

D **MODEL CONSTITUTIONS AND OPERATING POLICIES**

D 05 Seventh-day Adventist Church Organisation

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

D 10 Union Conference Model Constitution and Bylaws

D 10 05 Union Conference Constitution and Bylaws—This model constitution shall be followed by all union conferences. Those sections of the model bylaws that appear in bold print are essential to the unity of the Church world-wide, and shall be included in the bylaws as adopted by each union conference. Other sections of the model bylaws may be modified as set out in Bylaw Article XII, provided they continue to be in full harmony with the provisions of this model. Amendments to the Union Conference Model Constitution and Bylaws shall be made by action of the Executive Committee of the General Conference of Seventh-day Adventists at any Annual Council of that Committee.

CONSTITUTION OF THE UNION CONFERENCE OF SEVENTH-DAY ADVENTISTS

Article I—Name

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

Article II—Purpose

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

Article III—Relationships

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

Article IV—Geographic Territory

The territory of this union conference shall consist of _____.

Article V—Membership/Constituency

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

Article VI—Bylaws

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

Article VII—Dissolution and Disposition of Assets

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

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

Article VIII—Amendments

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

BYLAWS OF THE _____ UNION CONFERENCE OF SEVENTH-DAY ADVENTISTS

Article I—Principal Office

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

Article II—Membership/Constituency Meetings

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

- a. A notice printed in the official publication of the union conference at least four weeks before the date of the session, or
- b. A method approved by the _____ Union Conference Executive Committee, provided all member units receive notice with sufficient time to select delegates.

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

Sec. 2. Special Meeting:

a. The executive committee of this union conference shall call a special constituency meeting when:

- 1) It is voted by the executive committee, or
- 2) It is voted by the delegates at any constituency meeting, or
- 3) It is requested by _____ per cent of the executive committees of the conferences/missions/fields within the union conference,

or

4) It is voted by the _____ Division Executive Committee or the General Conference Executive Committee.

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

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

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

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

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

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

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

Sec. 4. Regular Meeting Business: The business of the regular constituency meeting shall include the election/appointment of personnel for various positions (see Sec. 10. and 11. below), the receipt of reports from the president, secretary, treasurer (report based on audited statements), departmental directors, and the auditor. The constituency meeting shall endorse/approve/develop plans for the conduct of the work as are desirable and in harmony with the policies of the _____ Division.

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

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

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

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

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

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

b. Term of Office: Persons elected at the constituency meeting and those appointed by the executive committee normally serve until the next regular constituency meeting. However, their period of service may be shorter due to resignation, voluntary retirement, retirement in situations

where a mandatory retirement age policy is in effect, or removal from office, for cause, by the executive committee or a special constituency meeting.

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

Sec. 11. Election of Local Mission/Field Officers and Term of Office: a. Elections: The presidents, secretaries, and treasurers/chief financial officer of local missions/fields within the territory of this union conference shall be elected by the union conference in regular session or by the executive committee between sessions.

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

(Note: Section 11 above is applicable to union conferences in whose territory there is a local mission.)

Article III—Representation at Constituency Meetings

Sec. 1. Regular Delegates—Each member organisation shall be represented at union conference constituency meetings by duly appointed delegates as follows:

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

b. Such delegate shall be chosen, by the respective local conference/mission/field executive committees, from among those who hold membership in a duly organised local church within the respective conference/mission/field or from among those who are employees of the member organisation.

c. The delegation from each conference/mission/field, if comprised of three or more individuals, shall include representation from laity, pastors, and/or other frontline employees of the respective conference/mission/field and include males and females.

Sec. 2. Delegates at Large—Delegates at large to a union conference constituency meeting consist of:

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

b. Such other persons from the union conference staff, institutions owned and operated by the union, and local conferences/missions/fields, as may be recommended by the union conference executive committee and accepted by the delegates in the constituency meeting. The number of such delegates shall not exceed ten percent of the total number of regular delegates provided for hereinabove.

c. Members of the General Conference and _____ Division executive committees, who may be present at any constituency meeting of this union conference. The number of such delegates shall not exceed ten percent of the total number of delegates otherwise provided for.

Sec. 3. Church Membership Requirement: All delegates appointed to represent the members of this union conference at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.

Article IV—Constituency Meeting Committees

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

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

Committees that facilitate the business of the session include:

Sec. 1. Organising Committee: a. An organising committee for each constituency meeting shall be appointed. It shall consist of _____ representatives from each local conference/mission/field, _____ representatives from the health care system/institution(s) serving the union, one representative from each of the union conference-operated institutions, and the president of the _____ Division, or his designee, who shall serve as chair.

b. The members of the organising committee shall be appointed by their respective delegate groups as the first item of business at each regularly scheduled constituency meeting.

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

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

Sec. 2. Nominating Committee: The nominating committee shall consist of at least _____ and not more than _____ members, including the president of the _____ Division, or his designee, who shall serve as

chair. The membership of the committee shall be balanced, as nearly as possible, between denominational workers and laypersons representing various segments of the work and territories of the conference.

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

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

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

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

Sec. 3. Standing Constitution and Bylaws Committee: The standing constitution and bylaws committee shall include an officer of the _____ Division, and shall be chaired by the secretary of the _____ Union Conference, or his/her designee. This committee shall function between the regularly scheduled sessions of the constituency and shall submit its reports and detailed recommendations through the executive committee to the next regular constituency meeting.

Article V—Executive Committee

Sec. 1. Membership of Executive Committee: The executive committee of the _____ Union Conference of Seventh-day Adventists shall be elected at its regularly scheduled constituency meeting and shall consist of not more than _____ members. The president, secretary, treasurer/chief financial officer, vice-president(s), the chief administrator of each union conference institution, and the presidents of constituent conferences/missions/fields shall be members ex officio of the executive committee. The remaining membership shall include laypersons, departmental directors, pastors, or other denominational employees. The officers of the _____ Division and of the General Conference of Seventh-day Adventists are members ex officio of the union conference executive committee; however, their membership shall be in addition to the number detailed above. Any such officers exercising their voting rights at any one meeting shall not make up more than ten per cent of the committee membership present.

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

Sec. 2. Delegated Authority: The executive committee of this union conference, unless replaced at a special constituency meeting, is delegated the authority to act on behalf of the constituents between regular sessions,

including the authority to remove for cause (see definition of “for cause” in Article II, Sec. 10 above), **persons who have been elected at a union constituency meeting, including officers of the union conference or local missions, directors of departments/services, members of boards and committees whose election or appointment is a result of a constituency meeting or executive committee meeting action and to fill, for the remaining portion of the term, any vacancies thus created. The removal of those named under Article VI, Sec. 1. shall require the affirmative vote of two-thirds (2/3) of those voting at a union executive committee meeting where a majority of members is present.**

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

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

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

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

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

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

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

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

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

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

Article VI—Officers

Sec. 1. Executive Officers: The executive officers of this union conference shall be a president, a secretary, and a treasurer/chief financial officer. The secretary and treasurer/chief financial officer may be one individual known as the secretary-treasurer. **It is the duty of these officers, in consultation with one another, to carry forward the work according to plans, policies, and programmes voted by the division executive committee, by the constituency in session, and/or the union executive committee. These plans, policies, and programmes shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.**

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

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

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

treasurer/chief financial officer shall also be responsible for furnishing copies of the financial statements to the _____ Division officers.

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

Article VII—Directors of Departments/Associations/Services

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

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

Article VIII—Other Organisations

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

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

Article IX—Finance

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

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

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

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

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

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

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

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

Article XI—Indemnification

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

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

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

Article XII—Amendments

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

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