

1 SEC/OGC/224-20Ga/PolRev&Dev/ADCOM/Pre/SecC/TreC/GCDO20AC/SEC/
2 ADCOM(Steering)/20AC to HMM(DIV)

3
4 225-20Ga UNION CONFERENCE MODEL CONSTITUTION AND
5 BYLAWS - POLICY AMENDMENT

6
7 VOTED, To amend GC D 10, Union Conference Model Constitution and Bylaws, to
8 read as follows:

9
10 D 10 Union Conference Model Constitution and Bylaws

11 D 10 05 Union Conference Constitution and ~~Bylaws~~—The following Union Conference
12 Model Constitution and Bylaws ~~Bylaws—This model constitution~~ shall be followed as closely as
13 possible by all union conferences. Those sections of the model constitution and bylaws that
14 appear in bold print are essential to the unity of the Church worldwide and shall be included in
15 the constitution and bylaws as adopted by each union conference. Other sections of the model
16 constitution and bylaws may be modified as set out in Bylaw Article XII, provided they continue
17 to be in full harmony with the provisions of this model. Where specific cases require
18 modification to text in bold print, final approval for such modifications to any text in bold print
19 must be studied and approved by the General Conference Executive Committee after receiving a
20 recommendation from the division executive committee and the General Conference
21 Administrative Committee. Amendments to the Union Conference Model Constitution and
22 Bylaws shall be made by action of the Executive Committee of the General Conference of
23 Seventh-day Adventists at any Annual Council of that Committee.

24
25 Amendments to the Union Conference Model Constitution and Bylaws shall be made by
26 action of the Executive Committee of the General Conference of Seventh-day Adventists at any
27 Annual Council of that Committee.

28
29 **CONSTITUTION OF THE _____ UNION**
30 **CONFERENCE OF SEVENTH-DAY ADVENTISTS**

31
32 **Article I—Name**

33
34 **The name of this organization shall be the _____ Union Conference of**
35 **Seventh-day Adventists, hereinafter referred to as the union or union conference.**

36
37 **Article II—Purpose**

38
39 **The purpose of this union conference is to call all people within its territory to**
40 **become disciples of Jesus Christ, to proclaim the everlasting gospel embraced by the three**
41 **angels' messages (Revelation 14:6-12), and to prepare them for Christ's soon return.**

42
43 **Article III—Relationships**

44
45 **The _____ Union Conference is a member unit of the global Seventh-day**
46 **Adventist Church and is located in the territory of the _____ Division of the General**

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BYLAWS - POLICY AMENDMENT - 2

1 **Conference of Seventh-day Adventists. The purposes, policies, and procedures of this union**
2 **conference shall be in harmony with the working policies ~~polieies, actions,~~ and procedures**
3 **enacted by the ~~Executive Committee~~ executive committee of the _____ Division ~~and~~**
4 **or the General Conference of Seventh-day Adventists. This union conference shall pursue**
5 **the mission of the Seventh-day Adventist Church in harmony with the Fundamental**
6 **Beliefs, programs, initiatives, and actions adopted and approved by the General**
7 **Conference of Seventh-day Adventists at its sessions. ~~and initiatives adopted and approved~~**
8 **~~by the General Conference of Seventh-day Adventists in its quinquennial sessions.~~**

9
10 **Article IV—Geographic Territory**

11
12 **The territory of this union conference shall consist of _____.**

13
14 **Article V—Membership/Constituency**

15
16 **The membership/constituency of this union conference shall consist of such local**
17 **conferences and local missions/fields/sections as have been or shall be organized in any part**
18 **of the geographic territory under its jurisdiction and formally approved for membership**
19 **by vote of the delegates at any regular or special union constituency meeting.**

20
21 **Article VI—Bylaws**

22
23 **The members of this union conference, acting in and through a constituency**
24 **meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any**
25 **provision not inconsistent with the constitution.**

26
27 **Article VII—Dissolution and Disposition of Assets**

28
29 **This union conference may be dissolved only by a two-thirds (2/3) majority vote of**
30 **the delegates present and voting at any constituency meeting.**

31
32 **In the event of the dissolution of this union conference and unless otherwise**
33 **required by local law, all assets remaining after all claims have been satisfied shall be**
34 **transferred to a legal entity authorized by the _____ Division of the General**
35 **Conference of Seventh-day Adventists.**

36
37 **Article VIII—Amendments**

38
39 **The bolded text of this constitution and bylaws shall not be amended except to**
40 **conform to the union conference model constitution and bylaws when it is amended by**
41 **action of the General Conference Executive Committee at an Annual Council. Such**
42 **amendments shall be adopted into the union's constitution and bylaws by a simple majority**

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1 vote (unless local law requires a higher majority) of delegates present and voting at a union
2 conference constituency meeting. This union may amend the unbolded text of the
3 constitution and bylaws from time to time, at a union conference constituency meeting,
4 provided any such changes are in harmony with the spirit and intent of the model
5 constitution and bylaws. ~~constitution.~~ Such amendments shall require an affirmative vote
6 of two-thirds (2/3) of the delegates present and voting. ~~The union constituency meeting~~
7 ~~and/or the union conference executive committee may recommend to the General~~
8 ~~Conference through the _____ Division of the General Conference of Seventh-day~~
9 ~~Adventists, amendments to the model constitution.~~

10
11 **BYLAWS OF THE _____ UNION**
12 **CONFERENCE OF SEVENTH-DAY ADVENTISTS**

13
14 **Article I—Principal Office**

15
16 **The principal office for the transaction of the business of the _____ Union**
17 **Conference is fixed and located at _____, _____. In an emergency, the executive**
18 **committee may change the location of the principal office on a temporary basis.**

19
20 **Article II—Membership/Constituency Meetings**

21
22 **Sec. 1. Regular Meeting:** This union conference shall hold a regular
23 quinquennial ~~constituency meeting~~ membership/constituency meeting* at such time and
24 place as the executive committee of the union conference shall designate. In the event that
25 the union executive committee fails to call a regular constituency meeting within the
26 quinquennial period, the _____ Division Executive Committee ~~Committee~~, or General
27 Conference Executive Committee in the case of unions directly attached to the General
28 Conference, may give notice for such a meeting and designate the time and place. In case
29 regional conditions make it imperative to postpone the calling of the constituency meeting, the
30 union conference executive committee, in a regular or special meeting, shall have authority to
31 make such postponement, not to exceed one year, giving notice to all constituent organizations.
32 In the event that the executive committee exercises its authority to postpone a constituency
33 meeting, it shall also have the authority to set the subsequent regular constituency meeting at
34 such time and place as it shall see fit, not to exceed five calendar years from the date of the
35 postponed constituency meeting. Notice of the time and place of the meeting of the delegates
36 representing the members shall be given by:

37
38 a. A notice printed in the official publication of the union conference at least
39 four weeks before the date of the session, or
40

*The membership/constituency meeting is a business meeting of the membership of this union conference. These meetings may also be called membership/constituency sessions.

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

3
4 c. **A method approved by the _____ Division Executive**
5 **Committee, in the event of inaction or failure to call a constituency meeting by**
6 **the _____ Union Conference Executive Committee.**

7
8 **Sec. 2. Special Meeting: a. The executive committee of this union conference shall**
9 **call a special constituency meeting when:**

- 10
11 1) It is voted by the executive committee, or
12
13 2) It is voted by the delegates at any constituency meeting, or
14
15 3) It is requested by _____ percent of the executive committees of
16 **the conferences and missions/fields/sections within the union conference, or**
17
18 4) It is voted by the _____ Division Executive Committee or
19 **the General Conference Executive Committee.**

20
21 The date for such a meeting in response to paragraphs 3) and 4) above shall not be
22 more than 90 days from the date when the actions described in paragraphs 3) and 4) above
23 are communicated to the officers/executive committee of the union.

24
25 b. In the absence of a timely response by the union executive committee
26 to paragraphs 2) through 4) in Sec. 2. a. above, the _____ Division Executive
27 Committee or General Conference Executive Committee may call a special constituency
28 meeting of the union conference and designate the time and place for such a meeting.

29
30 c. The agenda for special constituency meetings shall be included in the
31 notice of the meeting.

32
33 d. Notice as to the time and place of special constituency meetings shall
34 be given in the same manner as for regularly scheduled constituency meetings.

35
36 **Sec. 3. Virtual Attendance at Constituency Meetings:** Generally, regular and specially
37 called constituency meetings are to be held in person and onsite. However, delegates when
38 requested by the executive committee, and if permitted by local law, may participate by means of
39 an electronic conference or similar communications by which all persons can hear each other at
40 the same time, and participation by such means shall constitute presence in person and
41 attendance at such a meeting.

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1 ~~Sec. 3.~~ **Sec. 4. Chair and Secretary for Constituency Meetings:** The president of this
2 union conference shall serve as chair and the secretary of this union shall serve as secretary
3 for constituency meetings of this union. ~~meetings.~~ The president may designate other
4 individuals to assist in chair duties from time to time. In the event that the president's
5 office is vacant or that the president is unavailable to serve as chair, the constituency
6 meeting may be called to order by the ranking division officer present. The first item of
7 business shall be the election of a chair *pro tem*, selected from the delegates present at the
8 meeting. When the election of a president has been completed, the new president, ~~or re-~~
9 ~~elected president,~~ if present at the constituency meeting, shall replace the chair *pro tem*.

10
11 In a similar manner, arrangements may be made for a secretary *pro tem* if the
12 secretary's office is vacant or the secretary is unavailable to serve at the constituency
13 meeting. When the election of a secretary has been completed, the new secretary, ~~or re-~~
14 ~~elected secretary,~~ if present at the constituency meeting, shall replace the secretary *pro tem*.

15
16 ~~A person who is not reelected at a constituency meeting does not thereby lose~~
17 ~~delegate status at the current constituency meeting.~~

18
19 ~~Sec. 4.~~ **Sec. 5. Regular Meeting Business:** The business of the regular constituency
20 meeting shall include the election/appointment of personnel for various positions (see ~~Sec.~~
21 ~~10. and 11.~~ Sec. 11. and 12. below), the receipt of reports from the president, secretary,
22 treasurer/chief financial officer (report based on audited statements), departmental
23 directors, and the auditor. The constituency meeting shall endorse/approve/develop plans
24 for the conduct of the work as are desirable and in harmony with the policies of
25 the Division. ~~the Division.~~

26
27 **Sec. 5. Sec. 6. Quorum:** At least _____ percent of the delegates authorized hereinafter
28 under ~~Section 1.~~ Sec. 1. of Article III must be present at the opening of any regular or special
29 constituency meeting to constitute a quorum for the transaction of business. Once the meeting is
30 declared open, the delegates remaining present shall constitute a quorum.

31
32 **Sec. 6. Sec. 7. Proxy Voting:** All delegates must be present in person at any
33 constituency ~~meeting~~ meeting, ~~or participating by electronic means,~~ in order to be eligible to
34 vote. There shall be no voting by proxy.

35
36 **Sec. 7. Sec. 8. Voting Rights of the Delegates:** Each delegate appointed to act on behalf
37 of the members of this union conference shall be entitled to one vote on each question to be
38 decided by the body. The voting rights of the individual delegates representing the members as
39 hereinafter provided shall be limited to the particular constituency meeting of the union
40 conference in which they have been designated to represent a local conference or local
41 mission/field/section, institution, the Division, ~~Division~~ or the General Conference of Seventh-
42 day Adventists.

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1
2 **~~Sec. 8. Sec. 9.~~ Voting:** The voting on matters of business shall normally be by *viva*
3 *voce*. The chair may call for the vote by other means, including a secret ballot, when it is
4 deemed advisable or is requested by the membership. Votes cast remotely shall have the
5 same validity as if the delegates met and voted onsite.

6
7 **~~Sec. 9. Sec. 10.~~ Parliamentary Authority:** The parliamentary authority pertaining to all
8 rules and procedures for constituency meetings not covered by its bylaws shall be based on those
9 published in the *General Conference Rules of Order*, and any adaptation or supplement approved
10 by the division executive committee, unless otherwise determined by a two-thirds (2/3) majority
11 vote of the constituency meeting. ~~The parliamentary authority pertaining to all rules and~~
12 ~~procedures for constituency meetings not covered by its bylaws shall be based on those~~
13 ~~published in the *General Conference Rules of Order*, and any adaptation or supplement~~
14 ~~approved by the division executive committee, unless otherwise determined by a two-thirds~~
15 ~~(2/3) majority vote of the constituency meeting.~~

16
17 **~~Sec. 10. Sec. 11.~~ Election/Appointment and Term of Office:** a. Elections: ~~Union~~ **All**
18 **union** conference officers and members of the executive committee who are not ex officio
19 members shall be elected by the delegates at a meeting of the union conference
20 constituency. The election of departmental directors, associate departmental directors,
21 associate secretaries, or associate treasurers, if not determined by the delegates at the union
22 conference constituency meeting, shall be referred to the executive committee for
23 appointment. ~~committee.~~ Other positions to be filled by election may include the chief
24 administrator(s) and board members of union institutions if and as required by the
25 governance documents and structure for each entity.

26
27 b. **Term of Office:** Persons elected at the constituency meeting and those
28 appointed by the executive committee normally serve until the next regular constituency
29 meeting. However, their period of service may be shorter due to resignation, voluntary
30 retirement, retirement in situations where a mandatory retirement age policy is in effect, or
31 removal from office, for cause, by the executive committee or a special constituency
32 meeting.

33
34 The phrase “for cause” when used in connection with removal from an elected or
35 appointed position, or from employment, shall include but not be limited to 1) incompetence; 2)
36 persistent failure to cooperate with duly constituted authority in substantive matters and with
37 relevant employment and denominational policies; 3) actions which may be the subject of
38 discipline under the *Seventh-day Adventist Church Manual*; 4) failure to maintain regular
39 standing as a member of the Seventh-day Adventist Church; 5) theft or embezzlement; or 6)
40 conviction of or guilty plea for a crime.

1 ~~Sec. 11.~~ Sec. 12. Election of Local Mission/Field/Section Officers and Term of Office:
2 a. Elections: ~~The presidents, secretaries, and treasurers/chief financial officers~~ The
3 president, secretary, and treasurer/chief financial officer of local missions/fields/sections
4 within the territory of this union conference shall be elected by the union constituency
5 meeting conference in regular session or by the union executive committee between
6 constituency meetings. ~~sessions.~~

7
8 b. Term of Office: Local mission/field/section officers elected at the
9 constituency meeting normally serve until a midterm meeting of the union executive
10 committee, unless they resign, voluntarily retire, retire in situations where a mandatory
11 retirement age policy is in effect, or are removed from office, for cause, by the union
12 conference executive committee or by a special constituency meeting (see definition of “for
13 cause” in ~~Sec. 10,~~ Sec. 11, paragraph b. above).

14
15 *(Note: Section 11 above is applicable to union conferences in whose territory there is a*
16 *local mission/field/section.)*

17
18 **Article III—Representation at Constituency Meetings**

19
20 **Sec. 1. Regular Delegates—Each member organization shall be represented at union**
21 **conference constituency meetings by duly appointed delegates as follows:**

22
23 a. Each local conference or local mission/field/section shall be entitled to
24 one delegate without regard to conference or mission/field/section membership and one
25 additional delegate for each _____ church members or major fraction thereof.

26
27 b. Such delegates shall be chosen, by the respective local conference or
28 local mission/field/section executive committees, from among those who hold membership
29 in a duly organized local church within the respective conference or mission/field/section or
30 from among those who are employees of the member organization.

31
32 c. The delegation from each conference or mission/field/section, if
33 comprised of three or more individuals, shall include representation from laity, pastors,
34 and/or other frontline employees of the respective conference or mission/field/section and
35 include ~~male~~ males and females.

36
37 **Sec. 2. Delegates At-Large—Delegates at-large to a union conference constituency**
38 **meeting ~~consist of:~~ include:**

39
40 a. The current members of the executive committee of this union
41 conference.

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1 each constituency meeting shall be appointed. It shall consist of _____ representatives from each
2 local conference or local mission/field/section, _____ representatives from the health care
3 system/institution(s) serving the union, one representative from each of the union conference
4 operated institutions, and the president of the _____ Division, or his designee, who shall
5 serve as chair.

6
7 **b. The members of the organizing committee shall be appointed by their**
8 **respective delegate groups as one of the first items of business at each regularly scheduled**
9 **constituency meeting.** The members of the organizing committee shall be appointed by their
10 respective delegate groups as the first item of business at each regularly scheduled constituency
11 meeting.

12
13 **c. ~~The organizing committee shall nominate, and~~ The organizing**
14 **committee shall nominate, and the constituency shall elect:**

- 15
16 1) A nominating committee
17
18 2) A constitution and bylaws committee
19
20 3) Other committees as may be necessary.
21

22 **Sec. 2. Nominating Committee: The nominating committee shall consist of at**
23 **least _____ and not more than _____ members, including the president of**
24 **the _____ Division, or his designee, who shall serve as chair. The membership of the**
25 **committee shall be balanced, as nearly as possible, between denominational workers and**
26 **laypersons representing various segments of the work and territories of the union.**
27 **~~conference.~~**

28
29 **a. Those chosen as members of the Nominating Committee must be duly**
30 **appointed delegates in attendance at the constituency meeting.**

31
32 **b. Persons holding elective office, as outlined in Article II, ~~Sec. 10. and~~**
33 **~~11. Sec. 11. and 12.~~ in the current term, excluding non-ex officio members of the executive**
34 **committee, shall not be eligible to serve on the Nominating Committee.**

35
36 **c. The Nominating Committee shall limit its nominations to those**
37 **positions for which persons are to be elected at the constituency meeting and for which**
38 **budgetary provisions have been made.**

39
40 **d. The Nominating Committee shall also nominate members for the**
41 **union executive committee and for the boards of union institutions whose bylaws indicate**
42 **that board members for the entity are elected at a union constituency meeting.**

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1
2 a. To fill for the current term any vacancies that may occur by death,
3 resignation or otherwise, in its boards, committees, departments, or in offices which have been
4 filled by union conference constituency meeting election. **If a new president is to be elected,**
5 **the president of the _____ Division, or his designee, shall serve as chair of the**
6 **executive committee.**

7
8 b. To appoint committees, such as an administrative committee, with their
9 terms of reference.

10
11 c. To employ such personnel as may be necessary to execute its work
12 effectively.

13
14 d. To grant and withdraw credentials and licenses. The withdrawal of
15 credentials shall require the consent of two thirds (2/3) of the members of the union conference
16 executive committee.

17
18 **Sec. 4. Regular Meetings:** The executive committee may schedule regular meetings at
19 such times and places as it may select.

20
21 **Sec. 5. Special Meetings:** Special meetings of the executive committee may be called at
22 any time or place by the president or, in his absence, by the secretary. In response to the written
23 request of a majority of the members of the executive committee a special meeting shall also be
24 called by the secretary.

25
26 **Sec. 6. Attendance at Meetings:** Where allowed by local law, executive committee
27 members may participate in meetings by means of an electronic conference or similar
28 communications by which all persons participating can hear each other at the same time,
29 and participation by such means shall constitute presence in person at such a meeting.

30
31 **Sec. 7. Notice of Meetings:** Notice as to time and place, and any other requirements
32 under these bylaws, shall be provided to all members in a reasonable manner at least 48
33 hours prior to the meeting if the meeting is to take place by electronic conference or similar
34 communications, or at least 96 hours if the meeting is to take place in person.

35
36 **Sec. 8. Quorum:** _____ members of the executive committee, **including the chair or**
37 **vice-chair**, shall constitute a quorum.

38
39 **Article VI—Officers and Their Duties**

40
41 **Sec. 1. Executive Officers:** The executive officers of this union conference shall be a
42 president, a secretary, and a treasurer/chief financial officer. The secretary and

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1 treasurer/chief financial officer may be one individual known as the secretary-treasurer. **It is the**
2 **duty of these officers, in consultation with one another, to carry forward the work**
3 **according to plans, policies, and programs voted by the division executive committee, by**
4 **the constituency in session, and/or the union executive committee. These plans, policies,**
5 **and programs shall be in harmony with the Fundamental Beliefs and actions adopted and**
6 **approved by the General Conference of Seventh-day Adventists in its quinquennial**
7 **sessions.**

8
9 **a. President: The president, who shall be an ordained minister of**
10 **experience, is the first officer and shall report to the executive committee of the union**
11 **conference in consultation with the secretary and the treasurer/chief financial officer. He**
12 **shall act as chair of constituency meetings ~~and of the union executive committee~~ and serve**
13 **in the general interests of the union conference as the constituency and the executive**
14 **committee shall determine. In his leadership he shall adhere to the policies of**
15 **the _____ Division and of the General Conference of Seventh-day Adventists, work in**
16 **harmony with the _____ ~~Division executive committee,~~ the division executive**
17 **committee and in close counsel with the division officers.**

18
19 **b. Secretary: The secretary, associated with the president as an executive**
20 **officer, shall serve under the direction of the executive committee and shall act as vice-**
21 **chair of the executive committee. The secretary shall report to the executive committee of**
22 **the union conference after consultation with the president. It shall be the duty of the**
23 **secretary to keep the minutes of the union conference constituency meetings and of the**
24 **executive committee meetings; to furnish copies of these minutes to all members of the**
25 **executive committee and to the division officers. The secretary shall also be responsible for**
26 **providing information as may be requested by the president or by the union or division**
27 **executive committee; and shall perform such other duties as usually pertain to the office.**

28
29 **c. Treasurer/Chief Financial Officer: The treasurer/chief financial**
30 **officer, associated with the president as an executive officer, shall serve under the direction**
31 **of the executive committee. The treasurer/chief financial officer shall report to the**
32 **executive committee of the union conference after consultation with the president. The**
33 **treasurer/chief financial officer shall be responsible for providing financial leadership to**
34 **the organization which will include, but shall not be limited to, receiving, safeguarding, and**
35 **disbursing all funds in harmony with the actions of the executive committee, for remitting**
36 **all required funds to the division/General Conference in harmony with**
37 **the _____ Division policy, and for providing financial information to the president**
38 **and to the executive committee. The treasurer/chief financial officer shall also be**
39 **responsible for furnishing copies of the financial statements to the division officers.**
40 **~~the _____ Division officers.~~**

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

3
4 **Article VII—Directors of Departments/Associations/Services**

5
6 **Sec. 1. Advisory Role:** The directors of departments/associations/services of this
7 union conference shall work under the direction of the executive committee ~~of the union~~
8 ~~conference~~ and the president and shall serve in an advisory relationship to the field.

9
10 **Sec. 2. Departments/Associations/Services Structure:** Union conference departments,
11 associations, and services shall be organized in harmony with the department/association/service
12 structure of the General Conference but shall not necessarily duplicate the departments/
13 associations/services at the division or the General Conference of Seventh-day Adventists.
14 ~~Departments/ Services Structure: Union conference departments/services shall be organized in~~
15 ~~harmony with the departmental/service structure of the General Conference but shall not~~
16 ~~necessarily duplicate the departments/services in the division or the General Conference.~~

17
18 **Article VIII—Other Organizations**

19
20 **Sec. 1.** Unincorporated Organizations: The _____ Union Conference may carry on
21 its ministry through unincorporated subsidiary organizations. Constituency meetings of such
22 organizations shall be held in conjunction with the regularly scheduled constituency meetings of
23 the union conference.

24
25 **Sec. 2. Corporations:** The _____ Union Conference may form corporate bodies
26 provided it obtains prior approval of the _____ Division. Membership meetings and
27 elections of boards of directors shall be held as provided by articles and bylaws of the
28 corporations and in harmony with applicable laws.

29
30 **Article IX—Finance**

31
32 **Sec. 1. Tithes and Offerings:** The church funds managed by this union conference
33 shall consist of such tithe, including direct tithe, as it shall be assigned by policy and as
34 received from the local conferences/missions/fields within its territory, and such gifts,
35 legacies, bequests, devises, appropriations, reverted funds, and other donations as may be
36 made to it.

37
38 **Sec. 2. Policies:** The portion of the tithe which is reserved for this union conference,
39 as specified by policy, and all other funds shall be used in harmony with the financial
40 policies of the _____ Division of the General Conference of Seventh-day Adventists;
41 and in the case of ~~donations~~ donations, their use shall be in harmony with the specifications
42 of donors and in compliance with government regulations. Tithe is shared with the division

1 on fixed percentages as set by the division executive committee, and with the General
2 Conference on fixed percentages as set by the Annual Council of the General Conference
3 Executive Committee.
4

5 **Sec. 3. Bank Accounts:** The funds of this union conference shall be safeguarded in
6 harmony with the financial policies of the _____ Division of the General Conference
7 of Seventh-day Adventists. Moneys shall be deposited in the name of the _____ Union
8 Conference of Seventh-day Adventists in regular or special accounts in such banks or
9 savings institutions as the executive committee shall designate and shall be withdrawn only
10 by persons authorized by resolution of the executive committee.
11

12 **Sec. 4. Financial Statements:** The _____ Union Conference shall regularly
13 prepare statements of income and fund balances and shall be responsible for the filing of
14 copies of the annual financial statement with the _____ Division and the General
15 Conference of Seventh-day Adventists and, to the extent required by law, with any branch
16 of local or national government.
17

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

19

20 **Sec. 1. Budget:** The _____ Union Conference shall prepare an annual budget
21 in harmony with the policies of the _____ Division of the General Conference of
22 Seventh-day Adventists.
23

24 **Sec. 2. Employee Compensation and Expense Review:** The executive committee shall
25 appoint an employee compensation and expense review committee whose tasks are outlined
26 in General Conference *Working Policy*.
27

28 **Sec. 3. Independent Audit:** ~~A financial audit~~ The financial statements of this union
29 conference shall be audited at least annually ~~conducted at least annually~~ by an auditor
30 chosen in harmony with General Conference *Working Policy*; and the records of this union
31 conference or any of its subsidiaries, agencies, or institutions shall at all times be open to
32 said auditor.
33

34 **Article XI—Indemnification**

35

36 **Sec. 1.** To the extent permitted by law, this union conference shall indemnify any person
37 who was or is a party or is threatened to be made a party to any threatened, pending, or
38 completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative,
39 because he/she is or was a member of the union conference executive committee or an officer,
40 employee, or agent of the union conference against expenses (including legal fees), judgments,
41 fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection
42 with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she

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1 reasonably believed to be in or not opposed to the best interest of the union conference, and, with
2 respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct
3 was unlawful.

4
5 **Sec. 2.** This right of indemnification shall be in addition to, and not exclusive of, all other
6 rights to which such member of the executive committee, ~~officer~~ officer, or department director
7 may be entitled.

8
9 *(Note: This right of indemnification may be expanded or contracted as allowed under*
10 *local law and as adopted by the constituents.)*

11
12 **Article XII—Amendments**

13
14 **Amendment, Revision and Repeal: The constitution and bylaws of this union**
15 **conference which are essential to the unity of the Church worldwide and are designated in**
16 **bold print shall be amended or revised from time to time in order to comply with changes**
17 **to the Model Union Conference Constitution and Bylaws as voted by the General**
18 **Conference Executive Committee in its annual meetings. Such amendments or revisions**
19 **shall be approved by a simple majority vote (unless local law requires a higher majority) of**
20 **the delegates present and voting at any duly called constituency meeting of the union**
21 **conference. Other sections of the constitution and bylaws may be amended, revised, or**
22 **repealed by an affirmative vote of two-thirds (2/3) of those present and voting, provided**
23 **such changes are in harmony with the spirit of the Union Conference Model Constitution**
24 **and Bylaws, and have been processed through the union conference executive committee.**
25 **Notice of any proposed changes to the Bylaws of this union conference shall be given**
26 **specifically in conjunction with the publication of notice for the constituency meeting.**

27
28 ~~The constituency or the union conference executive committee may recommend to~~
29 ~~the General Conference through the _____ Division of the General Conference of~~
30 ~~Seventh-day Adventists amendments to the Union Conference Model Bylaws.~~