating committee. The pre-session committee shall complete its work not later than eight (8) weeks
274 prior to the session and the secretary shall deliver (as provided in Section 12.19) the minutes of its
275 meeting to all delegates within ten (10) days of such completion. The pre-session committee shall be
276 ~~discharged~~ dissolved upon the adjournment of the regular session.

277 **3.2 Nominating Committee.** The nominating committee shall commence its work not
278 later than six (6) weeks, and complete its work not later than two (2) weeks prior to the session, at which
279 time it shall report to the secretary. The nominating committee shall be ~~discharged~~ dissolved upon the
280 adjournment of the regular session.

281 **3.2.1 Composition.** The nominating committee shall consist of twenty-one (21)
282 members, including the president of the Pacific Union Conference or his/her appointee, who shall
283 chair this committee. The membership of this committee shall, as nearly as possible,

284 proportionately represent the membership of this ~~conference~~ **Conference**, properly recognizing
285 gender, ethnic and geographical backgrounds. No more than ~~twenty-five percent (25%)~~ **five (5)** of
286 ~~those who were~~ members of the preceding nominating committee may serve on this committee.
287 Incumbent officers, **region directors**, departmental directors, associate directors and assistant
288 directors shall not be members of this committee. No more than ~~twenty-five percent (25%)~~ of the
289 **five (5)** members of the nominating committee may serve on the executive committee; conversely,
290 no more than ~~twenty-five percent (25%)~~ of the **five (5)** non-administrative members of the
291 executive committee may serve on the nominating committee. At the pre-session,
292 representatives from each region shall make an initial proportionate allocation of the nominating
293 committee members from such region. Regions shall coordinate their final allocations with the
294 entire pre-session committee, with the entire pre-session committee making a final determination
295 of the composition and membership of the nominating committee.

296 **3.2.2 Nominations.** The nominating committee shall nominate the executive officers,
297 the superintendent of schools, the bylaws committee, and the executive committee. Only the
298 nominations of the nominating committee shall be recognized by the chair for a vote by the
299 delegates.

300 **3.2.3 Procedures.** During its deliberations, the nominating committee shall adhere to
301 the following procedures:

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

306 b) Adequate time shall be given this committee to receive information on the
307 qualifications of the nominees. The committee may receive suggestions,
308 comments and other testimony from delegates who may wish to appear before
309 the committee. During all of its deliberations, the nominating committee
310 proceedings shall be ~~closed~~ **conducted in closed-door sessions**. However, the
311 nominating committee may invite the president and other knowledgeable and
312 interested persons to be present during its deliberations.

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

317 **3.2.4 Report.** Upon completion of its deliberations, the nominating committee shall
318 issue a report of its nominations to the secretary who shall distribute a copy to all delegates within
319 two (2) business days following receipt. This report shall include the time and place of a special
320 meeting of the nominating committee, which shall occur not less than seven (7) days prior to the
321 session. At this meeting delegates may appear to present comments to the report for the
322 nominating committee's further consideration. If the nominating committee shall elect to make
323 any changes to its report prior to formal presentation at the session, any changes, together with
324 the reason(s) for such change(s), shall be reported to the delegates.

325 **3.3 Session Preparation.** Prior to each regular session the president and secretary,
326 with the advice and consent of the executive committee, shall initiate and administer preparatory
327 procedures as follows:

328 **3.3.1 Proposed Agenda Items.** No later than twelve (12) weeks prior to the session, a
329 church may submit to the executive committee proposed agenda items that have been approved
330 by either a majority of its (i) delegates, (ii) church board, or (iii) the church in business meeting.
331 The president, with the advice and consent of the executive committee, shall establish the agenda
332 for the session.

376 **4.4.4 Session Minutes.** Within six (6) weeks following the end of each session, the
377 secretary shall deliver a copy of the minutes to the delegates for such session, along with
378 information on how delegates may submit proposed revisions to such minutes. The minutes of
379 the session, along with any proposed revisions, shall then be submitted to the incoming executive
380 committee for approval. The minutes, as approved, shall then be distributed by the secretary to
381 all delegates of both the session covered by such minutes and the following session.

382 **4.5 Voting and Quorum.** The voting delegates of this ~~conference~~ **Conference**, when in
383 session, shall include regular delegates and delegates at large. A quorum, which shall be established at
384 the beginning of a duly called or held session, shall consist of sixty percent (60%) of the regular delegates.
385 Except as provided below, in the absence of a quorum, no business shall be transacted, and the only
386 motion that the chair shall entertain is a motion to adjourn. However, by vote of a majority of the delegates
387 present, the meeting may be adjourned for brief periods of time. If adjourned for less than three (3)
388 weeks, no notice of the new meeting need be given. The delegates present at a duly called or duly held
389 meeting, at which a quorum is present, may continue to transact business until adjournment or adjourn,
390 even if enough regular delegates have withdrawn to leave less than a quorum, if the votes for any action
391 taken (other than adjournment) include at least a majority of the regular delegates required to constitute a
392 quorum (i.e., more than thirty percent (30%) of the regular delegates).

393 **ARTICLE 5. EXECUTIVE COMMITTEE**

394 **5.1 Purpose.** The executive committee is the board of directors of the ~~conference~~
395 **Conference**, and the members of the executive committee are the directors. The executive committee
396 shall act on behalf of the ~~conference~~ **Conference** membership between sessions.

397 **5.2 Composition.** The executive committee shall be composed of thirty-one (31)
398 members and shall proportionately reflect the ethnic composition of this ~~conference~~ **Conference** and
399 provide for representation of the regions within this ~~conference~~ **Conference**. It shall include the president,
400 the secretary, the treasurer, the vice president, the region directors, and the superintendent of schools.
401 The balance shall be divided among five (5) denominational employees (one (1) from each region) and
402 sixteen (16) lay persons who are not employed by the denomination. For purposes of this section, not
403 more than one (1) nonemployee spouse of a denominational employee may serve on the executive
404 committee, and in the event of such a selection, that person may be designated either in the category of a
405 denominational employee or a layperson. The overall composition of the lay membership shall be gender-
406 inclusive.

407 **5.3 Qualifications.** Any person nominated and elected to serve as a member of the
408 executive committee shall be or shall become a member of a constituent church and shall remain a
409 member in good standing during his/her term of office. Any member who is absent from a duly called
410 meeting of the executive committee three (3) times in one (1) year or eight (8) times during his/her term of
411 office shall cease to be qualified to serve as a member but might be re-elected by the executive
412 committee upon a showing of good cause. At least ~~one-fourth (1/4)~~ **five (5)** of all non-administrative
413 members shall, if possible, be re-elected at each session. ~~No non-administrative member shall serve~~
414 ~~more than two (2) consecutive terms.~~ Each member is expected to have the ability to receive e-mail and
415 other electronic communications and have regular access to the Internet.

416 **5.4 Election and Term of Office.** The members of the executive committee shall be
417 elected at the regular session of this ~~conference~~ **Conference** and shall hold office until their successors
418 are elected and assume their duties. ~~No non-administrative member shall serve more than two (2)~~
419 ~~consecutive terms.~~

420 **5.5 Duties and Powers.** The executive committee shall establish committees and elect,
421 employ, discharge, **disolve** and terminate for cause officers, committee members and employees and

422 shall bring about such distribution of its workers as may be necessary to execute its work effectively. The
423 executive committee shall have full administrative power to:

424 **5.5.1 Vacancies.** Fill, for the current term, any vacancies that may occur by death,
425 resignation or other causes, in the officers, boards, committees, or departments of this
426 ~~conference~~ **Conference**; and

427 **5.5.2 Licenses/Credentials.** Grant and withdraw credentials and licenses.

428 **5.5.3 Two-Thirds Vote.** The withdrawal of credentials or filling of vacancies on the
429 executive committee under Section 5.5 of these bylaws shall require a two-thirds (2/3) vote of the
430 members of the executive committee.

431 **5.6 Meetings.**

432 **5.6.1 Regular Meetings.** At least four (4) regular meetings shall be held each calendar
433 year at the principal office of this ~~conference~~ **Conference**, or other locations specified in the
434 notice, at stated times determined by the executive committee.

435 **5.6.2 Notice.** Written notice of the date, time and place of the regular meetings of the
436 executive committee, together with an agenda, supporting materials, and minutes of the previous
437 meeting, shall be delivered as provided in Section 12.19 to each executive committee member ~~no~~
438 ~~fewer~~ **not less** than seven (7) days prior to the date of such meetings.

439 **5.6.3 Quorum.** The majority of the executive committee shall constitute a quorum.
440 Except as specifically provided otherwise in these bylaws, the acts and decisions of the executive
441 committee shall require a majority vote of those in attendance at a meeting at which a quorum is
442 present. The members present at a duly called or duly held meeting, at which a quorum is
443 present, may continue to transact business until adjournment, even if enough members have
444 withdrawn to leave less than a quorum, if the votes for any action taken (other than adjournment)
445 include at least a majority of the members required to constitute a quorum (i.e., at least nine [9] of
446 the members of executive committee).

447 **5.6.4 Special Meetings.**

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

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

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

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

460 e) Any action required or permitted to be taken by the executive committee may be
461 taken without a meeting, if all members of the executive committee shall
462 individually or collectively consent in writing to such action, as provided in
463 Section 12.19. Such action by written consent shall have the same force and
464 effect as a unanimous vote of the executive committee at a meeting duly called
465 and noticed. Each such written consent or consents shall be filed with the
466 minutes of the proceedings of the executive committee.

- 507 **6.2.2 Secretary.**
508 a) To keep a full and complete record of the proceedings of the executive committee
509 and all constituency sessions, and to distribute the minutes of the executive
510 committee meetings and constituency sessions.
511 b) To cause all notices to be given in accordance with the provisions of these bylaws
512 or as required by law.
513 c) To make a written report to the delegates of the regular constituency sessions.
514 d) To keep, at the principal office of this ~~conference~~ **Conference**, a membership list
515 and other records of this ~~conference~~ **Conference**.
516 e) To countersign all papers and instruments that may require this officer's
517 signature.
518 f) To preside at executive committee meetings in the absence of the president.
519 g) To serve as the non-voting recording secretary of the pre-session committee and
520 to perform the duties ~~that~~ **which** pertain to this office as outlined in these bylaws.
521 h) To perform all other duties that pertain to this office and as may be required by
522 the executive committee that are consistent with these bylaws.

523 **6.2.3 Treasurer.**

- 524 a) To keep an account of all monies received and expended for the use of this
525 ~~conference~~ **Conference**, and to make disbursements authorized by the executive
526 committee.
527 b) To make and file in the principal office of this ~~conference~~ **Conference**, during
528 each and every calendar year, a report in writing or in any other form capable of
529 being converted into written form, showing the amount and nature of the business
530 done by this ~~conference~~ **Conference** during the preceding calendar year; and to
531 make and submit such other written reports and statements as may be required
532 by the executive committee.
533 c) To make a written report to the delegates of the regular constituency sessions.
534 d) To preside at executive committee meetings in the absence of the president and
535 secretary.
536 e) To perform all duties that pertain to this office and as may be required by the
537 executive committee ~~that~~ **which** are consistent with these bylaws. The treasurer is
538 required to file a bond for the faithful performance of this officer's duties.

539 **6.2.4 Vice President.**

- 540 a) To assist the president in the general work of this ~~conference~~ **Conference**.
541 b) To make a written report to the delegates of the regular constituency sessions.
542 c) To preside at executive committee meetings in the absence of the president,
543 secretary and treasurer.
544 d) To perform all duties that pertain to this office and as may be required by the
545 executive committee ~~that~~ **which** are consistent with these bylaws.

546 **6.2.5 Region Directors.** The qualifications, election and term of office of the region
547 directors shall be as set forth in the "Region Structure Proposal of May 19, 1996" as revised
548 September 30, 2003. The duties of the region directors of this ~~conference~~ **Conference** shall be as
549 follows:

- 550 a) To serve as one of the officers of the ~~conference~~ **Conference** as a channel by which
551 pastoral, church and ~~conference~~ **Conference** needs are expressed and addressed.

- 552 b) To coordinate personal and public evangelism, oversee church development, staff all
553 assigned churches in consultation with the region committee and the president,
554 nurture ministerial workers and their families, and plan ministerial meetings,
555 workshops, seminars, and/or convocations with assigned churches.
- 556 c) To chair one (1) region committee which shall be comprised of representative pastors
557 and lay persons within assigned churches.
- 558 d) To perform all duties that pertain to this office and as may be required by the
559 president or the executive committee ~~that~~ **which** are consistent with these bylaws.

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

561 **7.1 Establishing Departments.** All departments shall be established or eliminated as
562 required by the vote of the delegates in a constituency session or by the executive committee between
563 sessions.

564 **7.2 Departmental Directors.** Departmental directors shall work under the direction of
565 the executive committee and the president and shall serve in a resource and advisory relationship to the
566 churches.

567 **7.2.1 Associate and Assistant Departmental Directors.** Associate directors and
568 assistant directors may be elected at such times as deemed necessary.

569 **7.2.2 Qualifications.** Any person nominated and elected to serve as a departmental
570 director, associate director or assistant director of this ~~conference~~ **Conference** shall be or shall
571 become a member in good standing of a constituent church and shall remain a member in good
572 standing during his/her term of service.

573 **7.2.3 Election and Term of Office.** The departmental directors, associate directors
574 and assistant directors shall be elected by the executive committee after each regular session of
575 this ~~conference~~ **Conference** and shall proportionately reflect the ethnic composition of this
576 ~~conference~~ **Conference**. They shall hold office until replaced by the executive committee following
577 the next regular session, unless requested by the executive committee to continue in office until
578 their successors are elected and assume their duties.

579 **7.2.4 Duties.** The duties and responsibilities of the departmental directors, associate
580 directors and assistant directors shall be established by the executive committee in ~~harmony~~
581 **accordance** with the accepted practices of the Seventh-day Adventist denomination as provided in
582 the general working policies of the North American Division and custom established by practice.

583 **ARTICLE 8. COMMITTEES**

584 **8.1 Bylaws Committee.**

585 **8.1.1 Purpose and Organization.** The bylaws committee, composed of ten (10)
586 members (with two (2) members from each region within the ~~conference~~ **Conference**), shall
587 review the articles of incorporation and bylaws to determine their continued relevance and
588 appropriateness. The secretary shall serve as a nonvoting invitee of the committee. The bylaws
589 committee shall submit a report to the delegates at the regular sessions. No later than two (2)
590 years following the session during which this committee was elected, the president shall call the
591 members together for the initial meeting of the committee. The president shall preside over the
592 initial meeting of the committee solely for the purpose of overseeing the committee's election of a
593 chair and a committee secretary.

594 **8.1.2 Proposals for Amendments.** At least three (3) months prior to a regular
595 session, the committee shall announce a time and place for submitting written proposals for
596 amendments to the committee for consideration and review. Such announcement shall be by
597 written notice to (i) the pastors, (ii) the delegates, and (iii) the first elders. All proposals must be
598 submitted in writing to the committee chair or ~~conference~~ **Conference** secretary (for delivery to the
599 committee) at least one (1) week prior to the meeting of the committee where such proposal will
600 be presented and shall include the changes proposed together with an explanation for such
601 proposal.

602 **8.2 Budget and Finance Committee.**

603 **8.2.1 Election and Composition.** The executive committee shall elect a budget and
604 finance committee composed of eighteen (18) members and proportionately reflecting the ethnic
605 composition of this ~~conference~~ **Conference**. Such committee shall be composed of ten (10)
606 laypersons (two (2) from each region), five (5) pastors (one (1) from each region), and one (1)
607 person from the ~~conference~~ **Conference** educational work, all having expertise relating to the work
608 of the committee. Such committee shall also include the treasurer who shall chair such
609 committee and one (1) other member of the ~~conference~~ **Conference** administration.

610 **8.2.2 Audit Review.** The budget and finance committee shall constitute an auditing
611 committee that shall review, annually, the audit of all ~~conference~~ **Conference** accounts, subject to
612 final approval by the executive committee.

613 **8.3 Asset Management Committee.**

614 **8.3.1 Purpose.** The executive committee shall elect an asset management committee
615 to oversee the property, trust and related legal affairs of the ~~conference~~ **Conference** in harmony
616 with these bylaws and in compliance with applicable laws and regulations.

617 **8.3.2 Selection and Composition.** Within sixty (60) days following the regular session
618 of the constituency, the executive committee shall elect the asset management committee, which
619 (a) shall serve at the discretion of the executive committee; (b) shall be composed of fifteen (15)
620 members proportionately reflecting the ethnic composition of this ~~conference~~ **Conference**, one of
621 whom shall be the president (who shall chair the committee) and one of whom shall be the asset
622 management officer (described in the next paragraph); and (c) shall be composed of individuals
623 having expertise or background that will contribute to the work of the committee.

624 **8.3.3 Asset Management Officer.** The executive committee shall elect as the asset
625 management officer an employee of the ~~conference~~ **Conference** (or someone who becomes an
626 employee concurrently with such election) who shall have authority to countersign papers and
627 instruments related to the ~~conference~~ **Conference** legal affairs.

628 **8.3.4 Meeting Without Notice.** Any action that the asset management committee is
629 required or permitted to take may be taken without a meeting if all asset management committee
630 members consent in writing to the action. Such action by unanimous written consent shall have
631 the same force and effect as any other validly approved asset management committee action. All
632 such consents shall be filed with the minutes of the proceedings of the asset management
633 committee.

634 **8.4 Committee Governance.**

635 **8.4.1 Establishment and Term.** The delegates in session or the executive committee
636 between sessions may, by resolution adopted by the executive committee, establish committees
637 to serve at the ~~pleasure~~ **on behalf** of the executive committee. Unless elected for a shorter
638 period, the term of committee members shall commence at the start of the first regular meeting of

639 the executive committee immediately following a regular session, and shall end at the start of the
640 first regular meeting of the executive committee immediately following the subsequent regular
641 session.

642 **8.4.2 Meeting Time and Notice.** The time of regular meetings of committees may be
643 determined either by resolution of the executive committee or by resolution of the committee.
644 Where reasonably possible, meeting times will be set to accommodate the schedules of lay
645 members. Written notice of the date, time and place of the regular meetings of all committees
646 described in this article, together with an agenda and supporting materials, shall be delivered as
647 provided in Section 12.19 to each committee member ~~no fewer~~ **not less** than seven (7) days prior
648 to the date of such meetings, unless the committee votes otherwise.

649 **8.4.3 Rules and Vacancies.** The executive committee may adopt rules for the
650 governance of the committees described in this article, including attendance and quorum
651 standards. The executive committee shall also fill vacancies on the committees described in this
652 article. The provisions of this Section 8.4 shall apply to all ~~conference~~ **Conference** committees
653 and boards, including region committees.

654 **ARTICLE 9. FUNDS**

655 **9.1 Applicable Policy.** The title and all other funds shall be used in ~~harmony~~
656 **accordance** with the financial policies of the General Conference and the North American Division, and in
657 the case of donations, their use shall be in harmony with the specifications of the donors.

658 **9.2 Safeguarding Funds.** The funds of this ~~conference~~ **Conference** shall be
659 safeguarded in ~~harmony~~ **accordance** with the financial policies of the General Conference and the North
660 American Division. Monies shall be deposited in the name of the ~~conference~~ **Conference** in regular or
661 special accounts, or savings institutions, as the executive committee shall designate, and shall be
662 withdrawn only by persons authorized by resolution of the executive committee.

663 **ARTICLE 10. BUDGET AND AUDIT**

664 **10.1 Budget.** This ~~conference~~ **Conference** shall prepare an annual budget in ~~harmony~~
665 **accordance** with the financial policies of the General Conference and the North American Division.

666 **10.2 Personnel Compensation and Expense Audit.** The executive committee,
667 with the president of the Pacific Union Conference, or, in his/her absence, the treasurer of the Pacific
668 Union Conference, serving as chair, shall constitute an employee compensation committee to review,
669 annually, the compensation and expenses of all of the ~~conference~~ **Conference** employees and to set
670 compensation rates for the subsequent year.

671 **10.3 Conference Audit.** All accounting records of this ~~conference~~ **Conference** shall be
672 audited at least annually by the General Conference Auditing Service, and the records of this ~~conference~~
673 **Conference** or any of its subsidiary units shall at all times be open to said auditors.

674 **ARTICLE 11. PROPERTY TITLE**

675 **11.1 Legal Title to Property.** The legal title to the property acquired by all churches
676 comprising the membership of this ~~conference~~ **Conference** shall be vested in the name of the ~~conference~~
677 **Conference**. The same shall apply to the property acquired by all institutions owned and operated by this
678 ~~conference~~ **Conference**.

679 **11.2 Dissolution or Separation of Local Church.** Whenever a local church or
680 congregation is dissolved or expelled from the sisterhood of churches by a majority vote of the delegates
681 in session, legal title to the property used or held by the local church shall be or shall remain vested in the
682 the ~~conference~~ **Conference** for the benefit of the general membership of this ~~conference~~ **Conference**.

683

684 **ARTICLE 12. GENERAL PROVISIONS**

685 **12.1 Parliamentary Rules.** The usual parliamentary rules as laid down in the current
686 edition of *Robert's Rules of Order, Newly Revised* shall govern all deliberations at constituency sessions,
687 executive committee meetings, and meetings of all committees of this ~~conference~~ **Conference** when not in
688 conflict with these bylaws.

689 **12.2 General Conference; North American Division; Pacific Union**
690 **Conference.** All references in these bylaws to the "General Conference" shall mean the General
691 Conference of Seventh-day Adventists. All references in these bylaws to the "North American Division"
692 shall mean the North American Division of the General Conference of Seventh-day Adventists. All
693 references in these bylaws to the "Pacific Union Conference" shall mean the Pacific Union Conference of
694 Seventh-day Adventists.

695 **12.3 Church.** All references in these bylaws to "church" or "churches" or "constituent
696 churches" shall mean those churches that have been duly organized and accepted into the sisterhood of
697 churches in this ~~conference~~ **Conference**.

698 **12.4 Indemnification.** This ~~conference~~ **Conference** shall indemnify any person who is
699 serving or has served as a member of the executive committee (or committees established by the
700 executive committee or these bylaws), or as an officer or departmental director or associate director or
701 assistant director of the ~~conference~~ **Conference** (and his/her executor, administrator and heirs) against all
702 reasonable expenses (including, but not limited to, judgments, costs, and legal fees) actually and
703 necessarily incurred by him/her in connection with the defense of any litigation, action, suit, or proceeding,
704 civil, criminal, or administrative, to which he/she may have been a party by reason of being or having been
705 a member of the executive committee (or committees established by the executive committee or these
706 bylaws), or an officer or departmental director or associate director or assistant director of the ~~conference~~
707 **Conference**, except he/she shall have no right to reimbursement for matters in which he/she has been
708 adjudged liable to the ~~conference~~ **Conference** for negligence or misconduct in the performance of his/her
709 duties.

710 **12.5 Delegate.** All references in these bylaws to "delegate(s)," except where specifically
711 designated otherwise, shall mean regular delegate(s) or delegates at large, as described in Article 2.

712 **12.6 Session.** All references in these bylaws to "session(s)," except where specifically
713 designated otherwise, shall mean a regular or special constituency session(s), as described in Article 4.

714 **12.7 Amendments; Dissolution.** These bylaws may be amended by the majority vote
715 of the delegates present at a regular or special session of this ~~conference~~ **Conference**. This ~~conference~~
716 **Conference** may be dissolved by a three-fourth (3/4) vote of the delegates present and voting at a regular
717 or special session of this ~~conference~~ **Conference**, provided notice of the proposal to dissolve shall be
718 given in the call for the session.

719 **12.8 Titles of Officers and Executive Committee.** All references in these bylaws to
720 "president," "secretary," "treasurer," or "vice president," except where specifically designated otherwise,
721 shall mean one (1) of the executive officers of this ~~conference~~ **Conference**. Further, all references in
722 these bylaws to "executive committee," except where specifically designated otherwise, shall mean the
723 executive committee of this ~~conference~~ **Conference**.

724 **12.9 Non-administrative Members.** All references in these bylaws to "non-
725 administrative members of the executive committee" shall mean executive committee members who are

726 neither officers, departmental directors, associate directors nor assistant directors of this ~~conference~~
727 **Conference**.

728 **12.10 Titles and Captions.** The titles of the articles and the captions of the sections and
729 subsections of these bylaws are for convenience only and shall neither limit nor amplify nor otherwise
730 constitute a part of the provisions of these bylaws.

731 **12.11 Waivers of Breach.** The waiver (whether knowingly or unknowingly) by the
732 delegates, committees, officers or employees of this ~~conference~~ **Conference** of a breach of any provision
733 of these bylaws shall not be deemed a continuing waiver or a waiver of any subsequent breach, whether
734 of the same or another provision of these bylaws.

735 **12.12 Members in Good Standing.** All references in these bylaws to “members in good
736 standing” shall mean member(s) who are not under censure as defined in the Church Manual.

737 **12.13 Mandatory and Optional Terms.** At all times throughout these bylaws the words
738 “shall” and “must” are mandatory and obligatory. The words “may” and “might” are optional or
739 discretionary with the delegates, committees, officers or employees of this ~~conference~~ **Conference**.

740 **12.14 Termination for Cause.** The phrase, “for cause,” when used in connection with
741 removal from an elected or appointed position, shall include, but not be limited to, (i) failure to maintain
742 qualifications for the position, (ii) incompetence, (iii) persistent failure to cooperate with duly constituted
743 authority in substantive matters and with relevant employment and denominational policies, and
744 (iv) actions that may be subject to discipline under the Church Manual. The reason for such removal shall
745 be communicated to the person being removed.

746 **12.15 Discharge.** The non-pejorative term “discharge” shall mean the termination or
747 removal from service for reasons other than “for cause” of officers, committee members and employees.

748 **12.16 General Terms of Service.** All officers, committee members and employees of
749 this ~~conference~~ **Conference** shall be elected, appointed or employed for a specific purpose and term; and,
750 provided they maintain their qualifications, shall serve until the completion of their purpose or term, unless
751 they (i) resign, (ii) are discharged, or (iii) are terminated for cause by the executive committee. Any
752 individual for whom removal from office through discharge or termination for cause is pending may
753 request, and shall be provided, a hearing pursuant to the standard conciliation policy of the General
754 Conference of Seventh-day Adventists.

755 **12.17 Church Manual; Working Policy.** All references in these bylaws to the “Church
756 Manual” shall mean the current edition of the *Seventh-day Adventist Church Manual*. The provisions of
757 the Church Manual and the North American Division of the General Conference Working Policy, so far as
758 they shall apply, shall cover any matters not specifically covered by these bylaws as though the same
759 were set forth herein at length.

760 **12.18 Proportionate Representation.** This ~~conference~~ **Conference** shall adhere to the
761 principle of proportionate representation of the diverse groups comprising its membership in the election
762 and appointment of officers; departmental directors, associates, **and assistants**; committee members;
763 educators and other personnel in all strata of its operations.

764 **12.19 Notices.** Except as otherwise provided in these bylaws, notice and service of
765 documents, e.g., minutes, agendas, reports, etc., shall be deemed effective upon deposit in a mail box of
766 the United States Postal Service, correctly addressed to the recipient with sufficient postage attached
767 thereto. However, at the discretion of the sender, electronic communication may be used for any such
768 materials to be distributed under these bylaws. Notice by electronic communication shall be valid if:

769 **12.19.1 Electronic Communication.** Delivered by (a) facsimile telecommunication or
770 electronic mail when directed to the facsimile number or electronic mail address, respectively, for
771 that recipient on record with the ~~conference~~ **Conference**; (b) posting on an electronic message
772 board or network that the ~~conference~~ **Conference** has designated for those communications,
773 together with a separate notice to the recipient of the posting, which transmission shall be validly

774 delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of
775 electronic communication;

776 **12.19.2 Recipient Responsibility.** To a recipient at an e-mail address provided by that
777 recipient (or as provided under Section 2.2.2). (It shall be the responsibility of each recipient to
778 keep his or her committee chair and secretary informed of the recipient's correct address). ~~and~~

779 **12.19.3 Permanent Record.** In a form that creates a record that is capable of retention,
780 retrieval, and review, and that may thereafter be rendered into clearly legible tangible form by the
781 recipient.

782 **12.19.4 Alternatives.** Notwithstanding the foregoing, in the case of notices or delivery of
783 materials to constituency session delegates, such notices shall be delivered either (a) to the
784 delegate at the e-mail address provided by that delegate, or (b) if no e-mail address is available
785 for such delegate, the electronic communication may be directed to the pastor, church
786 administrator or first elder of the church where the delegate is a member, and it will be the
787 responsibility of the such recipient to deliver such notice or materials to the delegate. ~~Solely with~~
788 ~~respect to the 2015 constituency session, in the event that a delegate has neither Internet access~~
789 ~~nor the ability to obtain hard copies of delegate materials under clause (b) of this paragraph, the~~
790 ~~delegate may submit a written request to the secretary requesting that materials for that delegate~~
791 ~~be mailed to that delegate at an address provided by the delegate.~~

792 **12.20 Member Inquiries.** The ~~conference~~ **Conference**, its schools, and its congregations
793 will each make a reasonable effort to operate in an open manner, making information available to its
794 respective members and constituents either in an ongoing manner (e.g., postings on web pages) or upon
795 request. In the event a member or constituent requests information of the ~~conference~~ **Conference** or a
796 member's congregation or a constituent's school, such information need not be provided unless (a) it is of
797 a nonconfidential nature, (b) it is for a purpose reasonably related to the member's or constituent's interest
798 as a member or constituent, (c) it is capable of being reasonably and easily provided, and (d) it is not part
799 of a pattern of multiple or abusive requests by any individual or group of individuals. Determinations
800 regarding release of information in response to information requests shall be made (i) by the executive
801 officers of the ~~conference~~ **Conference**, in the case of ~~conference~~ **Conference** matters; (ii) by the church
802 board, in the case of congregation matters, or (iii) by the school board, in the case of school matters. In
803 the event of a disagreement over such a determination, the final determination regarding such release of
804 information shall be made (A) by the executive committee, in the case of ~~conference~~ **Conference** matters,
805 (B) by the applicable region committee, in the case of congregation matters, and (C) by the ~~conference~~
806 **Conference** board of education, in the case of school matters. Such determinations shall be final.