

SOUTHERN CALIFORNIA CONFERENCE OF SEVENTH-DAY ADVENTISTS

BYLAWS

(Amended May 20, 2007)

ARTICLE 1. NAME; PURPOSE; OFFICE

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

1.2 Purpose. The objective of this 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 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 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 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, and the 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.

1.3 Territory. The territory of this 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.

1.4 Principal Office. The principal office of this conference, for the transaction of its business, is located at 1535 East Chevy Chase Drive, Glendale, County of Los Angeles, California.

ARTICLE 2. CONFERENCE CONSTITUENCY

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 the conference membership. Together, the regular delegates and delegates at large shall comprise the conference constituency. The Conference has no members within the meaning of the California Nonprofit Religious Corporation Law.

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. Delegates shall be elected as outlined in the Church Manual.

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 not later than sixteen (16) weeks prior to the session.

2.2.2 Election of Delegation Chair and Pre-Session Committee Member. These delegates shall elect a delegation chair and, for a regular session, a pre-session committee member. Positions of delegation chair and pre-session committee member shall be filled by either a regular delegate or a delegate at large who is a member of the church delegation. The pastor, church administrator or first elder shall immediately convey to the secretary the roster of the church delegation, indicating the delegation chair and the pre-session committee member.

2.2.3 Duties of Delegation Chair. The delegation chair shall serve as a liaison between the church delegation and the session chair. The delegation chair shall assist the pastor to encourage active participation of delegates during the session, explain procedures to delegates, answer questions of delegates, and provide other assistance as required or requested by the delegation or the session chair.

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

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

2.3.1 Committee Members. Members of the executive committee, the bylaws committee, and the nominating committee who are not otherwise members;

2.3.2 Licenses/Credentials. Persons to whom this conference has issued administrative ministries credentials, administrative ministries licenses, commissioned minister credentials, commissioned minister licenses, commissioned ministry of teaching credentials, and ministerial credentials, ministerial licenses, missionary credentials; and

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

ARTICLE 3. PRE-SESSION PROCEDURES

3.1 Pre-Session Committee. The pre-session committee shall consist of one (1) delegate member for each church as specified in Section 2.2 of these bylaws. The pre-session committee, chaired by the president of the Pacific Union Conference or his/her appointee, shall elect the nominating committee. The pre-session committee shall complete its work not later than eight (8) weeks prior to the session and the secretary shall mail the minutes of its meeting to all delegates within seven (7) days of such completion. The pre-session committee shall be discharged upon the adjournment of the regular session.

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

3.2.1 Composition. The nominating committee shall consist of twenty-one (21) members, including the president of the Pacific Union Conference or his/her appointee, who shall chair this committee. The membership of this committee shall, as nearly as possible, proportionately represent the membership of this conference, properly recognizing gender, ethnic

and geographical backgrounds. No more than twenty-five percent (25%) of those who were members of the preceding nominating committee may serve on this committee. Incumbent officers, departmental directors, associate directors and assistant directors shall not be members of this committee. No more than twenty-five percent (25%) of the members of the nominating committee may serve on the executive committee; conversely, no more than twenty-five percent (25%) of the non-administrative members of the executive committee may serve on the nominating committee.

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

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

- a) Prior to any nomination, the members of this committee shall be provided with a written position description and the qualifications for all positions to be filled. The list of positions to be filled and the job descriptions must have been approved by the executive committee.
- b) Adequate time shall be given this committee to receive information on the qualifications of the nominees. The committee may receive suggestions, comments and other testimony from delegates who may wish to appear before the committee. During all of its deliberations, the nominating committee proceedings shall be closed. However, the nominating committee may invite the president and other knowledgeable and interested persons to be present during its deliberations.
- c) The members of the nominating committee and other persons who may be present during its deliberations shall endeavor to preserve the confidentiality of all matters discussed by this committee and shall take the necessary precautions to protect the privacy of individuals who become subjects of their deliberations.

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

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

3.3.1 Proposed Agenda Items. No later than eight (8) weeks prior to the session, a church may submit to the executive committee proposed agenda items which have been approved by either a majority of its (i.) delegates, (ii.) church board, or (iii.) the church in business meeting. The president, with the advice and consent of the executive committee, shall establish the agenda for the session.

3.3.2 Proposed Amendments to the Articles and Bylaws. The bylaws committee shall submit its report to the executive committee not later than four (4) weeks prior to the session. The secretary shall include any proposed amendments in the session booklet.

3.3.3 Session Booklet. The secretary shall publish a session booklet, which shall include the agenda, minutes, roster(s), articles of incorporation and bylaws, and other reports required by these bylaws and distribute the same to all delegates.

ARTICLE 4. CONSTITUENCY SESSIONS

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

4.2 Special Sessions. Special constituency sessions may be convened (i.) by the executive committee or (ii.) upon the request in writing of one-fifth (1/5) of the constituent churches (as voted by church board(s) or church(es) in business meeting(s) or (iii.) the vote of the delegates at any constituency session.

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

4.4 Regular Session Procedures.

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

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

4.4.3 Voting. Voting for the senior officers and the superintendent of schools shall be by secret ballot. When requested by the delegates present and voting, other votes shall also be by secret ballot; otherwise the mode of voting shall be at the discretion of the chair. All delegates must be present in person at any constituency session in order to be eligible to vote. There shall be no voting by proxy.

4.4.4 Session Minutes. Minutes of the session shall be approved by the incoming executive committee and distributed by the secretary to all delegates.

4.5 Voting and Quorum. The voting delegates of this conference, when in session, shall include regular delegates and delegates at large. A quorum, which shall be established at the beginning of a duly called or held session, shall consist of sixty percent (60%) of the regular delegates. In the absence of a quorum, no business shall be transacted, and the only motion which the chair shall entertain is a motion to adjourn. However, by vote of a majority of the delegates present, the meeting may be adjourned for brief periods of time. If adjourned for less than three (3) weeks, no notice of the new meeting need be given. The delegates present at a duly called or duly held meeting, at which a quorum had been initially established, may continue to transact business until adjournment, notwithstanding the withdrawal of enough regular delegates to leave less than a quorum if the votes for

any action taken (other than adjournment) include at least one-half (1/2) of the regular delegates required to constitute a quorum, or thirty percent (30%) of the regular delegates.

ARTICLE 5. EXECUTIVE COMMITTEE

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

5.2 Composition. The executive committee shall be composed of thirty-one (31) members and shall proportionately reflect the ethnic composition of this conference and provide for representation of the regions within this conference. It shall include the president, the secretary, the treasurer, the vice president, the region directors, and the superintendent of schools. The balance shall be divided among five (5) denominational employees (one (1) from each region) and sixteen (16) lay persons who are not employed by the denomination. For purposes of this section of this article, the non-employee spouse of a denominational employee shall not be deemed to be an employee or a lay person. Only one such person may be nominated and elected to serve in this category of a denominational employee or a lay person. The overall composition of the lay membership shall be gender-inclusive.

5.3 Qualifications. Any person nominated and elected to serve as a member of the executive committee shall be or shall become a member of a constituent church and shall remain a member in good standing during his/her term of office. Any member who is absent from a duly called meeting of the executive committee three (3) times in one (1) year or eight (8) times during his/her term of office shall cease to be qualified to serve as a member but might be re-elected by the executive committee upon a showing of good cause. At least one-fourth (1/4) of all non-administrative members shall, if possible, be re-elected at each session. No non-administrative member shall serve more than two (2) consecutive terms.

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

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

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

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

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

5.6 Meetings.

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

5.6.2 Notice. Written notice of the date, time and place of the regular meetings of the executive committee, together with an agenda, supporting materials, and minutes of the previous meeting, shall be mailed or otherwise delivered to each executive committee member no fewer than seven (7) days prior to the date of such meetings.

5.6.3 Quorum. The majority of the executive committee shall constitute a quorum. Except as specifically provided otherwise in these bylaws, the acts and decisions of the executive committee shall require a majority vote of those in attendance at a meeting at which a quorum is present.

5.6.4 Special Meetings.

- a) Special meetings of the executive committee may be called at any time by the president.
- b) The president or secretary shall call a special meeting upon the written request of five (5) or more members of the executive committee.
- c) Notice of special meetings shall be mailed at least four (4) days before the meeting date, or delivered in person or by telephone or similar means of communication at least forty-eight (48) hours before the meeting time.
- d) Special meetings may be held by telephone conference or similar communication equipment, provided that all executive committee members participating can hear one another.

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

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

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

ARTICLE 6. OFFICERS

6.1 Conference Officers. The administrative officers of this conference shall be the senior officers (the president, secretary, treasurer, and vice president) and the region directors for those regions established by the executive committee. The officers shall have additional duties in conformance with General Conference policy and as assigned by the executive committee. Additional officers as may be deemed necessary to fulfill the objectives of the conference shall be elected by the delegates in session or by the executive committee between sessions. The officers shall proportionately reflect, as nearly as possible, the ethnic composition of this conference. The term, authority, and duties of any

additional officers shall be prescribed by the delegates or the executive committee at the time of their election.

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

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

6.2 Duties. The duties of the senior officers of this conference shall be as follows:

6.2.1 President.

- a) To serve as chief executive officer of this conference and to preside at all regular and special constituency sessions and meetings of the executive committee.
- b) To affix the signature of this conference to all papers and instruments, in writing, that may require the same.
- c) To make a written report to the delegates of the regular constituency sessions.
- d) To supervise and manage, subject to the directions of the executive committee, the officers and employees of this conference, and to exercise the power and perform the duties usually exercised and performed by a president which are not inconsistent with the articles of incorporation and these bylaws.
- e) To chair the intercultural council, or, alternatively, to appoint a chair.

6.2.2 Secretary.

- a) To keep a full and complete record of the proceedings of the executive committee and all constituency sessions, and to distribute the minutes of the executive committee meetings and constituency sessions.
- b) To cause all notices to be given in accordance with the provisions of these bylaws or as required by law.
- c) To make a written report to the delegates of the regular constituency sessions.
- d) To keep, at the principal office of this conference, a membership list and other records of this conference.
- e) To countersign all papers and instruments which may require this officer's signature.
- f) To preside at executive committee meetings in the absence of the president.
- g) To serve as the non-voting recording secretary of the pre-session committee and to perform the duties that pertain to this office as outlined in these bylaws.
- h) To perform all other duties that pertain to this office and as may be required by the executive committee which are not inconsistent with these bylaws.

6.2.3 Treasurer.

- a) To keep an account of all monies received and expended for the use of this conference, and to make disbursements authorized by the executive committee.

- b) To make and file in the principal office of this conference, during each and every calendar year, a report in writing or in any other form capable of being converted into written form, showing the amount and nature of the business done by this conference during the preceding calendar year; and to make and submit such other written reports and statements as may be required by the executive committee.
- c) To make a written report to the delegates of the regular constituency sessions.
- d) To preside at executive committee meetings in the absence of the president and secretary.
- e) To perform all duties that pertain to this office and as may be required by the executive committee which are not inconsistent with these bylaws. The treasurer is required to file a bond for the faithful performance of this officer's duties.

6.2.4 Vice President.

- a) To assist the president in the general work of this conference.
- b) To make a written report to the delegates of the regular constituency sessions.
- c) To preside at executive committee meetings in the absence of the president, secretary and treasurer.
- d) To perform all duties that pertain to this office and as may be required by the executive committee which are not inconsistent with these bylaws.

6.3.1 Region Directors. The qualifications, election and term of office of the region directors shall be as set forth in the "Region Structure Proposal of May 19, 1996." The duties of the region directors of this conference shall be as follows:

- a) To serve as one of the officers of the conference as a channel by which pastoral, church and conference needs are expressed and addressed.
- b) To coordinate personal and public evangelism, oversee church development, staff all assigned churches in consultation with the region committee and the president, nurture ministerial workers and their families, and plan ministerial meetings, workshops, seminars, and/or convocations with assigned churches.
- c) To chair one (1) region committee which shall be comprised of representative pastors and lay persons within assigned churches.
- d) To serve on the conference-wide intercultural council.
- e) To perform all duties that pertain to this office and as may be required by the president or the executive committee which are not inconsistent with these bylaws.

ARTICLE 7. DEPARTMENTS AND DEPARTMENTAL DIRECTORS

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

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

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

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

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

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

ARTICLE 8. COMMITTEES

8.1 Bylaws Committee.

8.1.1 Purpose and Organization. The bylaws committee, composed of nine (9) members, shall review the articles of incorporation and bylaws to determine their continued relevance and appropriateness. The secretary shall serve as a nonvoting invitee of the committee. The bylaws committee shall submit a report to the delegates at the regular sessions. No later than two (2) years following the session during which this committee was elected, the president shall call the members together for the initial meeting of the committee. The president shall preside over the initial meeting of the committee solely for the purpose of overseeing the committee's election of a chair and a committee secretary.

8.1.2 Proposals from Delegates for Amendments. At least three (3) months prior to a regular session, the committee shall announce a time and place for submitting written proposals for amendments to the committee for consideration and review. Such announcement shall be by written notice to (i.) the pastors, (ii.) the delegates, and (iii.) the first elders.

8.2 Budget and Finance Committee.

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

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

8.3 Asset Management Committee.

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

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

8.3.3 Asset Management Officer. The executive committee shall appoint an employee of the conference as the asset management officer who shall have authority to countersign papers and instruments related to the conference's legal affairs.

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

8.4 Intercultural Council. The conference-wide intercultural council shall consist of representative pastors and lay persons from each region committee for the purpose of fostering greater harmony, cross-cultural interaction and ministry among the churches.

8.5 Committee Governance.

8.5.1 Establishment and Term. The delegates in session or the executive committee between sessions may, by resolution adopted by the executive committee, establish committees to serve at the pleasure of the executive committee. Unless elected for a shorter period, committee members shall serve only until the first regular meeting of the executive committee immediately following a regular session.

8.5.2 Meeting Time and Notice. The time of regular meetings of committees may be determined either by resolution of the executive committee or by resolution of the committee. Written notice of the date, time and place of the regular meetings of all committees described in this article, together with an agenda and supporting materials, shall be mailed or otherwise delivered to each committee member no fewer than seven (7) days prior to the date of such meetings, unless the committee votes otherwise.

8.5.3 Rules and Vacancies. The executive committee may adopt rules for the governance of the committees described in this article, including attendance and quorum standards. The executive committee shall also fill vacancies on the committees described in this article.

ARTICLE 9. FUNDS

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

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

ARTICLE 10. BUDGET AND AUDIT

10.1 Budget. This conference shall prepare an annual budget in harmony with the policies of the North American Division.

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

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

ARTICLE 11. PROPERTY TITLE

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

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

ARTICLE 12. GENERAL PROVISIONS

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

12.2 General Conference; North American Division; Pacific Union Conference. All references in these bylaws to the "General Conference" shall mean the General

Conference of Seventh-day Adventists. All references in these bylaws to the “North American Division” shall mean the North American Division of the General Conference of Seventh-day Adventists. All references in these bylaws to the “Pacific Union Conference” shall mean the Pacific Union Conference of Seventh-day Adventists.

12.3 Church. All references in these bylaws to “church” or “churches” or “constituent churches” shall mean those churches which have been duly organized and accepted into the sisterhood of churches in this conference.

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

12.5 Delegate. All references in these bylaws to “delegate(s),” except where specifically designated otherwise, shall mean regular delegate(s) or delegates-at-large, as described in article 2.

12.6 Session. All references in these bylaws to “session(s),” except where specifically designated otherwise, shall mean a regular or special constituency session(s), as described in article 4.

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

12.8 Titles of Officers and Executive Committee. All references in these bylaws to “president,” “secretary,” “treasurer,” or “vice president,” except where specifically designated otherwise, shall mean one (1) of the senior officers of this conference. Further, all references in these bylaws to “executive committee,” except where specifically designated otherwise, shall mean the executive committee of this conference.

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

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

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

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

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

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

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

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

12.17 Church Manual. All references in these bylaws to the “Church Manual” shall mean the current edition of the *Seventh-day Adventist Church Manual* which is revised and published after each session of the General Conference of Seventh-day Adventists. The provisions of the Church Manual and the General Conference Working Policy of the Seventh-day Adventist Church, so far as they shall apply, shall cover any matters not specifically covered by these bylaws as though the same were set forth herein at length.

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

12.19 Notices. Except as otherwise provided in these bylaws, notice and service of documents, e.g., minutes, agendas, reports, etc., shall be deemed effective upon deposit in a mail box of the United States Postal Service, correctly addressed to the recipient with sufficient postage attached thereto. However, at the discretion of the sender, an alternative method of electronic communication may be used including, but not limited to, facsimile (FAX), e.mail, or other electronic mail provided the recipient has supplied an address to which the electronic communication may be delivered. It shall be the responsibility of all recipients to keep the secretary and the chair(s) of their committee(s) informed of correct address(es).