

D **MODEL CONSTITUTIONS AND OPERATING POLICIES**

D 05 Seventh-day Adventist Church Organisation

The 54th General Conference Session, in its consideration of the Role and Function of Denominational Organisations, pointed out that the constitutions, bylaws and operating policies of all denominational organisations should be consistent with the Seventh-day Adventist concept of the church, its organisation, and governance. The fruitage of that concept is a representative and constituency-based system. Its authority is rooted in God and distributed to the whole people of God. It recognises the committee system. It provides for shared administration (president, secretary, treasurer) rather than a presidential system. It recognises a unity of entities (church, conference, union, General Conference) based on mission, purpose, and belief that binds the believers together in a universal fellowship. While the integrity of each entity is recognised (church, conference, union), each is seen to be a part of a sisterhood which cannot act without reference to the whole.

D 20 Local Conference Model Constitution and Bylaws

D 20 05 Local Conference Constitution and Bylaws—This model constitution shall be followed by all local conferences. Those sections of the model bylaws that appear in bold print are essential to the unity of the Church world-wide, and shall be included in the bylaws as adopted by each local conference. Other sections of the model bylaws may be modified as set out in Bylaw Article XII, provided they continue to be in full harmony with the provisions of this model. Where specific cases require modification to material in bold print, final approval for such modifications to any material in bold print must be studied and approved by the General Conference Administrative Committee after receiving a recommendation from the division executive committee and the Office of General Counsel.

Amendments to the Local Conference Model Constitution shall be made by action of the Executive Committee of the General Conference of Seventh-day Adventists at any Annual Council of that Committee.

**CONSTITUTION
OF THE _____ CONFERENCE
OF SEVENTH-DAY ADVENTISTS**

Article I—Name

The name of this organisation shall be known as the _____ Conference of Seventh-day Adventists, hereinafter referred to as the conference.

Article II—Purpose

The purpose of this conference is to call all people within its territory to become disciples of Jesus Christ, to proclaim the everlasting gospel embraced by the three angels' messages (Revelation 14:6-12), and to prepare them for Christ's soon return.

Article III—Relationships

The _____ Conference is a member unit of the _____ Union Conference/Mission of the Seventh-day Adventist Church and is located in the territory of the _____ Division of the General Conference of Seventh-day Adventists. The purposes, policies, and procedures of this conference shall be in harmony with the working policies, actions, and procedures enacted by the Executive Committee of the _____ Division and the General Conference of Seventh-day Adventists. This conference shall pursue the mission of the Church in harmony with the Fundamental Beliefs, programmes, and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.

Article IV—Geographic Territory

The territory of this conference shall consist of _____.

Article V—Membership/Constituency

The membership/constituency of this conference shall consist of such churches as have been or shall be properly organised in any part of the geographic territory under its jurisdiction and formally approved for membership by vote of the delegates at any regular or special constituency meeting.

Article VI—Bylaws

The members of this conference, acting in and through a conference constituency meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any provision not inconsistent with the constitution or with the current local conference model constitution and bylaws approved by the Executive Committee of the General Conference of Seventh-day Adventists.

Article VII—Dissolution and Disposition of Assets

This conference may be dissolved only by a two-thirds majority vote of the delegates present and voting at any constituency meeting.

In the event of the dissolution of this conference, and unless otherwise required by local law, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorised by the _____ Division of the General Conference of Seventh-day Adventists.

Article VIII—Amendments

The bolded text of this constitution shall not be amended except to conform to the local conference model constitution when it is amended by action of the General Conference Executive Committee at an Annual Council. Such amendments shall be adopted into the conference constitution by a simple majority vote (unless local law requires a higher majority) of delegates present and voting at a conference constituency meeting. This conference may amend the unbolded text of the constitution from time to time at a conference constituency meeting provided any such changes are in harmony with the spirit and intent of the model constitution. Such amendments shall require an affirmative vote of two-thirds (2/3) of the delegates present and voting. The conference executive committee may recommend to the General Conference, through the _____ Union Conference/Union Mission and the _____ Division of the General Conference of Seventh-day Adventists, amendments to the model constitution.

BYLAWS OF THE _____ CONFERENCE OF SEVENTH-DAY ADVENTISTS

Article I—Principal Office

The principal office for the transaction of the business of the _____ Conference is fixed and located at _____, _____. The executive committee may in an emergency change the location of the principal office on a temporary basis.

Article II—Membership/Constituency Meetings

Sec. 1. Regular Meeting: This conference shall hold a regular _____ (biennial, triennial, quadrennial, or quinquennial) constituency meeting at such time and place as the executive committee of the conference shall designate. In the event that the executive committee fails to call a regular constituency meeting within the quinquennial period, the _____ Union Executive Committee may give notice for such a meeting and designate the time and place. Notice of the time and place of the meeting of the delegates representing the members shall be given by:

a. A notice printed in the official publication of the _____ Union Mission/Union Conference at least four weeks before the date of the session, or

b. A method approved by the _____ Conference Executive Committee, provided all member units receive notice with sufficient time to select delegates, or.

c. A method approved by the _____ Union Executive Committee, in the event of inaction or failure to call a constituency meeting by the _____ Conference Executive Committee.

Sec. 2. Special Meeting: a. The executive committee of this conference shall call a special constituency meeting, at a time and place it deems proper when:

1) It is voted by the executive committee, or

2) It is voted by the delegates at any constituency meeting, or

3) It is requested by _____ per cent of the churches of the conference through their church boards, or

4) It is voted by the union executive committee, division executive committee, or General Conference Executive Committee.

The date for such a meeting in response to paragraphs 3) and 4) above shall not be more than 90 days from the date when the actions described in paragraphs 3) and 4) above are communicated to the officers/executive committee of the union.

b. In the absence of a timely response by the executive committee to paragraphs 2) through 4) in Sec. 2. a. above the _____ Union Executive Committee or _____ Division Executive Committee may call a special constituency meeting of the conference and designate the time and place for such a meeting.

c. The agenda for special constituency meetings shall be included in the notice of the meeting.

d. Notice as to the time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.

Sec. 3. Chair and Secretary for Constituency Meetings: The president of this conference shall serve as chair and the secretary of this conference shall serve as secretary for constituency meetings of the conference. The president may designate other individuals to assist in chair duties from time to time. In the event that the president's office is vacant or that the president is

unavailable to serve as chair, the constituency meeting may be called to order by the ranking union officer present. The first item of business shall be the election of a chair *pro tem*, selected from the delegates present at the meeting. When the election of a president has been completed, the new or re-elected president, if present at the constituency meeting, shall replace the chair *pro tem*.

In a similar manner, arrangements may be made for a secretary *pro tem* if the secretary's office is vacant or the secretary is unavailable to serve at the constituency meeting. When election of a secretary has been completed, the new or re-elected secretary, if present at the constituency meeting, shall replace the secretary *pro tem*.

A person who is not re-elected a constituency meeting does not thereby lose delegate status at the current constituency meeting.

Sec. 4. Regular Meeting Business: The business of the regular constituency meeting shall include the election/appointment of personnel for various positions (see Sec. 10. below), the receipt of reports from the president, secretary, treasurer (report based on audited statements), departmental directors, and the auditor. The constituency meeting shall endorse/approve/develop plans for the conduct of the work as are desirable and in harmony with the policies of the _____ Division.

Sec. 5. Quorum: At least _____ per cent of the delegates authorised hereinafter under Section 1. of Article III must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates present shall constitute a quorum.

Sec. 6. Proxy Voting: All delegates must be present in person at any constituency meeting in order to be eligible to vote. There shall be no voting by proxy.

Sec. 7. Voting Rights of the Delegates: Each delegate appointed to act on behalf of the members of this conference shall be entitled to one vote on each question to be decided by the body. The voting rights of the individual delegates representing the members as hereinafter provided shall be limited to the particular constituency meeting of the conference in which they have been designated to represent a local church, an institution, the _____ Union Conference, the _____ Division or the General Conference of Seventh-day Adventists.

Sec. 8. Voting: The voting on matters of business shall normally be by *viva voce*. The chair may call for the vote by other means, including a secret ballot, when it is deemed advisable or is requested by the membership.

Sec. 9. Parliamentary Authority: The parliamentary authority pertaining to all rules and procedures for constituency meetings not covered by its bylaws shall be based on those published in the *General Conference Rules of Order*, and any adaptation or supplement approved by the division executive committee unless otherwise determined by a two-thirds (2/3) majority vote of the constituency meeting.

Sec. 10. Election/Appointment and Term of Office: a. **Election:** All officers members of the executive committee who are not ex officio members shall be elected by the delegates at a meeting of the conference constituency. The election of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the conference constituency meeting, shall be referred to the executive committee for appointment.

b. **Term of Office:** Persons elected at the constituency meeting and those appointed by the executive committee normally serve until the next regular constituency meeting. However, their period of service may be shorter due to resignation, voluntary retirement, retirement in situations where a mandatory retirement age policy is in effect, or removal from office, for cause, by the executive committee or a special constituency meeting.

The phrase "for cause" when used in connection with removal from an elected or appointed position, or from employment, shall include but not be limited to 1) incompetence; 2) persistent failure to co-operate with duly constituted authority in substantive matters and with relevant employment and denominational policies; 3) actions which may be the subject of discipline under the *Seventh-day Adventist Church Manual*; 4) failure to maintain regular standing as a member of the Seventh-day Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea for a crime.

Article III—Representation

Sec. 1. The delegates at any constituency meeting of this conference shall be regular delegates and delegates at large.

a. **Regular Delegates:** All delegates duly accredited by any one of the organised churches of the conference. Each church shall be entitled to one delegate for the organisation and one additional delegate for each _____ members or major fraction thereof and who hold membership in the local church which accredits them. Such delegates shall be chosen by the business meeting of the respective local church and include males and females.

b. **Delegates at large:**

1) All members of the executive committee of the _____ Conference.

2) All members of the executive committee of the _____ Union Mission/Union Conference who may be present at any constituency meeting of this conference.

3) All employees holding credentials or ministerial licences issued by this conference.

4) Members of the Division Executive Committee who may be present at any constituency meeting of this conference. The number of such delegates representing the Division shall not exceed ten per cent of the total number of delegates otherwise provided for.

5) Such other persons as may be recommended by the executive committee and accepted by the delegates in session. The number of such

delegates shall not exceed ten per cent of the total number of regular delegates provided for hereinabove.

Sec. 2. All delegates appointed to represent the members of this conference at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.

Article IV—Constituency Meeting Committees

(Note: Division executive committees may authorize a process whereby the session organising and nominating committees may be selected and empowered to perform their tasks in advance of the session. The process to select such committees for a session shall involve constituency representation rather than being accomplished by the executive committee alone. Unless a division executive committee has approved other arrangements as described above, the following provisions shall apply for the appointment and functioning of session committees.)

Prior to each conference constituency meeting, the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session.

Committees that facilitate the business of the session include:

Sec. 1. Organising Committee: a. The organising committee shall be constituted as follows: Each church represented at the constituency meeting shall choose, or empower its delegation to choose, one member plus one additional member for each _____ members or a major fraction thereof. In addition, the at-large delegates to the constituency meeting shall select _____ persons from the at-large delegate group to serve on the organising committee.

b. Members of the organising committee shall be chosen at or prior to the constituency meeting.

c. If the organising committee is to meet prior to the constituency meeting, the time and place of the meeting shall be given in the official notice of the meeting.

d. The chair of the organising committee shall be the president of the _____ Union or his designee.

e. The organising committee shall nominate and **the constituency shall elect:**

- 1) **A nominating committee**
- 2) **A constitution and bylaws committee**
- 3) Other committees as may be necessary.

Sec. 2. Nominating Committee: The nominating committee shall consist of at least _____ and not more than _____ members, including the president of the _____ Union Mission/ Conference, or his designee, who shall serve as the chair. The membership of the committee shall be balanced, as nearly as possible, between denominational workers and laypersons representing various segments of the work and territories of the conference.

a. Those chosen as members of the Nominating Committee must be duly appointed delegates in attendance at the constituency meeting.

b. Persons holding elective office, as outlined in Article II, Sec. 10. in the current term, excluding non-ex officio members of the executive committee, shall not be eligible to serve on the Nominating Committee.

c. The Nominating Committee shall limit its nominations to those positions for which persons are to be elected at the constituency meeting and for which budgetary provisions has been made.

d. The Nominating Committee shall also nominate members for the executive committee and for the boards of conference institutions whose bylaws indicate that board members for the entity are elected at a conference constituency meeting.

Sec. 3. Standing Constitution and Bylaws Committee: The standing constitution and bylaws committee shall include an officer of the _____ Union Mission/Conference, and shall be chaired by the secretary of the local conference, or his/her designee.

This committee shall function between the regularly scheduled constituency meetings and shall submit its reports and detailed recommendations through the conference executive committee to the next regular constituency meeting.

Article V—Executive Committee

Sec. 1. Membership: The executive committee of the _____ Conference shall be elected at its regularly scheduled constituency meeting and shall consist of not more than _____ members. The president, secretary, treasurer/chief financial officer, and vice-president(s) of the conference shall be members ex officio of the executive committee. The membership of the committee may include at least one departmental director and one institutional representative with the remaining membership balanced as nearly as possible between laypersons and pastors or other denominational employees from various sections of the conference. The officers of the _____ Union Mission/Conference, of the _____ Division and of the General Conference of Seventh-day Adventists are members ex officio of the local conference executive committee; however, their membership shall be in addition to the number detailed above. Any such officers exercising their voting rights at any one meeting shall not make up more than ten per cent of the committee membership present.

(Note: A constituency may indicate in its bylaws the minimum percentage of laypersons on the executive committee.)

Sec. 2. Delegated Authority: The executive committee of this conference, unless replaced at a special constituency session, is delegated the authority to act on behalf of the constituents between regular sessions, including the authority to remove for cause (see definition of “for cause” in Article II, Sec. 10 above) persons who have been elected at a conference constituency meeting, including officers of the conference, directors of

departments/services, members of boards and committees whose election or appointment is a result of a constituency meeting or executive committee meeting action and to fill, for the remaining portion of the term, any vacancies thus created. The removal of those named under Article VI, Sec. 1., shall require the affirmative vote of two-thirds (2/3) of those voting at an executive committee meeting where a majority of members is present.

Sec. 3. Administrative Authority: The executive committee shall have full administrative authority:

a. To fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments, or in offices which have been filled by conference election. **If a new president is to be elected, the president of the _____ Union Mission/Union Conference or his designee, shall serve as chair of the executive committee.**

b. To appoint committees, such as an administrative committee, with their terms of reference.

c. To employ ministers, secretaries, teachers, and other persons as deemed necessary for the work of the conference.

d. To grant and withdraw credentials and licences. The withdrawal of credentials shall require the consent of two-thirds of the members of the executive committee.

Sec. 4. Regular Meetings: The executive committee may schedule regular meetings at such times and places as it may select.

Sec. 5. Special Meetings: Special meetings of the executive committee may be called at any time or place by the president or, in his absence, by the secretary. A special meeting shall also be called by the secretary in response to the written request of a majority of the members of the executive committee.

Sec. 6. Attendance at Meetings: Where allowed by local law, executive committee members may participate in meetings by means of an electronic conference or similar communications by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Sec. 7. Notice of Meetings: Notice as to time and place, and any other requirements under these bylaws, shall be provided to all members in a reasonable manner at least 48 hours prior to the meeting if the meeting is to take place by electronic conference or similar communications, or at least 96 hours if the meeting is to take place in person.

Sec. 8. Quorum: _____ members of the executive committee shall constitute a quorum.

Article VI—Officers

Sec. 1. Executive Officers: The executive officers of this conference shall be a president, a secretary, and a treasurer/chief financial officer. The secretary and treasurer may be one individual known as the secretary-treasurer. **It is the duty of these officers, in consultation with one another, to carry forward the work according to plans, policies, and programmes voted by the**

union executive committee, the constituency and/or the conference executive committee. These plans, policies, and programmes shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.

a. **President:** The president, who shall be an ordained minister of experience, is the first officer and shall report to the executive committee of the conference in consultation with the secretary and the treasurer/chief financial officer. He shall act as chair of the constituency meetings and the executive committee, and serve in the general interests of the _____ Conference as the constituency and the executive committee shall determine. In his leadership he shall adhere to the policies of the _____ Union Mission/Union Conference, the _____ Division and the General Conference of Seventh-day Adventists, work in harmony with the _____ Union Mission/Union Conference Committee, and in close counsel with the union officers.

b. **Secretary:** The secretary, associated with the president as an executive officer, shall serve under the direction of the executive committee and shall act as vice-chair of the executive committee. The secretary shall report to the executive committee of the conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the conference constituency meetings and of the executive committee meetings, to furnish copies of these minutes to all members of the executive committee and to the officers of the _____ Union Mission/Union Conference. The secretary shall also be responsible for providing information as may be requested by the president or by the executive committee, and shall perform such other duties as usually pertain to the office.

c. **Treasurer/Chief Financial Officer:** The treasurer/chief financial officer, associated with the president as an executive officer, shall serve under the direction of the executive committee. The treasurer/chief financial officer shall report to the executive committee of the conference after consultation with the president. The treasurer/chief financial officer shall be responsible for providing financial leadership to the organisation which will include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the actions of the executive committee, for remitting all required funds to the union/division/General Conference in harmony with the _____ Division policy, and for providing financial information to the president and to the executive committee. The treasurer/chief financial officer shall also be responsible for furnishing copies of the financial statements to the _____ Union officers.

Sec. 2. Other Officers: Other individuals may serve as officers of the local conference, such as vice-president, associate secretary, and associate treasurer.

Article VII—Directors of Departments/Associations/Services

Sec. 1. Advisory Role: The directors of departments/associations/services of this conference shall work under the direction of the executive committee of the conference and the president and shall serve in an advisory relationship to the field.

Sec. 2. Departments/Services Structure: Conference departments/ services shall be organized in harmony with the departmental/service structure of the General Conference but shall not necessarily duplicate the departments/services in the union, division, or General Conference.

Article VIII—Other Organisations

Sec. 1. Unincorporated Organisations: The _____ Conference may carry on its ministry through unincorporated subsidiary organisations. Constituency meetings of such organisations shall be held in conjunction with the regularly scheduled constituency meetings of the conference.

Sec. 2. Corporations: The _____ Conference may form corporate bodies provided it obtains prior approval of the _____ Division. Membership meetings and elections of boards of directors shall be held as provided by articles and bylaws of the corporations and in harmony with applicable laws.

Article IX—Finance

Sec. 1. Tithes and Offerings: The church funds managed by this conference shall consist of such tithe, including direct tithe, as it shall be assigned by policy and as received from within its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, and other donations as may be made to it.

Sec. 2. Policies: The portion of the tithe which is reserved for this conference, as specified by policy, and all other funds shall be used in harmony with the financial policies of the _____ Division of the General Conference of Seventh-day Adventists; and in the case of donations, their use shall be in harmony with the specifications of donors and in compliance with government regulations. Tithe is shared with the union and division on fixed percentages as set by the division executive committee, and with the General Conference on fixed percentages as set by the Annual Council of the General Conference Executive Committee.

Sec. 3. Bank Accounts: The funds of this conference shall be safeguarded in harmony with the financial policies of the _____ Division of the General Conference of Seventh-day Adventists. Moneys shall be deposited in the name of the _____ Conference of Seventh-day Adventists in regular or special accounts, in such banks or savings institutions as the

executive committee shall designate, and shall be withdrawn only by persons authorised by resolution of the executive committee.

Sec. 4. Financial Statements: The _____ Conference shall prepare regularly appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the _____ Union and the _____ Division of the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.

Article X—Budget, Employee Compensation Review, and Financial Audit

Sec. 1. Budget: The _____ Conference shall prepare an annual budget in harmony with the policies of the _____ Division of the General Conference of Seventh-day Adventists.

Sec. 2. Employee Compensation and Expense Review: The executive committee shall appoint an employee compensation review committee whose tasks are outlined in General Conference *Working Policy*.

Sec. 3. Independent Audit: All accounting records of this conference shall be audited at least annually by an auditor chosen in harmony with the General Conference *Working Policy* and the records of this conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditor.

Article XI—Indemnification

Sec. 1. To the extent permitted by law, this conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because he/she is or was a member of the conference executive committee or an officer, employee, or agent of the conference against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Sec. 2. This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the executive committee, or an officer or department director may be entitled.

(Note: This right of indemnification may be expanded or contracted as allowed under local law and as adopted by the constituents.)

Article XII—Amendments

Amendment, Revision, and Repeal: The bylaws of this conference which are essential to the unity of the Church world-wide, and are designated in

bold print shall be amended or revised from time to time in order to comply with changes to the Local Conference Model Constitution and Bylaws as voted by the General Conference Executive Committee in its annual meetings. Such amendments or revisions shall be approved by a simple majority vote (unless local law requires a higher majority) of the delegates present and voting at any duly called constituency meeting of the local conference. Other sections of the bylaws may be amended, revised, or repealed by an affirmative vote of two-thirds (2/3) of those present and voting, provided such changes are in harmony with the spirit of the Local Conference Model Constitution and Bylaws, and have been processed through the conference executive committee. Notice of any proposed changes to the bylaws of this conference shall be given specifically in conjunction with the publication of notice for the session.

The constituency or the conference executive committee may recommend to the General Conference through the _____ Union Mission/Union Conference and the _____ Division of the General Conference of Seventh-day Adventists amendments to the Local Conference Model Constitution and Bylaws.