

October 26, 2008

**BYLAWS OF THE
SOUTHEASTERN CALIFORNIA CONFERENCE
OF SEVENTH-DAY ADVENTISTS**

October 26, 2008

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1 BYLAWS OF THE
2 SOUTHEASTERN CALIFORNIA CONFERENCE OF
3 SEVENTH-DAY ADVENTISTS
4

5 **ARTICLE 1– NAME AND PURPOSE**

6 The name of this corporation is the Southeastern California Conference of Seventh-day
7 Adventists (hereinafter: Conference). The Conference is a nonprofit religious corporation and is
8 not organized for the private gain of any person. It is organized under the California Nonprofit
9 Religious Corporation law exclusively for religious purposes. The Conference is organized
10 exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal
11 Revenue Code of 1986 (or the corresponding section of any future United States internal revenue
12 law) (the "Code"). Notwithstanding any other provision of these articles, the Conference shall
13 not, except to an insubstantial degree, engage in any activities or exercise any powers that are not
14 in furtherance of the purposes of the Conference, and the Conference shall not carry on any other
15 activities not permitted to be carried on (1) by a corporation exempt from federal income taxes
16 under Section 501(c)(3) of the Code; or (2) by a corporation, contributions to which are
17 deductible under Section 170(c)(2) of the Code.

18
19 **ARTICLE 2 - CONSTITUENCY**

20 The constituency of this Conference consists of its existing organized congregations (hereinafter:
21 constituent congregations), each of which is a community of faith in God where all are equal, all
22 are one in Christ, bound together in allegiance to Christ by the bond of the Holy Spirit. The
23 Conference may refer to persons associated with it as ‘members’. However, no such reference
24 shall be deemed to constitute anyone as a ‘member’ within the meaning of Section 5056 of the
25 California Corporations Code.

26
27 **ARTICLE 3 - TERRITORY AND PRINCIPAL OFFICE**

28 The territory of this Conference consists of five California counties: Imperial, Orange, Riverside,
29 San Bernardino, and San Diego. Its principal office is located at 11330 Pierce Street, Riverside,
30 California 92515.

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ARTICLE 4 – MISSION

The mission of the Southeastern California Conference of Seventh-day Adventists is the expansion of God's kingdom through the preaching, teaching, publishing, and living of the everlasting gospel by women and men in the cross-cultural communities of our territory.

ARTICLE 5 - RELATION TO THE WORLD ORGANIZATION

This Conference is an integral constituent unit of the Pacific Union Conference, a community of conferences making up the North American Division, a community of unions, and the General Conference of Seventh-day Adventists, a community of divisions; therefore, organizationally, spiritually, and financially, it supports the denomination's purposes and goals. It is the desire and intent of this Conference to comply with the working policies of the North American Division and the General Conference.

ARTICLE 6 - CONSTITUENCY SESSIONS

Section 6.1: Authority. In keeping with biblical teachings and the representative organization of the World Church, this Conference derives its authority from its constituent congregations through their duly elected delegates in session assembled, and implements the policies and plans they authorize. The business of the Conference shall be conducted in harmony with these Bylaws as the expressed will of its constituent congregations. These Bylaws may be amended by the vote of at least two-thirds of the delegates present and voting at any Regular or Special Constituency Session of the Conference (Sections 6.4.g, 6.8, 9.6.b).

Section 6.2: Regular Constituency Sessions. The Conference shall convene regular Constituency Sessions at intervals of approximately five years at such time and place as the Conference Executive Committee (Article 8; hereinafter: Executive Committee) shall designate: to receive reports; to elect a President, a Secretary, a Treasurer, three (3) Vice Presidents for Pastoral Ministry (Section 7.5), an Executive Committee, and a Bylaws Committee; to confirm the departmental directors (Section 10); and to transact such other business as may properly come before the Session. If one meeting of the Constituency Session is insufficient to transact the necessary business, two-thirds of the delegates present and voting may schedule a second

1 meeting not less than one week or more than two months later. Otherwise, unfinished business
2 reverts to the Executive Committee.

3
4 **Section 6.3: Delegates.** Constituent congregations shall be represented at each Constituency
5 Session by members they elect as regular delegates on the basis of one delegate for the
6 constituent congregation and one additional delegate for each one hundred members or major
7 fraction thereof (51% or more), as of the close of the preceding calendar year. The regular
8 delegates, as selected from each respective constituent congregation, should reflect the ethnicity,
9 age, and gender of each constituent congregation such that when seated the regular delegates
10 fairly represent the ethnicity, age, and gender of the Southeastern California Conference of
11 Seventh-day Adventists as a whole. No constituent congregation shall elect as a regular delegate
12 any person who will be a delegate-at-large (Section 6.3.a). Following each Conference
13 Constituency Session the regular delegates are expected to make a formal report of the Session to
14 their respective appointing constituent congregations.

15
16 **Section 6.3.a: Conference Delegates-at-Large.** Delegates-at-large shall be Conference
17 officers, associate officers, and assistant officers (Sections 7.1, 7.5, 7.6, 7.7); members of
18 the Executive Committee (Section 8.1); and members of the Bylaws Committee (Section
19 9.1); departmental directors and their associate directors (Article 10); all persons holding
20 ministerial credentials and licenses issued by the Conference; all full-time principals of
21 educational institutions of the Conference; all Conference Bible Instructors; all
22 Associates in Pastoral Care; and the Conference representatives to the Executive
23 Committees of the Pacific Union, the North American Division, and the General
24 Conference.

25
26 **Section 6.3.b: Non-Conference Delegates-at-Large.** Non-Conference delegates-at-
27 large shall be the officers of the Pacific Union Conference, the North American Division
28 and the General Conference, and the Pacific Union Conference Directors of Asian-Pacific
29 Ministries, Spanish Ministries, and the Regional Affairs Department in attendance. The
30 number of non-Conference delegates-at-large in attendance and participating shall not
31 exceed ten percent of the regular delegates eligible to attend.

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Section 6.3.c: All Delegates-at-Large. The total number of delegates-at-large may not exceed that of the regular delegates present.

Section 6.3.d: Non-Delegate Members. Non-delegate members may be present as observers but shall sit apart from the delegates in a reserved section and shall not participate in the deliberations or the voting.

Section 6.4: Preparatory Procedures. Prior to each regular Conference Constituency Session the President and the Secretary, with the advice and consent of the Executive Committee, shall initiate and monitor preparatory procedures as follows:

Section 6.4.a: Official Notice. Official notice of a Constituency Session shall be published in the Pacific Union Recorder, sixteen, eight, and four weeks prior to a Session.

Section 6.4.b: Election of Regular Delegates. Not later than sixteen weeks prior to the Constituency Session each constituent congregation shall elect its delegates as specified at a business meeting (Section 6.3). These delegates shall select one of their number or a delegate-at-large who is a member of their constituent congregation to chair the delegation. The pastor, church administrator, or first elder shall at once convey to the Secretary of the Conference the roster of delegates, indicating the chair and the name(s) of the constituent congregation's representative(s) on the Committee to Select the Nominating Committee (Section 6.4.e).

Section 6.4.c: Roster of Regular Delegates. Not later than ten weeks prior to the Constituency Session the Conference Secretary shall send each pastor and first elder a copy of the roster of all regular delegates including the names of the delegates who are to serve on the Committee to Select the Nominating Committee (Section 6.4.e).

Section 6.4.d: Pre-Session Church Business Meeting. Not later than nine weeks prior to a regular Constituency Session each constituent congregation shall convene a business

1 meeting at which its delegates shall be present, to discuss the Session and possible
2 agenda items, to propose amendments to the Conference's Bylaws, and to suggest the
3 names of lay persons (Section 8.1) eligible to serve on the Executive Committee.
4

5 **Section 6.4.e: Committee to Select the Nominating Committee.** The Committee to
6 Select the Nominating Committee is a pro tempore committee consisting of one delegate
7 for each constituent congregation and one additional delegate for each five hundred
8 members or major fraction thereof (51% or more). The members of this Committee may
9 be either regular delegates or delegates-at-large (Section 6.3, 6.3.a). The Conference
10 President or Secretary shall preside until the Committee elects its chair. The Committee
11 shall then elect one of its members as secretary. Not later than eight weeks prior to the
12 Constituency Session the Committee shall elect the Nominating Committee (Section
13 6.5.a). The Committee to Select the Nominating Committee shall complete its work not
14 later than seven weeks prior to the Constituency Session with minutes mailed to all
15 delegates within seven days. The Conference President and the Union Conference
16 President or their designees shall serve as advisors to the Committee to Select the
17 Nominating Committee.
18

19 **Section 6.4.f: Area Pre-session Meetings.** Not later than seven weeks prior to a
20 Constituency Session, the Conference officers (Section 7.1) and representatives of the
21 Executive Committee shall meet with delegates in areas of the Conference designated by
22 the Executive Committee to discuss matters pertaining to the Constituency Session. The
23 Executive Committee shall elect a chair for each meeting. Delegates may propose agenda
24 items, which by majority vote shall be referred to the Executive Committee to be
25 considered for inclusion on the Constituency Session agenda. By a Yes or No vote,
26 delegates at each area meeting shall indicate their preference for or against retaining
27 incumbent Conference administrative personnel, which information shall be referred to
28 the Nominating Committee and the Executive Committee, including the number of votes
29 for and against. Delegates at each area meeting may also propose amendments to the
30 Conferences Bylaws, which by majority vote shall be referred to the Bylaws Committee
31 for consideration.

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Section 6.4.g: Proposed Amendments. Not later than four weeks prior to the Constituency Session, the Bylaws Committee shall meet to consider amendments to the Bylaws referred to it by the area pre-session meetings (Sections 6.1, 6.8, 9.6.b.ii). The chair of the Bylaws Committee shall meet with the Executive Committee to present recommended amendments to be included in the Session Booklet (Section 6.4.h).

Section 6.4.h: Session Booklet. Not later than two weeks prior to the Constituency Session the Conference Secretary shall publish and distribute to all delegates, delegates-at-large, and first elders, a Session Booklet, the form and content of which have been reviewed by the Conference Executive Committee.

Section 6.5: Nominating Committee. The Nominating Committee shall be a standing committee of the Conference, elected by the Committee to Select the Nominating Committee (Section 6.4.e).

Section 6.5.a: Membership. This Committee shall consist of twenty-seven members who are delegates or delegates-at-large. Six members shall be appointed to the Committee by the following groups as hereinafter specified: two members of the Executive Committee not eligible for re-election; one person selected by the Executive Committee to represent Conference institutions; one member of the Bylaws Committee; one pastor of a constituent congregation; one representative of the Conference Board of Education. These representatives shall be chosen by their respective group at its nearest meeting preceding the first meeting of the Committee to Select the Nominating Committee (Section 6.4.e.).

In the selection of the remaining twenty-one members voted by the Committee to Select the Nominating Committee, there shall be balanced representation according to age, ethnicity, gender, and geographical area, not more than eight members may be employees of the Conference. At least two, but not more than five members shall have served on the Nominating Committee for the preceding Quadrennium. The Conference President or the

1 President's designee, and the Union Conference President or the Union Conference
2 President's designee shall serve as advisors to the Nominating Committee.

3
4 **Section 6.5.b: Organization.** Under the temporary chair of the Conference President or
5 the President's designee, the Nominating Committee shall elect a chair, an associate chair,
6 and a secretary. The chair and secretary of the Committee to Select the Nominating
7 Committee (Section 6.4.e.) are ineligible for these positions. The Nominating Committee
8 shall commence its work not later than six weeks prior to and complete it not later than
9 one day prior to the Constituency Session. Its meetings shall be closed except to hear
10 persons who make prior arrangements with the chair.

11
12 **Section 6.5.c: Duties.** The Nominating Committee shall nominate a President, a
13 Secretary, a Treasurer (Section 7.1), three (3) Vice Presidents for Pastoral Ministry
14 (Section 7.5), members of the Executive Committee (Section 8.1), and members of the
15 Bylaws Committee (Section 9.1). Nominations from the floor are precluded at the
16 constituency session (Section 6.6).

17
18 The list of nominees shall be given to the Conference Secretary, who shall prepare a
19 resume of each officer and associate officer nominee to be distributed to the delegates at
20 the commencement of the Constituency Session. Should a Conference officer cease to
21 serve or any vacancy exist or occur between Constituency Sessions, the Nominating
22 Committee shall submit nominations to the Executive Committee to fill the vacancy as
23 specified in Section 7.1.

24
25 **Section 6.5.d: Quorum.** A majority of the Nominating Committee, including at least
26 eight non-conference employees, shall constitute a quorum.

27
28 **Section 6.5.e: Replacement of Committee Members.** If a vacancy occurs in the
29 Nominating Committee membership, the Executive Committee shall appoint a
30 replacement with the same representative profile as the former member (Section 6.5.a).
31 Non-attendance without cause at two consecutive meetings shall constitute resignation

1 from the Committee.

2
3 **Section 6.6: Constituency Session.** A regular Constituency Session of the Conference shall be
4 conducted as follows:

5
6 **Section 6.6.a: Constituency Session Officers.** The Conference President or the
7 President's designee shall preside at meetings of the Constituency Session; should both be
8 absent or unavailable, an individual previously appointed by the Executive Committee
9 shall preside. The Conference Secretary shall keep a complete and accurate record of the
10 proceedings of the Session. A parliamentarian and an associate parliamentarian
11 designated by the Executive Committee shall be present to guide the chair in procedural
12 matters.

13
14 **Section 6.6.b: Procedure.** The Constituency Session shall be conducted according to
15 Roberts Rules of Order.

16
17 **Section 6.6.c: Quorum.** At the opening of the Constituency Session the Conference
18 Secretary shall determine that a quorum of regular delegates is present (Section 6.4.b).

19
20 **Section 6.6.c.1: Opening Quorum.** An opening quorum shall consist of sixty
21 percent (60%) of the regular delegates listed in the Session Booklet (Section
22 6.4.h). Should the opening quorum fail for lack of regular delegates present a
23 number up to but not to exceed fifteen percent (15%) of delegates-at-large present
24 shall be added to the number of regular delegates present to achieve a quorum.

25
26 **Section 6.6.c.2: Operating Quorum.** Once it is determined that the opening
27 quorum is present, no less than two-thirds of the opening quorum shall be present
28 to constitute a quorum for conducting business (Section 6.6.c.l).

29
30 **Section 6.6.d: Agenda.** Subsequent to the area pre-session meetings (Section 6.4.f), the
31 President with the advice and consent of the Executive Committee shall establish and

1 distribute the agenda of the Constituency Session. The agenda may be modified by vote
2 of the majority of the delegates present.

3
4 **Section 6.6.e: Voting.** Voting for the Conference Officers (Section 7.1) shall be by secret
5 ballot. When requested by delegates present and voting, other votes may also be by secret
6 ballot; otherwise, the mode of voting shall be at the discretion of the chair. No votes shall
7 be taken at any time during the Session unless the number of regular delegates present
8 exceeds the number of delegates-at-large present.

9
10 **Section 6.6.f: Session Minutes.** Minutes of the Constituency Session shall be approved
11 by the incoming Executive Committee and shall be available to the members of the
12 Conference by request for review in the office of the Conference Secretary.

13
14 **Section 6.7: Other Constituency Sessions.**

15
16 **Section 6.7.a: Area Mid-Term Meetings.** The Conference shall convene area
17 mid-term meetings at intervals of approximately two and one-half years following
18 each regular Constituency Session. The Conference officers (Section 7.1) and
19 representatives of the Executive Committee shall meet with members of
20 constituent congregations in areas of the Conference designated by the Executive
21 Committee, to discuss matters pertaining to the Constituency. The Executive
22 Committee shall elect a chair for each meeting. Members of the constituent
23 churches at each area meeting may propose agenda items, which shall be referred
24 to the Executive Committee to be considered for inclusion on the Constituency
25 Session agenda. Members of the constituent churches at each area meeting may
26 also propose amendments to the Conference Bylaws, which shall be referred to
27 the Bylaws Committee for consideration.

28
29 **Section 6.7.b: Special Constituency Session.** A Special Constituency Session of
30 the Conference may be convened by the Executive Committee on its own
31 initiative or upon the request in writing of at least one-fifth of the organized

1 constituent congregations of the Conference whose combined membership
2 represents at least one-fifth of the total Conference membership. Procedures
3 preparatory to a Special Constituency Session shall be the same as the relevant
4 sections specified for a Regular Constituency Session (Sections 6.4, 6.5).

5
6 **Section 6.7.c: Emergency Constituency Session.** An Emergency Constituency
7 Session is a type of Special Constituency Session called by a vote of two-thirds of
8 the Executive Committee. An Emergency Constituency Session may be called
9 with no less than four weeks notice and area pre-session meetings (Section 6.4.f)
10 not later than ten days prior to the Emergency Constituency Session.

11
12 **Section 6.8: Proposed Bylaws Amendments.** Bylaws amendments proposed from the floor
13 during any Regular or Special Constituency Session shall be referred to the Bylaws Committee
14 for review and subsequent consideration prior to the next Constituency Session (Sections 6.1,
15 6.4.g, 9.6.b).

16 17 **ARTICLE 7 CONFERENCE OFFICERS AND STAFF PERSONNEL**

18 **Section 7.1: The Officers.** The officers of this Conference shall be a President (Section 7.2), a
19 Secretary (Section 7.3), a Treasurer (Section 7.4), and three (3) Vice Presidents for Pastoral
20 Ministry (Section 7.5). Unless removed from office for cause, these shall serve for a term of five
21 years or until their successors are selected and enter upon their duties. If for any reason between
22 Regular Constituency Sessions an officer should cease to serve, the Nominating Committee shall
23 convene and submit nominations which shall be voted upon by the Executive Committee. Any
24 vacancy existing or occurring within 180 days preceding a Regular Constituency Session shall be
25 filled only by the next Regular Constituency Session. The President, the Secretary, and the Vice
26 Presidents for Pastoral Ministry shall be ministerial employees with pastoral experience.

27 28 29 **Section 7.2: Duties of the President.**

- 30 a. To convene Conference Constituency Sessions (Article 6) and meetings of the
31 Executive Committee (Article 8), as provided by these Bylaws.

- 1 b. To preside at Conference Constituency Sessions and meetings of the Executive
- 2 Committee, except at such times as the office of the President is under consideration,
- 3 or to designate another officer of the Conference (Section 7.1) or a member of the
- 4 Executive Committee or an officer of the Pacific Union Conference to preside.
- 5 c. To sign or countersign all papers and documents that require the President's signature.
- 6 d. To be responsible for strategic planning and coordination of all Conference programs.
- 7 e. To foster and facilitate all branches of the work of the Conference.
- 8 f. To participate with the Secretary, the Treasurer, and the Vice Presidents for Pastoral
- 9 Ministry in the planning and coordination of all Conference programs.
- 10 g. To exercise all powers and duties appropriate to the office of the President consistent
- 11 with these Bylaws, the direction of the Executive Committee, and the will of the
- 12 constituency.

13

14 **Section 7.3: Duties of the Secretary.**

- 15 a. To keep a full and complete record of the proceedings of the Executive Committee
- 16 and the Constituency Session (Article 8, Section 6.6.0).
- 17 b. To sign or countersign all papers and documents that require the Secretary's signature.
- 18 c. To serve and publish official notices and record official minutes.
- 19 d. To participate with the President, the Treasurer, and the Vice Presidents for Pastoral
- 20 Ministry in the planning and coordination of all Conference programs.
- 21 e. To perform all duties appropriate to the office of the Secretary consistent with these
- 22 Bylaws, the direction of the Executive Committee, and the will of the Constituency.

23

24 **Section 7.4: Duties of the Treasurer.**

- 25 a. To supervise and control the keeping of the accounts and books of the Conference
- 26 and to keep safe all monies which may be deposited with it. These monies shall
- 27 consist of the tithes and offerings received from individuals through the local
- 28 constituent congregations of the Conference, which shall be remitted by local church
- 29 treasurers at regular intervals, and of gifts, legacies, and bequests made to the
- 30 Conference.
- 31 b. To draw, accept, sign, make, endorse, negotiate, and dispose of all bills of exchange,

- 1 promissory notes, checks, drafts, and orders for payment of money; and to pay and
2 receive all monies and give acquittance for the same.
- 3 c. To sign or countersign promissory notes of the Conference; to discount or deposit
4 with or transfer to banking concerns any negotiable paper, stocks, bonds, and other
5 securities.
- 6 d. To make and file in the Conference Office each calendar year a written report
7 showing the amount and nature of the financial transactions of the Conference during
8 the preceding year, and to make and submit such other written reports and statements
9 as the Executive Committee may require.
- 10 e. i. To arrange for an audit of the financial records of the conference at least once
11 each calendar year, conducted by General Conference Auditing Service and an
12 approved external audit service in consultation with the General Conference
13 Auditing Service.
- 14 ii. To submit an audited statement to the Conference Executive Committee and to
15 the Constituency Session.
- 16 f. To arrange for and supervise the audit of all constituent congregations financial
17 records at least once every two years.
- 18 g. To file a fidelity bond, if not otherwise bonded.
- 19 h. To participate with the President, the Secretary, and the Vice Presidents for Pastoral
20 Ministry in the planning and coordination of all Conference programs.
- 21 i. To perform all duties appropriate to the office of the Treasurer consistent with these
22 Bylaws, the direction of the Executive Committee, and the will of the Constituency.

23

24 **Section 7.5: Vice Presidents for Pastoral Ministry.** The Vice Presidents for Pastoral Ministry
25 shall be a Vice President for Asian-Pacific Islands Ministries, a Vice President for Black
26 Ministries, and a Vice President for Hispanic Ministries. They shall function as associate officers
27 of the Conference administration and shall be responsible to the President, the Secretary, and the
28 Treasurer in their respective areas of jurisdiction.

29

30 **Section 7.6: Duties of the Vice Presidents for Pastoral Ministry.**

- 31 a. To participate as Associate Officers with the President, the Secretary and the

- 1 Treasurer in the planning and coordination of Conference programs.
2 b. To manage the budgets assigned to them for their respective responsibilities.
3 c. To facilitate the ministry of pastors in the Conference.
4 d. To perform all duties appropriate to the office of Vice President for Pastoral Ministry
5 consistent with these Bylaws, the direction of the Executive Committee, and the will
6 of the Constituency.

7
8 **Section 7.7: Ethnic Assistants.** In addition to the three (3) Vice Presidents for Pastoral Ministry
9 (Section 7.5), the Executive Committee may appoint an Ethnic Assistant to the President for any
10 other ethnic group whose members constitute four percent (4%) or more of the conference
11 membership.

12
13 **Section 7.8: Assistants to the Officers.** Between Constituency Sessions, the Executive
14 Committee may appoint assistants to the President, the Secretary, and the Treasurer as may be
15 necessary for the efficient conduct of affairs of the Conference, and define their duties. Such
16 assistants shall serve at the discretion of the Executive Committee.

17
18 **Section 7.9: Other Staff Personnel.** The offices and duties of staff personnel not otherwise
19 prescribed in these Bylaws shall be designated by the Executive Committee.

20
21 **ARTICLE 8 - THE CONFERENCE EXECUTIVE COMMITTEE**

22 **Section 8.1: Membership.** The Executive Committee is the board of directors of the
23 Conference, and the members of the Executive Committee are the directors. The Executive
24 Committee shall consist of twenty-seven (27) members, including the Conference President, the
25 Secretary, the Treasurer, the Vice Presidents for Pastoral Ministry, and the Superintendent of
26 Education. Of the remaining twenty (20), at least three (3) shall be pastors of constituent
27 congregations or associate pastors, at least fourteen (14) shall be laypersons not employed by the
28 Conference, of whom at least (8) shall not be salaried employees within any other Seventh-day
29 Adventist institution. In the selection of the fourteen (14) laypersons, there shall be balanced
30 representation according to age, ethnicity, gender, and geographical area. No more than four (4)
31 members of the standing Nominating Committee shall be eligible to serve on the Executive

1 Committee. Unless removed from office for cause, Executive Committee members shall serve a
2 term of five (5) years. No member of the Executive Committee except the officers and the
3 Superintendent of Education shall serve more than two consecutive terms.

4
5 **Section 8.2: Duties.** Between Constituency Sessions, the Executive Committee shall be
6 responsible for all affairs pertaining to the Conference.

7
8 **Section 8.3: Policies, Guidelines, Rules and Regulations.** The Executive Committee shall
9 adopt rules and regulations for the conduct of its affairs and those of the Conference, in harmony
10 with these Bylaws. These rules and regulations shall be published in a policy book which shall
11 also contain job descriptions (Section 8.8) and a grievance procedure.

12
13 **Section 8.4: Notice of Meetings.** Written notice of the time and place of meetings of the
14 Executive Committee shall be given each member at least seven days prior to a regular meeting.

15
16 **Section 8.5: Meetings.** The Executive Committee shall usually meet once each month but may
17 be called to meet at any time by the President. In the absence of the President or the President's
18 designee, the Committee may designate a chair pro tempore. Upon the written request of five or
19 more members of the Committee, the President or the Secretary shall call a special meeting.
20 Actions taken at a special meeting must be reviewed and voted upon at the next regular meeting.
21 Members of the Executive Committee may participate in a meeting through use of conference
22 telephone or similar communications equipment, as long as all members participating in such
23 meeting can hear one another and provided there is a means of verifying that participants are
24 members of the Executive Committee.

25
26 **Section 8.6: Quorum.** A majority of the Executive Committee, including the chair (Section 8.5)
27 with at least a majority (one-half plus one) of the lay members of the Committee, shall constitute
28 a quorum for the transaction of business.

29
30 **Section 8.7: Replacement of Committee Member.** If a vacancy occurs in the Executive
31 Committee membership, the Executive Committee shall appoint a replacement with the same

1 representative profile as the former member (Section 8.1). Non-attendance without cause at two
2 consecutive meetings shall constitute resignation from the Committee.

3
4 **Section 8.8: Job Descriptions.** The Executive Committee shall establish job descriptions for all
5 persons and offices prescribed by these Bylaws and shall monitor the fulfillment of these
6 requirements. All personnel prescribed by these Bylaws shall be members in good standing of
7 the Seventh-day Adventist Church.

8
9 **Section 8.9: Credentials and Licenses.** The Executive Committee shall authorize all credentials
10 and licenses issued by the Conference.

11
12 **Section 8.10: Personnel.** The Executive Committee shall appoint pastoral personnel for ministry
13 in the constituent congregations of the Conference. It shall also appoint necessary support
14 personnel to conduct Conference business.

15
16 **Section 8.11: Specialized Conference Functions.** The Executive Committee shall appoint
17 personnel and committees for the various specialized Conference functions described in Article
18 10 of these Bylaws, and shall define their duties. Such persons and committees shall serve at the
19 discretion of the Executive Committee.

20
21 **Section 8.12: Termination of Employment.** The Executive Committee may, for cause, remove
22 from office any Conference officer or member of the Executive Committee, or for cause,
23 terminate the employment of any Conference officer. All other employees of the Conference are
24 employed at will. Any individual, for whom removal from office or termination is pending, may
25 request a hearing before the Executive Committee pursuant to the standard conciliation policies
26 of the Seventh-day Adventist Church.

27
28 **ARTICLE 9 - THE BYLAWS COMMITTEE**

29 **Section 9.1: Membership.** The Bylaws Committee shall be a standing committee of nine (9)
30 members, eight (8) elected by the delegates at the Constituency Session, plus the Conference
31 Secretary who is an ex officio member. Its membership should represent the age, ethnicity, and

1 gender of the constituents, and the geographical areas of the Conference. At least one of its
2 members shall be an attorney who is a member of the California State Bar.

3
4 **Section 9.2: Meetings.** The Bylaws Committee shall meet at its discretion to complete the work
5 it has to accomplish, but may be called to meet at any time by the Conference Secretary. In the
6 absence of the chair, the Committee may designate a chair pro tempore.

7
8 **Section 9.3: Notice of Meetings.** Written notice of the time and place of meetings of the Bylaws
9 Committee shall be given each member at least seven (7) days prior to a regular meeting.

10
11 **Section 9.4: Quorum.** A majority of the Bylaws Committee, including the chair or designee,
12 shall constitute a quorum for the transaction of business.

13
14 **Section 9.5: Replacement of Committee Members.** If a vacancy occurs in the Bylaws
15 Committee membership, the Executive Committee shall appoint a replacement with the same
16 representative profile as the former member (Section 9.1). Non-attendance without cause at two
17 (2) consecutive meetings shall constitute resignation from the Committee.

18
19 **Section 9.6: Duties.** The work of the Bylaws Committee shall be as follows:

- 20 a. Elect its own chair and secretary.
- 21 b. Review the Bylaws for the purpose of recommending amendments to the
22 Constituency (Sections 6.1, 6.4.g, 6.8). The Committee shall consider:
- 23 i. Issues, amendments, and actions recorded at the last Regular and the last
24 Special Constituency Sessions.
- 25 ii. Proposals from area pre-session meetings (Section 6.4.f and 6.4.g).
- 26 iii. Written recommendations from members of the Constituency.
- 27 iv. Other issues deemed relevant by the members of the Bylaws Committee.
- 28 c. Submit the Committee's proposed Bylaws amendments to the Conference Attorney
29 for legal counsel.
- 30 d. Report Bylaws amendments to the Executive Committee to be included in the Session
31 Booklet (Section 6.4.h).

1 e. Recommend to the Constituency Session adoption of any proposed amendments
2 included in the Session Booklet.

3

4 **Section 9.7: Recommendations for Consideration.** Those wishing to appear before the
5 Committee may do so by making prior arrangements with the chair. Recommendations shall be
6 in writing.

7

8 **ARTICLE 10 — DEPARTMENTS**

9 Specialized functions of the Conference such as education, health, nurture, outreach, publishing,
10 and trust shall be conducted under the supervision of qualified directors appointed by the
11 Executive Committee and confirmed by the Constituency Session.