

**FINAL DRAFT**

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BYLAWS  
OF THE  
SOUTHERN CALIFORNIA CONFERENCE

May 17, 2015

BYLAWS

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

197 **BYLAWS**  
198 (Amended May 15, 2011)

199 **ARTICLE 1. NAME; PURPOSE; TERRITORY; PRINCIPAL OFFICE**

200 **1.1 Name.** The name of this corporation is the Southern California Conference of Seventh-  
201 day Adventists. All references in these bylaws to “the ~~conference~~ **Conference**” or “this ~~conference~~  
202 **Conference,**” except where specifically designated otherwise, shall mean the Southern California  
203 Conference of Seventh-day Adventists, a California nonprofit religious corporation.

204 **1.2 Purpose.** The objective of this ~~conference~~ **Conference** is to teach the everlasting  
205 Gospel of our Lord and Saviour Jesus Christ and the Commandments of God throughout its territory and  
206 throughout the world. The ~~conference~~ **Conference** is a nonprofit religious corporation and is not organized  
207 for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law  
208 exclusively for religious purposes. The ~~conference~~ **Conference** is organized exclusively for religious  
209 purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the  
210 corresponding section of any future United States internal revenue law) (the "Code"). Notwithstanding any  
211 other provision of the articles of incorporation, the ~~conference~~ **Conference** shall not, except to an  
212 insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the  
213 purposes of the ~~conference~~ **Conference**, and the ~~conference~~ **Conference** shall not carry on any other  
214 activities not permitted to be carried on (1) by a corporation exempt from federal income taxes under  
215 Section 501(c)(3) of the Code; or (2) by a corporation, contributions to which are deductible under Section  
216 170(c)(2) of the Code.

217 **1.3 Territory.** The territory of this ~~conference~~ **Conference** shall consist of Los Angeles  
218 County, Ventura County and portions of Kern and Santa Barbara Counties, and such other territory as  
219 may hereafter come under its supervision.

220 **1.4 Principal Office.** The principal office of this ~~conference~~ **Conference** is located at  
221 1535 East Chevy Chase Drive, **City of** Glendale, County of Los Angeles, California.

222 **ARTICLE 2. CONFERENCE CONSTITUENCY**

223 **2.1 Membership and Constituents.** Conference membership shall consist of such  
224 churches as have been or shall be organized in accordance with the published policies of the General  
225 Conference and the Pacific Union Conference. All regular delegates to constituency sessions shall be  
226 elected from **within** the ~~conference~~ **Conference** membership. Together, the regular delegates and  
227 delegates at large shall comprise the ~~conference~~ **Conference** constituency. The ~~conference~~ **Conference**  
228 has no members within the meaning of the California Nonprofit Religious Corporation Law.

229 **2.2 Regular Delegates.** Regular delegates shall consist of the delegates from the  
230 churches, each church being entitled to a minimum of one (1) delegate, plus one (1) additional delegate  
231 for each fifty (50) members or major fraction thereof. If, using this formula, the number of regular  
232 delegates will exceed one thousand (1,000), then prior to the election of regular delegates, the executive  
233 committee will increase the number “fifty (50)” in the preceding sentence to that whole, even number that  
234 will cause the number of regular delegates not to exceed one thousand (1,000). Delegates shall be  
235 elected as outlined in the Church Manual.

236 **2.2.1 Election of Regular Delegates.** Prior to each session the president and  
237 secretary with the advice and consent of the executive committee, shall initiate and administer

238 procedures for the election of regular delegates. Each church shall elect its delegates in  
239 compliance with the Church Manual at a business meeting of the church and provide the  
240 information required under Section 2.2.2 not later than sixteen (16) weeks prior to the session.

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

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

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

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

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

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

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

## 270 **ARTICLE 3. PRE-SESSION PROCEDURES**

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

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

282           **3.2.1 Composition.** The nominating committee shall consist of twenty-one (21)  
283 members, including the president of the Pacific Union Conference or his/her appointee, who shall  
284 chair this committee. The membership of this committee shall, as nearly as possible,  
285 proportionately represent the membership of this ~~conference~~ **Conference**, properly recognizing  
286 gender, ethnic and geographical backgrounds. No more than ~~twenty-five percent (25%)~~ **five (5)** of  
287 ~~those who were~~ members of the preceding nominating committee may serve on this committee.  
288 Incumbent officers, **region directors**, departmental directors, associate directors and assistant  
289 directors shall not be members of this committee. No more than ~~twenty-five percent (25%)~~ of the  
290 **five (5)** members of the nominating committee may serve on the executive committee; conversely,  
291 no more than ~~twenty-five percent (25%)~~ of the **five (5)** non-administrative members of the  
292 executive committee may serve on the nominating committee. At the pre-session,  
293 representatives from each region shall make an initial proportionate allocation of the nominating  
294 committee members from such region. Regions shall coordinate their final allocations with the  
295 entire pre-session committee, with the entire pre-session committee making a final determination  
296 of the composition and membership of the nominating committee.

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

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

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

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

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

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

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

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

332 The president, with the advice and consent of the executive committee, shall establish the agenda  
333 for the session.

334 **3.3.2 Proposed Amendments to the Articles and Bylaws.** The bylaws committee  
335 shall submit its report to the executive committee not later than eight (8) weeks prior to the  
336 session. The secretary shall include any proposed amendments in the session report.

337 **3.3.3 Session Report.** The secretary shall publish a session report, comprised of the  
338 following two parts:

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

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

## 346 **ARTICLE 4. CONSTITUENCY SESSIONS**

347 **4.1 Regular Sessions.** This ~~conference~~ **Conference** shall hold a regular quadrennial  
348 session at such dates and places as the executive committee shall designate within the territory of this  
349 ~~conference~~ **Conference**. The purpose of this session is to receive reports, elect executive officers and the  
350 superintendent of schools, establish committees, and transact other business.

351 **4.2 Special Sessions.** Special constituency sessions may be convened (i) by the  
352 executive committee, or (ii) upon the request in writing of one-fifth (1/5) of the constituent churches (as  
353 voted by church board(s) or church(es) in business meeting(s)) or (iii) the vote of the delegates at any  
354 constituency session. The constituency delegates shall be comprised of regular delegates and delegates  
355 at large, elected as provided in Sections 2.2 and 2.3 of these bylaws. The executive committee shall  
356 establish the pre-session calendar and procedures for a special session.

357 **4.3 Notice.** Notice of both regular and special sessions shall be published in the official  
358 publication of the Pacific Union Conference (which is currently the *Pacific Union Recorder*). Such notice,  
359 giving the purpose, date, time and place of said sessions, shall be published at least once, not more than  
360 twelve (12) weeks nor less than two (2) weeks prior to the date of each session. In the event publication  
361 of such official publication ceases or the publication schedule will not satisfy the notice requirements of  
362 Section 4.3 of these bylaws, the executive committee shall use an alternative and comparable form of  
363 notice, which may include a mailing to each household in the ~~conference~~ **Conference** or such other form  
364 of notice provided in Section 12.19.

### 365 **4.4 Regular Session Procedures.**

366 **4.4.1 Session Officers.** The president or his/her appointee shall preside at meetings  
367 of the session. The secretary shall keep a complete and accurate record of the proceedings of  
368 the session. There shall also be a parliamentarian and associate parliamentarians elected by the  
369 executive committee.

370 **4.4.2 Agenda.** The agenda established under Section 3.3.1 of these bylaws may be  
371 modified by the vote of the majority of the delegates present at the beginning of the session.

372 **4.4.3 Voting.** Voting for the executive officers and the superintendent of schools shall  
373 be by secret ballot. When requested by the delegates present and voting, other votes shall also  
374 be by secret ballot; otherwise the mode of voting shall be at the discretion of the chair. All



375 delegates must be present in person at any constituency session to be eligible to vote. ~~There~~  
376 ~~shall be no voting by proxy.~~

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

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

## 394 **ARTICLE 5. EXECUTIVE COMMITTEE**

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

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

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

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

421 **5.5 Duties and Powers.** The executive committee shall establish committees and elect,  
422 employ, discharge, ~~dissolve~~ and terminate for cause officers, committee members and employees and  
423 shall bring about such distribution of its workers as may be necessary to execute its work effectively. The  
424 executive committee shall have full administrative power to:

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

428 **5.5.2 Licenses/Credentials.** Grant and withdraw credentials and licenses.

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

432 **5.6 Meetings.**

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

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

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

448 **5.6.4 Special Meetings.**

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

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

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

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

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

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

468 **5.6.5 Waiver of Notice.** The transactions of any meeting of the executive committee,  
469 however called and noticed, or wherever held, shall be as valid as though taken at a meeting duly  
470 held after regular call and notice if (a) a quorum is present, and (b) ~~either before or after the~~  
471 ~~meeting,~~ each of the members not present signs either (i) a written waiver of notice, (ii) a consent  
472 to holding the meeting, or (iii) an approval of the minutes.

473 **5.6.6 Chair Pro Tem.** In the absence of the president, secretary, treasurer, and vice  
474 president, the executive committee shall elect a chair pro tem.

475 **5.7 Inspection of Records.** Each member of the executive committee shall have a  
476 reasonable right to inspect those ~~conference~~ **Conference** books, records, documents, and properties as  
477 may be reasonably related to his/her decision-making responsibilities.

## 478 **ARTICLE 6. OFFICERS**

479 **6.1 Conference Officers.** The administrative officers of this ~~conference~~ **Conference**  
480 shall be the executive officers (the president, secretary, treasurer, and vice president) and the region  
481 directors for those regions established by the executive committee. The executive officers and region  
482 directors shall have additional duties in conformance with General Conference policy and as assigned by  
483 the executive committee. Additional officers as may be deemed necessary to fulfill the objectives of the  
484 ~~conference~~ **Conference** shall be elected by the delegates in session or by the executive committee  
485 between sessions. The officers shall proportionately reflect, as nearly as possible, the ethnic composition  
486 of this ~~conference~~ **Conference**. The term, authority, and duties of any additional officers shall be  
487 prescribed by the delegates or the executive committee at the time of their election.

488 **6.1.1 Qualifications.** Any person nominated and elected to serve as an officer of this  
489 ~~conference~~ **Conference** shall be or shall become a member in good standing of a constituent  
490 church and shall remain a member in good standing during his/her term of service.

491 **6.1.2 Election and Term of Office.** Executive officers and the superintendent of  
492 schools shall be elected by secret ballot at each regular constituency session and shall hold office  
493 until the next regular session, unless requested by the executive committee to continue in office  
494 until their successors are elected and assume their duties.

495 **6.2 Duties.** The duties of the executive officers and the region directors of this ~~conference~~  
496 **Conference** shall be as follows:

### 497 **6.2.1 President.**

498 a) To serve as chief executive officer of this ~~conference~~ **Conference** and to preside  
499 at all regular and special constituency sessions and meetings of the executive  
500 committee.

501 b) To affix the signature of this ~~conference~~ **Conference** to all papers and  
502 instruments, in writing, that may require the same.

503 c) To make a written report to the delegates of the regular constituency sessions.

504 d) To supervise and manage, subject to the directions of the executive committee,  
505 the officers and employees of this ~~conference~~ **Conference**, and to exercise the  
506 power and perform the duties usually exercised and performed by a president  
507 ~~that~~ **which** are consistent with the articles of incorporation and these bylaws.

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

524                   **6.2.3    Treasurer.**

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

540                   **6.2.4    Vice President.**

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

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

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

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

## 561 **ARTICLE 7. DEPARTMENTS AND DEPARTMENTAL DIRECTORS**

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

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

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

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

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

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

## 584 **ARTICLE 8. COMMITTEES**

### 585 **8.1 Bylaws Committee.**

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

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

## 603           **8.2 Budget and Finance Committee.**

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

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

## 614           **8.3 Asset Management Committee.**

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

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

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

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

## 635           **8.4 Committee Governance.**

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



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

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

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

## 655 **ARTICLE 9. FUNDS**

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

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

## 664 **ARTICLE 10. BUDGET AND AUDIT**

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

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

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

## 675 **ARTICLE 11. PROPERTY TITLE**

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

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

684

## 685 **ARTICLE 12. GENERAL PROVISIONS**

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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