

# **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 Model Union Conference 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 Model Union Conference 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 known as the \_\_\_\_\_ Union Conference of Seventh-day Adventists, hereinafter referred to as the union conference.

## **Article II—Purpose**

The purpose of this union conference is to facilitate the proclamation of the everlasting gospel in the context of the three angels' messages of

**Revelation 14:6-12 to all peoples within its territory, leading them to accept Jesus as personal Saviour and to unite with His Church, and nurturing them in preparation for His soon return.**

### **Article III—Relationships**

The \_\_\_\_\_ Union Conference of Seventh-day Adventists is part of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists, a world Church organisation; and all purposes, policies, and procedures of this union conference shall be in harmony with the working policies and procedures of the \_\_\_\_\_ Division and the General Conference of Seventh-day Adventists. This union conference shall pursue the mission of the Church in harmony with the doctrines, programmes, and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.

### **Article IV—Territory**

The territory of this union conference shall consist of \_\_\_\_\_.

### **Article V—Membership**

The membership 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 regularly scheduled constituency meeting.

### **Article VI—Bylaws**

The voters of this union conference 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, 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**

This constitution shall not be amended except to conform to the model union conference constitution when it is amended by action of the General Conference Executive Committee at an Annual Council. This union

conference shall amend its constitution from time to time at regularly called constituency meetings, any such changes to conform to the model union conference constitution. 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 \_\_\_\_\_, \_\_\_\_\_. The executive committee may in an emergency change the location of the principal office on a temporary basis.

### **Article II—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. 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.

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

- 1) It is voted by the executive committee, or
- 2) It is voted by the delegates at any constituency meeting, or
- 3) It is requested by \_\_\_\_\_ per cent of the executive committees of the conferences/missions/fields within the union conference, or
- 4) It is voted by the \_\_\_\_\_ Division Committee or the General Conference Executive Committee.

b. The division committee or General Conference Executive Committee may call a special constituency meeting of the union conference.

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

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

**Sec. 3. 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. 4. 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. 5. 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. 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. 6. Election/Appointment and Term of Office:** All officers and members of the executive committee who are not ex officio members shall be elected by the delegates at the regular meeting of the union conference constituency and shall hold their offices until the next regular meeting of the union conference constituency, unless they resign or are removed from office, for cause, by the executive committee/a special constituency meeting. The election/appointment 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.

**Sec. 7. Appointment of Local Mission/Field Officers:** The presidents, secretaries, and treasurers of local missions/fields within the territory of this union conference shall be appointed by the union conference in regular session, and shall hold their offices until a midterm meeting of the union executive committee, unless they resign or are removed from office, for cause, by the union conference executive committee or a special constituency meeting. Those appointed at a midterm meeting shall hold their offices until the next regular session of the union conference, unless they resign or are removed from office, for cause, by the union conference executive committee or a special constituency meeting.

(Note: Section 7 above is applicable to union conferences in whose territory there is a local mission.)

### **Article III—Representation**

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

1) 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.

2) Such delegates shall be chosen by the respective local conference/mission/field executive committees.

**b. Delegates at large—In addition, delegates at large shall participate in the union conference constituency meetings as follows:**

1) The individual members of the executive committee of this union conference.

**2) 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 per cent of the total number of delegates otherwise provided for.**

3) Such other persons from the union conference staff, denominational 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 session. The number of such delegates shall not exceed ten per cent of the total number of regular delegates provided for hereinabove.

**Sec. 2. 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—Committees

**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 delegates 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.**

**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, 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.

**Sec. 2. Delegated Authority:** The executive committee of this union conference is delegated the authority to act on behalf of the constituents between regular sessions, including the authority to elect or remove for cause, officers, directors of departments/services, board and committee members.

**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 or the removal of those named under Article V, Section 1. of these bylaws 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. Quorum:** \_\_\_\_\_ members of the executive committee 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. The secretary and treasurer may be one individual known as the secretary-treasurer. It is the duty of these officers, in consultation with one another, to carry forward the work according to plans, policies, and programmes voted by the constituency and/or the union executive committee. These plans, policies, and programmes shall be in harmony with the doctrines 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:** The treasurer, associated with the president as an executive officer, shall serve under the direction of the executive committee. The treasurer shall report to the executive committee of the union conference after consultation with the president. The treasurer 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

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, Salary Review, and 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. Salary and Expense Review:** The executive committee shall constitute an employee remuneration committee to review annually the salary and expense of all the employees of this union conference and set salary rates for the subsequent year.

**Sec. 3. Independent Audit:** All accounting records of this union conference shall be audited at least annually by an auditor designated by the General Conference Auditing Service; 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 two-thirds majority vote 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, in like manner, provided such changes are in harmony with the spirit of the Model Union Conference Constitution and Bylaws, and have been processed through the union conference executive committee. Notice of any proposed changes to the Constitution and Bylaws of this union conference shall be given specifically in conjunction with the publication of notice for the session.

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 Model Union Conference Constitution and Bylaws.

## **D 15 Model Union Mission Operating Policy**

**D 15 05 Union Mission**—The following Model Union Mission Operating Policy shall be followed as closely as possible by all union missions. Those sections of the model operating policy that appear in bold print are essential to the unity of the Church world-wide and shall be included in the operating policy for each union mission. Other sections of the model operating policy may be modified as set out in Article XIV, provided they continue to be in full harmony with the provisions of this model. Any modifications needed to meet specific conditions in a union mission shall be submitted to the respective division committee for consideration. Amendments to the Model Union Mission Operating Policy shall be made by action of the Executive Committee of the General Conference of Seventh-day Adventists at any Annual Council of that Committee.

### **Operating Policy of the \_\_\_\_\_ Union Mission of Seventh-day Adventists**

#### **Article I—Name**

This organisation, which is a subsidiary of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists, shall be known as the \_\_\_\_\_ Union Mission of Seventh-day Adventists, hereinafter referred to as the union mission.

## **Article II—Purpose**

**The purpose of this union mission is to facilitate the proclamation of the everlasting gospel in the context of the three angels' messages of Revelation 14:6-12 to all peoples within its territory, leading them to accept Jesus as personal Saviour and to unite with His Church, and nurturing them in preparation for His soon return.**

## **Article III—Territory**

**The territory of this union mission shall consist of \_\_\_\_\_.**

## **Article IV—Membership**

**The membership of this union mission shall consist of such conferences and local missions/fields as have been or shall be organised in any part of the territory under its jurisdiction and received into fellowship by vote of the delegates assembled in a union mission session.**

## **Article V—Sessions**

**Sec. 1. Regular Sessions:** This union mission shall hold regular quinquennial sessions at such time and place as the executive committee shall designate, by written notice sent to the presidents of local conferences and missions/fields at least thirty days before the date of the session.

**Sec. 2. Session Business:** The regular business of the session will be to receive reports of the president, secretary, treasurer (based on audited statements), departmental directors, and the auditor's reports, and to approve self-reliance plans for the union mission, which should contain specific, detailed incremental plans for moving the union mission toward union conference status. It shall develop such policies for the conduct of the work as are desirable and in harmony with the policies of the \_\_\_\_\_ Division.

**Sec. 3. Appointments/Elections:** This union mission in session shall appoint the presidents, secretaries, and treasurers of the local missions/fields within its territory. These shall hold their offices until a midterm meeting of the union executive committee unless they resign or are removed from office, for cause, by the union executive committee or a special constituency meeting. Those appointed at a midterm meeting shall hold their offices until the next regular session of the union mission, unless they resign or are removed from office, for cause, by the union mission executive committee or a special constituency meeting. This union mission in session shall also elect the departmental directors of the union, elective members of the union committee and the members of union institutional boards where the union constituency in session also serves as a constituency for union institutions.

**Sec. 4. Special Sessions:** The executive committee may call a special session at such time and place as it deems proper by a like notice, and the transactions of such sessions shall have the same force as those of the regular sessions. The division may also call a special session of the union mission.

**Sec. 5. Temporary Committees:** Previous to each session of this union mission the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session.

**Sec. 6. Organising Committee:** An organising committee for each constituency meeting shall nominate a nominating committee and such other committees as may be needed for the session, with nominees subject to the approval of the constituency delegates. The organising committee shall consist of representatives from each local conference/mission/field, each union mission operated institution, and the president of the \_\_\_\_\_ Division, or his designee, who shall serve as chair.

**Sec. 7. Nominating Committee:** The nominating committee shall consist of \_\_\_\_\_ members, including the president of the \_\_\_\_\_ Division, or his designee, who shall serve as chair.

**Sec. 8. Voting:** The voting on all matters of business shall be by *viva voce* vote unless otherwise demanded by a majority of the delegates present. **Only those delegates who are present in person at any constituency meeting shall be eligible to vote. There shall be no voting by proxy.**

## Article VI—Representation

**Sec. 1. Delegates at large:** Delegates at large to a union mission session shall be:

- a. The members of the executive committee of this union mission
- b. Members of the General Conference and \_\_\_\_\_ Division committees who may be present at any session of this union mission. The number of such delegates shall not exceed ten per cent of the total number of delegates otherwise provided for
- c. Such other persons from the union mission staff, denominational institutions owned and operated by the union, and local conferences/missions/fields, as may be recommended by the union mission executive committee and accepted by the delegates in session. The number of such delegates shall not exceed ten per cent of the total number of regular delegates provided for hereinabove.

**Sec. 2. Regular Delegates:** Regular delegates to a union mission session shall be:

- a. Such delegates as shall be duly accredited by the local conferences and missions/fields, on the following basis:

Each local conference or 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. Such delegates shall be chosen by the respective local committees.

- b. Delegates representing unorganised mission fields as appointed by the executive committee of the union mission.

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

## Article VII—Executive Committee

**Sec. 1.** The executive committee shall consist of not more than \_\_\_\_\_ members, the number to be determined by the \_\_\_\_\_ Division Committee. The union president, the union secretary and treasurer, presidents of local conferences, and the presidents of local missions/fields shall be members ex officio, the other members being elected at the union regular session. The officers of the \_\_\_\_\_ Division and of the General Conference of Seventh-day Adventists are members ex officio of the union mission 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.

**Sec. 2.** During the intervals between sessions of this union mission, the executive committee shall have administrative power, with authority to appoint committees, such as an administrative committee, with their terms of reference, to grant and withdraw credentials and licences, and 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 election. **The offices of union president, secretary, and treasurer are always filled by action of the division executive committee.** The withdrawal of credentials or filling of vacancies on the union mission executive committee shall require the consent, written or otherwise, of two-thirds of the members of the executive committee.

**Sec. 3.** The executive committee, including the president, shall be empowered to transact such executive business as is in harmony with the general policies outlined by the division committee. Five members of the union committee, including the president, shall constitute a quorum.

**Sec. 4.** Meetings of the executive committee may be called at any time or place by the president, or in his absence by the acting chair appointed by the union committee. If the president is absent from the field and no acting chair has been appointed, such a meeting may be called by the secretary upon the written request of any five members of the executive committee.

## Article VIII—Officers and Their Duties

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

The union mission executive officers shall be appointed by the division yearend meeting/council, and shall hold office for the period of \_\_\_\_\_ years or until their successors are appointed and enter upon their duties. Vacancies in such offices shall be filled by action of the division executive committee.

a. **President:** The president, who shall be an ordained minister of experience, is the first officer and shall report to the union mission committee in consultation with the secretary and the treasurer. He shall act as chair of constituency meetings and of the union mission committee and serve in the general interests of the union mission 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.

When a union president is to be absent from the field for prolonged periods of time, the union committee shall be authorised, in counsel with the division officers, to appoint an individual to act as chair during such absences.

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 mission after consultation with the president. It shall be the duty of the secretary to keep the minutes of the union mission sessions and of the executive committee meetings, and to furnish copies of such to all members of the executive committee and to the officers of the \_\_\_\_\_ Division. The secretary shall also be responsible for providing information as may be requested by the president or by the union or division committee; and shall perform such other duties as pertain to the office.

c. **Treasurer:** The treasurer, associated with the president as an executive officer, shall serve under the direction of the executive committee. The treasurer shall report to the executive committee of the union mission after consultation with the president. The treasurer 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 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 mission, such as associate secretary and associate treasurer.

## **Article IX—Departments, Incorporations, and Agents**

**Sec. 1.** Such departments as are usual in the General Conference may be created by this union mission as the development of the work requires. **Directors of departments shall work under the direction of the executive committee of the union mission and the president and shall serve in an advisory relationship to the field.**

**Sec. 2.** At each regular session of this union mission, the delegates shall nominate or elect such trustees of all corporate bodies connected with this organisation as may be required by the statutory laws governing each.

**Sec. 3.** This union mission shall employ such committees, secretaries, treasurers, agents, ministers, pioneering employees, and other persons, and shall make such distribution of its employees as may be necessary to execute its work effectively.

## **Article X—Finance**

**Sec. 1. The church funds managed by this union mission shall be:**

a. Such portion of tithe as it shall be assigned by policy and receive from its respective conferences/missions/fields

b. Appropriations from the \_\_\_\_\_ Division or the General Conference of Seventh-day Adventists

c. Special donations and funds

d. The assigned portion of tithe from churches not directly under the local fields of the union

**Sec. 2.** The executive committee of this union mission shall annually submit to the \_\_\_\_\_ Division appropriate statements of income and fund balances and an estimate of the operating expenses and receipts for the ensuing year for all organisations within its territory.

**Sec. 3.** The portion of tithe which is reserved for this union mission, as specified by policy, and all other funds shall be used in harmony with the policies of the \_\_\_\_\_ Division of the General Conference; 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. This union mission shall pass on to the \_\_\_\_\_ Division the specified tithe percentage, retirement fund percentages as may be decided by the division committee, and all mission offerings.

**Sec. 4.** Moneys shall be deposited in the name of the \_\_\_\_\_ Union Mission 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. 5. Major trust funds belonging to this union mission shall be deposited with the division until needed to fulfil the purpose for which they were raised.**

### **Article XI—Salary Review and Audit**

The union committee acting with an officer of the division, or one or more representatives appointed by the division committee, shall annually review the salary and expense of all union employees, it being understood that the salary and expense of the officers of the union are reviewed by the division committee.

**All accounting records of this union mission shall be audited at least annually by an auditor designated by the General Conference Auditing Service; and the records of the union mission or any of its subsidiary agencies, or institutions shall at all times be open to said auditor.**

### **Article XII—Indemnification**

**Sec. 1.** To the extent permitted by law, this union mission 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 mission executive committee or an officer, employee, or agent of the union mission 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 mission, 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 departmental 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 XIII—Dissolution and Disposition of Assets**

**This union mission may be dissolved only by action of the division executive committee.**

**In the event of the dissolution of this union mission, 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 XIV—Amendments**

**At any annual meeting of the \_\_\_\_\_ Division Executive Committee or at a Division Council this operating policy may be amended by a majority vote, provided that such amendments shall not be inconsistent with the**



**Constitution of the General Conference and the working policy of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists, and with the spirit of the Model Union Mission Operating Policy. However, those portions of this Operating Policy which are essential to the unity of the Church world-wide and are designated in bold print shall only be amended or revised from time to time by the \_\_\_\_\_ Division Executive Committee by a two-thirds majority vote in order to comply with changes to the Model Union Mission Operating Policy as voted by the General Conference Executive Committee in its annual meetings.**

## **D 17 Model Union of Churches Constitution and Bylaws**

**D 17 05 Union of Churches Constitution and Bylaws**—This model constitution shall be followed by all unions of churches with conference status. 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 of churches. Other sections of the model bylaws may be modified as set out in Bylaw Article XII, provided they continue to be in full harmony with the provisions of this model. Where specific cases require modification to material in bold print, final approval for such modifications to any material in bold print must be studied and approved by the General Conference Administrative Committee after receiving a recommendation from the division executive committee and the Office of General Counsel.

Amendments to the Model Union of Churches 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 OF CHURCHES OF SEVENTH-DAY ADVENTISTS**

### **Article I—Name**

The name of this organisation shall be known as the \_\_\_\_\_ Union of Churches of Seventh-day Adventists, hereinafter referred to as the union of churches.

### **Article II—Purpose**

The purpose of this union of churches is to facilitate the proclamation of the everlasting gospel in the context of the three angels' messages of Revelation 14:6-12 to all peoples within its territory, leading them to accept Jesus as personal Saviour and to unite with His Church, and nurturing them in preparation for His soon return.

### **Article III—Relationships**

The \_\_\_\_\_ Union of Churches of Seventh-day Adventists is part of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists, a world Church organisation; and all purposes, policies, and procedures of this union of churches shall be in harmony with the working policies and procedures of the \_\_\_\_\_ Division and the General Conference of Seventh-day Adventists. This union of churches shall pursue the mission of the Church in harmony with the doctrines, programmes, and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.

### **Article IV—Territory**

The territory of this union of churches shall consist of \_\_\_\_\_.

### **Article V—Membership**

The membership of this union of churches shall consist of such local churches as have been or shall be organised in any part of the geographic territory under its jurisdiction and have been accepted into the sisterhood of churches during a session of the constituency.

### **Article VI—Bylaws**

The constituency session of this union of churches 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 of churches 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 of churches, 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**

This constitution shall not be amended except to conform to the model union of churches constitution when it is amended by action of the General Conference Executive Committee at an Annual Council.

This union of churches shall amend its constitution from time to time at regularly called constituency meetings, any such changes to conform to the model union of churches constitution. The executive committee of the union of churches 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 OF CHURCHES**  
**OF SEVENTH-DAY ADVENTISTS**

**Article I—Principal Office**

The principal office for the transaction of the business of the \_\_\_\_\_ Union of Churches is fixed and located at \_\_\_\_\_, \_\_\_\_\_, herein after referred to as the union of churches. The executive committee may in an emergency change the location of the principal office on a temporary basis.

**Article II—Constituency Meetings**

**Sec. 1. Regular Meeting:** This union of churches shall hold a regular quinquennial constituency meeting at such time and place as the executive committee of the union of churches shall designate. 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 of churches at least four weeks before the date of the session, or
- b. A method approved by the \_\_\_\_\_ Union of Churches Executive Committee.

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

- 1) It is voted by the executive committee, or
- 2) It is voted by the delegates at any constituency meeting, or
- 3) At least fifty per cent of the constituent churches request it through business meeting decisions of each church.
- 4) It is voted by the \_\_\_\_\_ Division Committee or the General Conference Executive Committee.

b. The division committee or General Conference Executive Committee may call a special constituency meeting of the union of churches.

- c. The agenda for special constituency meetings shall be included in the notice of the meeting.
- d. The time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.

**Sec. 3. 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. 4. Proxy Voting:** All delegates must be present at any constituency meeting in order to be eligible to vote. There shall be no voting by proxy.

**Sec. 5. Voting Rights of the Delegates:** Each delegate appointed to act on behalf of the members of this union of churches shall be entitled to one vote on each proposed motion. The voting rights of the individual delegates representing

the members as hereinafter provided shall be limited to the particular constituency meeting of the union of churches.

**Sec. 6. Election/Appointment and Term of Office:** All officers and members of the executive committee who are not ex officio members shall be elected by the delegates at the regular meeting of the union of churches constituency and shall hold their offices until the next regular meeting of the union of churches constituency, unless they resign or are removed from office, for cause, by the executive committee/a special constituency meeting. The election/appointment of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the union of churches constituency meeting, shall be referred to the executive committee.

### Article III—Representation

**Sec. 1. Representation:** a. **Regular Delegates**—Each local church shall be represented at union of churches constituency meetings by duly accredited delegates as follows:

1) Each local church shall be entitled to one delegate without regard to membership and one additional delegate for each \_\_\_\_\_ church members or major fraction thereof.

2) Such delegates shall be chosen by the local churches. This may take place during a business meeting of the church where the proposal of a nominating committee is considered and voted upon, or may be delegated by the business meeting to the church board.

b. **Delegates at large**—In addition, delegates at large shall participate in the union of churches constituency meetings as follows:

1) The individual members of the executive committee of this union of churches.

2) **Members of the General Conference and division executive committees, who may be present at any constituency meeting of this union of churches. The number of such delegates shall not exceed ten per cent of the total number of delegates otherwise provided for.**

3) Such other persons from the union of churches staff, denominational entities owned and operated by the union of churches, as may be recommended by the union of churches executive committee and accepted by the delegates in session. The number of such delegates shall not exceed ten per cent of the total number of regular delegates provided for hereinabove.

**Sec. 2. Church Membership Requirement:** All delegates appointed to represent the members of this union of churches at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.

### Article IV—Committees

**Sec. 1. Organising Committee:** a. An organising committee of at least

\_\_\_\_\_ persons for each constituency meeting shall be appointed. It shall consist of representatives from the member churches in the union of churches. The selection method should ensure that the members of this organising committee represent various geographical regions and, where relevant, the major cultural interests represented in the union of churches. The organising committee will be chaired by the president of the \_\_\_\_\_ Division, or his designee.

b. The members of the organising committee shall be appointed 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.

**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 of Churches, 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 of Churches 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, vice-president(s), and the chief administrator of each union of churches institution, 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 of churches 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.

**Sec. 2. Delegated Authority:** The executive committee of this union of churches is delegated the authority to act on behalf of the constituents between regular sessions, including the authority to elect or remove for cause, officers, directors of departments/services, board and committee members.

**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. **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 or the removal of those named under Article V, Section 1. of these bylaws 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. Quorum:** \_\_\_\_\_ members of the executive committee shall constitute a quorum.

## Article VI—Officers

**Sec. 1. Executive Officers:** The executive officers of this union of churches shall be a president, a secretary, and a treasurer. The secretary and treasurer may be one individual known as the secretary-treasurer.

**It is the duty of these officers, in consultation with one another, to carry forward the work according to plans, policies, and programmes voted by the constituency and/or the union of churches executive committee. These plans, policies, and programmes shall be in harmony with the doctrines 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 of churches 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 of churches 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 of churches after consultation with the president. It shall be the duty of the secretary to keep the minutes of the union of churches 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:** The treasurer, associated with the president as an executive officer, shall serve under the direction of the executive committee. The treasurer shall report to the executive committee of the union of churches after consultation with the president. The treasurer 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 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 of churches, 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 of churches shall work under the direction of the executive committee and the president and shall serve in an advisory relationship to the field.

**Sec. 2. Departments/Services Structure:** Departments/services of unions of churches shall reflect the needs of its territory and shall take into consideration such services that may be provided by the division and the General Conference.

## **Article VIII—Other Organisations**

**Sec. 1. Unincorporated Organisations:** The \_\_\_\_\_ Union of Churches 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 of churches.

**Sec. 2. Corporations:** The \_\_\_\_\_ Union of Churches 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 of churches shall consist of such tithes, including direct tithe, as it shall be assigned by policy and as received from the local churches 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 of churches, 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 of churches 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 of Churches 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 authorized by resolution of the executive committee.

**Sec. 4. Financial Statements:** The \_\_\_\_\_ Union of Churches 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, Salary Review, and Audit

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

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

**Sec. 3. Independent Audit:** All accounting records of this union of churches shall be audited at least annually by an auditor chosen in harmony with General Conference *Working Policy*; and the records of this union of churches 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 of churches 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 of churches executive committee or an officer, employee, or agent of the union of churches 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 of churches, 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 of churches 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 of Churches Constitution and Bylaws as voted by the General Conference Executive Committee. Such amendments or revisions shall be approved by a simple majority vote of the delegates present and voting at any duly called constituency meeting of the union of churches. Other sections of the bylaws may be amended, revised, or repealed, by a two-thirds majority vote, provided such changes are in harmony with the spirit of the Model Union of Churches Constitution and Bylaws, and have been processed through the union of churches executive committee. Notice of any proposed changes to the Constitution and Bylaws of this union of churches shall be given specifically in conjunction with the publication of notice for the session.

The constituency or a union of churches executive committee may recommend to the General Conference through the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists amendments to the Model Union of Churches Constitution and Bylaws.

## D 19 Model Union of Churches Operating Policy

**D 19 05 Union of Churches**—The following Model Union of Churches Operating Policy shall be followed as closely as possible by all unions of churches with mission status. Those sections of the model operating policy that appear in bold print are essential to the unity of the Church world-wide and shall

be included in the operating policy for each union of churches with mission status. Other sections of the model operating policy may be modified as set out in Article XIV, provided they continue to be in full harmony with the provisions of this model. Any modifications needed to meet specific conditions in a union of churches shall be submitted to the respective division committee for consideration. Where specific cases require modification to material in bold print, final approval for such modifications to any material in bold print must be studied and approved by the General Conference Administrative Committee after receiving a recommendation from the division executive committee and the Office of General Counsel.

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

## **Operating Policy of the \_\_\_\_\_ Union of Churches of Seventh-day Adventists**

### **Article I—Name**

**This organisation, which operates within the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists, shall be known as the \_\_\_\_\_ Union of Churches of Seventh-day Adventists, hereinafter referred to as the union of churches.**

### **Article II—Purpose**

**The purpose of this union of churches is to facilitate the proclamation of the everlasting gospel in the context of the three angels' messages of Revelation 14:6-12 to all peoples within its territory, leading them to accept Jesus as personal Saviour and to unite with His Church, and nurturing them in preparation for His soon return.**

### **Article III—Territory**

**The territory of this union of churches shall consist of \_\_\_\_\_.**

### **Article IV—Membership**

**The membership of this union of churches shall consist of such churches as have been or shall be organised in any part of the territory under its jurisdiction and received into fellowship by vote of the delegates assembled in a union of churches session.**

### **Article V—Sessions**

**Sec. 1. Regular Sessions: This union of churches shall hold regular quinquennial sessions at such time and place as the executive committee**

**shall designate**, by written notice sent to all churches and companies at least thirty days before the date of the session.

**Sec. 2. Session Business:** The regular business of the session will be to receive reports of the president, secretary, treasurer (based on audited statements), departmental directors, and the auditor's reports, and to approve self-reliance plans for the union of churches, which should contain specific, detailed incremental plans for moving the union of churches toward conference status. It shall develop such policies for the conduct of the work as are desirable and in harmony with the policies of the \_\_\_\_\_ Division.

**Sec. 3. Session Elections:** This union of churches in session shall elect the departmental directors of the union of churches, and the elective members of the union of churches executive committee, and the members of union of churches institutional boards where the union of churches constituency in session also serves as a constituency for union of churches institutions, who shall hold their offices for the quinquennium period of \_\_\_\_\_ years or until their successors are elected and enter upon their duties.

**Sec. 4. Special Sessions:** The executive committee may call a special session at such time and place as it deems proper by a like notice, and the transactions of such sessions shall have the same force as those of the regular sessions. The division executive committee may also call a special session of the union of churches.

**Sec. 5. Temporary Committees:** Previous to each session of this union of churches the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session.

**Sec. 6. Organising Committee:** An organising committee for each constituency meeting shall nominate a nominating committee and such other committees as may be needed for the session, with nominees subject to the approval of the constituency delegates. The organising committee shall consist of representatives from each church and each union of churches operated institution, and the president of the \_\_\_\_\_ Division, or his designee, who shall serve as chair.

**Sec. 7. Nominating Committee:** The nominating committee shall consist of \_\_\_\_\_ members, including the president of the \_\_\_\_\_ Division, or his designee, who shall serve as chair.

**Sec. 8. Voting:** The voting on all matters of business shall be by *viva voce* unless otherwise demanded by a majority of the delegates present. Only those delegates who are present in person at any constituency meeting shall be eligible to vote. There shall be no voting by proxy.

## Article VI—Representation

**Sec. 1. Regular Delegates:** Regular delegates to a union of churches session shall be such delegates as shall be duly accredited by the organised churches of the union of churches, on the basis of one for each local organised church, and one additional for each \_\_\_\_\_ members or major fraction thereof.

**Sec. 2. Delegates at large:** Delegates at large to a union of churches session shall be:

a. The members of the executive committee of this union of churches

b. Members of the General Conference and \_\_\_\_\_ Division Committees who may be present at any session of this union of churches. The number of such delegates shall not exceed ten per cent of the total number of delegates otherwise provided for

c. Such other persons from the union of churches staff, denominational institutions owned and operated by the union of churches as may be recommended by the union of churches executive committee and accepted by the delegates in session. The number of such delegates shall not exceed ten per cent of the total number of regular delegates provided for hereinabove

d. All ordained and licenced ministers, those holding commissioned minister credentials, those holding missionary credentials, and those holding commissioned ministry of teaching credentials from the union of churches

e. Such other persons as may be recommended by the executive committee, and accepted by the delegates in session.

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

## Article VII—Executive Committee

**Sec. 1.** The executive committee shall consist of not more than \_\_\_\_\_ members, the number to be determined by the \_\_\_\_\_ Division Committee. The union of churches president, the union of churches secretary and treasurer, shall be members ex officio, the other members being elected at the union of churches regular session. The officers of the \_\_\_\_\_ Division and of the General Conference of Seventh-day Adventists are members ex officio of the union of churches 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.

**Sec. 2.** During the intervals between sessions of this union of churches, the executive committee shall have administrative power, with authority to appoint committees, such as an administrative committee, with their terms of reference, to grant and withdraw credentials and licences, and 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 of churches election. **The offices of union of churches president, secretary, and treasurer are always filled by action of the division executive committee.** The withdrawal of credentials or filling of vacancies on the union of churches executive committee shall require the consent, written or otherwise, of

two-thirds of the members of the executive committee.

**Sec. 3.** The executive committee, including the president, shall be empowered to transact such executive business as is in harmony with the general policies outlined by the division committee. \_\_\_\_\_ members of the union of churches committee, including the president, shall constitute a quorum.

**Sec. 4.** Meetings of the executive committee may be called at any time or place by the president, or in his absence by the acting chair appointed by the union of churches committee. If the president is absent from the field and no acting chair has been appointed, such a meeting may be called by the secretary upon the written request of any \_\_\_\_\_ members of the executive committee.

### **Article VIII—Officers and Their Duties**

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

The union of churches executive officers shall be appointed by the division yearend meeting/council, and shall hold office for the quinquennial period until their successors are appointed and enter upon their duties. Vacancies in such offices shall be filled by action of the division executive committee.

a. **President:** The president, who shall be an ordained minister of experience, is the first officer and shall report to the union of churches committee in consultation with the secretary and the treasurer. He shall act as chair of constituency meetings and of the union of churches committee and serve in the general interests of the union of churches 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.

When a union of churches president is to be absent from the field for prolonged periods of time, the union of churches committee shall be authorised, in counsel with the division officers, to appoint an individual to act as chair during such absences.

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 of churches after consultation with the president. It shall be the duty of the secretary to keep the minutes of the union of churches sessions and of the executive committee meetings,

and to furnish copies of such to all members of the executive committee and to the officers of the \_\_\_\_\_ Division. The secretary shall also be responsible for providing information as may be requested by the president or by the union of churches or division committee; and shall perform such other duties as pertain to the office.

c. **Treasurer:** The treasurer, associated with the president as an executive officer, shall serve under the direction of the executive committee. The treasurer shall report to the executive committee of the union of churches after consultation with the president. The treasurer 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 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 of churches, such as vice-president, associate secretary, and associate treasurer.

## **Article IX—Departments, Incorporations, and Agents**

**Sec. 1.** Such departments as are usual in the General Conference and/or division may be created by this union of churches as the development of the work requires. **Directors of departments shall work under the direction of the executive committee of the union of churches and the president and shall serve in an advisory relationship to the field.**

**Sec. 2.** At each regular session of this union of churches, the delegates shall nominate or elect such trustees of all corporate bodies connected with this organisation as may be required by the statutory laws governing each.

**Sec. 3.** This union of churches shall employ such committees, secretaries, treasurers, agents, ministers, pioneering employees, and other persons, and shall make such distribution of its employees as may be necessary to execute its work effectively.

## **Article X—Finance**

**Sec. 1.** The church funds managed by this union of churches shall be:

- a. Such portion of tithe as it shall be assigned by policy and receive from its respective churches and companies
- b. Appropriations from the \_\_\_\_\_ Division or the General Conference of Seventh-day Adventists
- c. Special donations and funds

**Sec. 2.** The executive committee of this union of churches shall annually submit to the \_\_\_\_\_ Division appropriate statements of income and

fund balances and an estimate of the operating expenses and receipts for the ensuing year for all organisations within its territory.

**Sec. 3.** The portion of tithe which is reserved for this union of churches, as specified by policy, and all other funds shall be used in harmony with the policies of the \_\_\_\_\_ Division of the General Conference; 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. This union mission of churches shall pass on to the \_\_\_\_\_ Division the specified tithe percentage, retirement fund percentages as may be decided by the division committee, and all mission offerings.

**Sec. 4.** Moneys shall be deposited in the name of the \_\_\_\_\_ Union of Churches 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. 5.** Major trust funds belonging to this union of churches shall be deposited with the division until needed to fulfil the purpose for which they were raised.

## **Article XI—Salary Review and Audit**

The union of churches committee acting with an officer of the division, or one or more representatives appointed by the division committee, shall annually review the salary and expense of all union of churches employees, it being understood that the salary and expense of the officers of the union of churches are reviewed by the division committee.

**All accounting records of this union of churches shall be audited at least annually by an auditor from the General Conference Auditing Service or one selected in harmony with division policy; and the records of the union of churches or any of its subsidiary agencies, or institutions shall at all times be open to said auditor.**

## **Article XII—Indemnification**

**Sec. 1.** To the extent permitted by law, this union of churches 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 of churches executive committee or an officer, employee, or agent of the union of churches 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 of churches, 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, departmental director or employee 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 XIII—Dissolution and Disposition of Assets**

**This union of churches may be dissolved only by action of the division executive committee.**

**In the event of the dissolution of this union of churches, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorized by the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists.**

### **Article XIV—Amendments**

**At any annual meeting of the \_\_\_\_\_ Division Executive Committee or at a Division Council this operating policy may be amended by a majority vote, provided that such amendments shall not be inconsistent with the Constitution of the General Conference and the working policy of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists, and with the spirit of the Model Union of Churches Operating Policy. However, those portions of this operating policy which are essential to the unity of the Church world-wide and are designated in bold print shall only be amended or revised from time to time by the \_\_\_\_\_ Division Executive Committee by a simple majority vote in order to comply with changes to the Model Union of Churches Operating Policy as voted by the General Conference Executive Committee in its annual meetings.**

## **D 20 Model Local Conference Constitution and Bylaws**

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



Amendments to the Model Local Conference 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 \_\_\_\_\_ CONFERENCE  
OF SEVENTH-DAY ADVENTISTS**

**Article I—Name**

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

**Article II—Purpose**

The purpose of this conference is to facilitate the proclamation of the everlasting gospel in the context of the three angels' messages of Revelation 14:6-12 to all peoples within its territory, leading them to accept Jesus as personal Saviour and to unite with His church, and nurturing them in preparation for His soon return.

**Article III—Relationships**

The \_\_\_\_\_ Conference of Seventh-day Adventists is a part of the \_\_\_\_\_ Union Conference/Union Mission of Seventh-day Adventists, which in turn is a part of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists, a world church organisation; and all purposes, policies and procedures of this conference shall be in harmony with the working policies and procedures of the \_\_\_\_\_ Division and the General Conference of Seventh-day Adventists. This conference shall pursue the mission of the Church in harmony with the doctrines, programmes, and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.

**Article IV—Territory**

The territory of this conference shall consist of \_\_\_\_\_ .

**Article V—Membership**

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

### **Article VI—Bylaws**

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

In the event of the dissolution of this conference, 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**

This constitution shall not be amended except to conform to the model local conference constitution when it is amended by action of the General Conference Executive Committee at an Annual Council. This conference shall amend its constitution from time to time at regularly called constituency meetings, any such changes to conform to the model local conference constitution. The conference executive committee may recommend to the General Conference, through the \_\_\_\_\_ Union Conference/Union Mission and the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists, amendments to the model constitution.

## **BYLAWS OF THE \_\_\_\_\_ CONFERENCE OF SEVENTH-DAY ADVENTISTS**

### **Article I—Principal Office**

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

### **Article II—Constituency Meetings**

**Sec. 1. Regular Meeting:** This conference shall hold a regular \_\_\_\_\_ (biennial, triennial, quadrennial, or quinquennial) **constituency meeting at such time and place as the executive committee of the conference shall designate.** Notice of the time and place of the meeting of the delegates representing the members shall be given by

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

b. A method approved by the \_\_\_\_\_ Conference Executive Committee.

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

- 1) It is voted by the executive committee, or
- 2) It is voted by the delegates at any constituency meeting, or
- 3) It is requested by \_\_\_\_\_ per cent of the churches of the conference through their church boards, or
- 4) It is voted by the union committee, division committee, or General Conference Executive Committee.

b. The union committee or the division committee may call a special constituency meeting of the conference.

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

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

**Sec. 3. Quorum:** At least \_\_\_\_\_ per cent of the delegates authorised hereinafter under Section 1. of Article III must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates present shall constitute a quorum.

**Sec. 4. 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. 5. Voting Rights of the Delegates:** Each delegate appointed to act on behalf of the members of this conference shall be entitled to one vote. The voting rights of the individual delegates representing the members as hereinafter provided shall be limited to the particular constituency meeting of the conference in which they have been designated to represent a local church, an institution, the \_\_\_\_\_ Union Conference, the \_\_\_\_\_ Division or the General Conference of Seventh-day Adventists.

**Sec. 6. Election/Appointment and Term of Office:** All officers and members of the executive committee who are not ex officio members shall be elected by the delegates at the regular meeting of the conference constituency and shall hold their offices until the next regular meeting of the conference constituency, unless they resign or are removed from office, for cause, by the executive committee/a special constituency meeting. The election/appointment of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the conference constituency meeting, shall be referred to the executive committee.

### Article III—Representation

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

a. **Regular Delegates:** All delegates duly accredited by any one of the organised churches of the conference. Each church shall be entitled to one delegate for the organisation and one additional delegate for each \_\_\_\_\_ members or major fraction thereof and **who hold membership in the local church which accredits them.**

b. **Delegates at large:**

1) All members of the executive committee of the \_\_\_\_\_ Conference.

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

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

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

5) **Such other persons as may be recommended by the executive committee and accepted by the delegates in session. The number of such delegates shall not exceed ten per cent of the total number of regular delegates provided for hereinabove.**

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

### Article IV—Committees

**Sec. 1. Organising Committee:** a. The organising committee shall be constituted as follows: Each church represented at the constituency meeting shall choose, or empower its delegation to choose, one member plus one additional member for each \_\_\_\_\_ members or a major fraction thereof.

b. The chair of the organising committee shall be the president of the \_\_\_\_\_ Union or his designee.

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.

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

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

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

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

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

**Sec. 4. Voting:** The election of officers and the voting on all other matters of business shall be by *viva voce* unless otherwise determined by a majority vote of the delegates present.

## Article V—Executive Committee

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

**Sec. 2. Delegated Authority:** The executive committee of this conference is delegated the authority to act on behalf of the constituents between regular sessions, including the authority to elect or remove for cause officers, directors of departments/services, board and committee members.

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

a. To fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments, or in offices

which have been filled by conference election. **If a new president is to be elected, the president of the \_\_\_\_\_ Union Mission/Union Conference or his designee, shall serve as chair of the executive committee.**

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

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

d. To grant and withdraw credentials and licences. The withdrawal of credentials or the removal of those named under Article V, Section 1. of these bylaws shall require the consent of two-thirds of the members of the executive committee.

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

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

**Sec. 6. Quorum:** \_\_\_\_\_ members of the executive committee shall constitute a quorum.

## Article VI—Officers

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

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

b. **Secretary:** The secretary, associated with the president as an executive officer, shall serve under the direction of the executive committee and shall act as vice-chair of the executive committee. The secretary shall report to the executive committee of the conference after consultation with

**the president. It shall be the duty of the secretary to keep the minutes of the conference constituency meetings and of the executive committee meetings, to furnish copies of these minutes to all members of the executive committee and to the officers of the \_\_\_\_\_ Union Mission/Union Conference. The secretary shall also be responsible for providing information as may be requested by the president or by the executive committee, and shall perform such other duties as usually pertain to the office.**

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

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

### **Article VII—Directors of Departments/Associations/Services**

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

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

### **Article VIII—Other Organisations**

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

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

## Article IX—Finance

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

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

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

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

## Article X—Budget, Salary Review, and Audit

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

**Sec. 2. Salary and Expense Review:** The executive committee shall constitute an employee remuneration committee to review annually the salary and expense of all the employees and set salary rates for the subsequent year.

**Sec. 3. Independent Audit:** All accounting records of this conference shall be audited at least annually by an auditor designated by the General Conference Auditing Service; and the records of this conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditor.



## Article XI—Indemnification

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

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

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

## Article XII—Amendments

**Amendment, Revision, and Repeal:** The bylaws of this conference which are essential to the unity of the Church world-wide, and are designated in bold print shall be amended or revised from time to time in order to comply with changes to the Model Local 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 two-thirds majority vote of the delegates present and voting at any duly called constituency meeting of the local conference. Other sections of the bylaws may be amended, revised, or repealed, in like manner, provided such changes are in harmony with the spirit of the Model Local Conference Constitution and Bylaws, and have been processed through the conference executive committee. Notice of any proposed changes to the constitution and bylaws of this conference shall be given specifically in conjunction with the publication of notice for the session.

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

## D 25 Model Local Mission Operating Policy

**D 25 05 Local Mission/Field**—The following Model Local Mission/Field Operating Policy shall be followed as closely as possible by all local missions/fields. Those sections of the model operating policy that appear in bold

print are essential to the unity of the Church world-wide and shall be included in the operating policy for each local mission/field. Other sections of the model operating policy may be modified as set out in Article XIV, provided they continue to be in full harmony with the provisions of this model. Any other modifications needed to meet specific conditions in a local mission or field shall be submitted to the respective division committee for consideration. Where specific cases require modification to material in bold print, final approval for such modifications to any material in bold print must be studied and approved by the General Conference Administrative Committee after receiving a recommendation from the division executive committee and the Office of General Counsel.

Amendments to the Model Local Mission/Field Operating Policy shall be made by action of the Executive Committee of the General Conference of Seventh-day Adventists at any Annual Council of that committee.

## **Operating Policy of the \_\_\_\_\_ Mission/Field of Seventh-day Adventists**

### **Article I—Name**

This organisation, which is a subsidiary of the \_\_\_\_\_ Union Mission/Union Conference of Seventh-day Adventists, shall be known as the \_\_\_\_\_ Mission/Field of Seventh-day Adventists, hereinafter referred to as the mission/field.

### **Article II—Purpose**

The purpose of this mission/field is to facilitate the proclamation of the everlasting gospel in the context of the three angels' messages of Revelation 14:6-12 to all peoples within its territory, leading them to accept Jesus as personal Saviour and to unite with His Church, and nurturing them in preparation for His soon return.

### **Article III—Territory**

The territory of this mission/field shall consist of \_\_\_\_\_.

### **Article IV—Membership**

The membership of this mission/field shall consist of such churches as have been or shall be properly organised in any part of the territory under its jurisdiction and accepted by vote of the delegates assembled in a mission/field session.

## Article V—Sessions

**Sec. 1. Regular Sessions:** This mission/field shall hold regular sessions at such time and place as the mission/field committee in counsel with the officers of the union mission/union conference shall designate by written notice sent to all churches and companies at least thirty days prior to the session.

**Sec. 2. Session Business:** The regular business of the session will be to receive reports of the president, secretary, treasurer (based on audited statements), departmental directors, and the auditor's reports, and to approve self-reliance plans for the local mission/field, which should contain specific, detailed incremental plans for moving the local mission/field toward local conference status.

**Sec. 3. Session Elections:** This mission/field in session shall elect the departmental directors of the mission/field, and the elective members of the mission/field executive committee, who shall hold their offices for the period of \_\_\_\_\_ years or until their successors are elected and enter upon their duties.

**Sec. 4. Special Sessions:** The mission/field committee may, upon approval of the union committee, call a special session at such time and place as it may deem proper by a like notice, and the transactions of such sessions shall have the same force as those of the regular sessions. The union may also call a special session of the mission/field.

**Sec. 5. Temporary Committees:** Previous to each session of the mission/field the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work of the session.

**Sec. 6. Organising Committee:** An organising committee for each constituency meeting shall nominate a nominating committee and such other committees as may be needed for the session, with nominees subject to the approval of the constituency delegates. The organising committee shall consist of representatives from each church and each mission/field operated institution, and the president of the \_\_\_\_\_ Union, or his designee, who shall serve as chair.

**Sec. 7. Nominating Committee:** The nominating committee shall consist of \_\_\_\_\_ members, including the president of the \_\_\_\_\_ Union, or his designee, who shall serve as chair.

**Sec. 8. Voting:** The voting on all matters of business shall be by *viva voce* unless otherwise demanded by a majority of the delegates present. Only those delegates who are present in person at any constituency meeting shall be eligible to vote. There shall be no voting by proxy.

## Article VI—Representation

**Sec. 1. Regular Delegates:** Regular delegates to a mission/field session shall be such delegates as shall be duly accredited by the organised churches of the mission/field, on the basis of one for each local organised church, and one additional for each \_\_\_\_\_ members or major fraction thereof.

**Sec. 2. Delegates at large:** Delegates at large to a mission/field session shall be:

- a. **The members of the executive committee of this mission/field**
- b. **Members of the General Conference, the \_\_\_\_\_ Division and the \_\_\_\_\_ Union Mission/Conference Committees who may be present at any session of this mission/field. The number of such delegates shall not exceed ten per cent of the total number of delegates otherwise provided for**
- c. **All ordained and licenced ministers, and those holding missionary credentials from the \_\_\_\_\_ Union or the mission/field**
- d. **Such other persons as may be recommended by the executive committee, and accepted by the delegates in session.**

**Sec. 3.** All delegates appointed to represent the members of this mission/field at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.

## **Article VII—Executive Committee**

**Sec. 1.** The mission/field executive committee, of which the president shall be the chair and the secretary/secretary-treasurer shall be the secretary, shall consist of from five to fifteen members, as determined by the union conference/union mission executive committee. The officers of the \_\_\_\_\_ Union Mission/Union Conference, the \_\_\_\_\_ Division, and the General Conference of Seventh-day Adventists are members ex officio of the mission/field 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.

**Sec. 2.** During the intervals between sessions of this mission/field, the mission/field committee shall have administrative power, with authority to employ personnel that may be necessary to execute its work effectively, to grant and withdraw such licences as are within its power, and to fill all vacancies occurring by death, resignation, or otherwise, in offices which have been filled by local mission/field election. The above actions shall require the consent by vote of two-thirds of the members of the committee and the concurrence of the officers of the union mission/union conference. The mission/field committee may also appoint committees, such as an administrative committee, with their terms of reference.

**Sec. 3.** Any \_\_\_\_\_ members of the mission/field committee, including the president, shall be empowered to transact such mission/field business as is in harmony with the general plans outlined by the committee, but the concurrence of \_\_\_\_\_ members shall be necessary to pass any measure. (The union conference/union mission shall determine the numbers on the basis of the size of the mission/field committee.)

**Sec. 4.** Meetings of the mission/field committee may be called at any time or place by the president, or should he be absent from the field, such meetings may be called by the secretary upon the written request of any three members of the mission/field committee.

## Article VIII—Officers and Their Duties

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

The executive officers of this mission/field shall be appointed by the union at the time of its sessions and shall be members of the local mission/field committee. Vacancies in such offices shall be filled by action of the union executive committee.

a. **President:** The president, who shall be an ordained minister of experience, is the first officer and shall report to the mission/field committee in consultation with the secretary and the treasurer. He shall act as chair of constituency meetings and of the mission/field committee and serve in the general interests of the mission/field as the constituency and the mission/field committee shall determine. In his leadership he shall adhere to the policies of the \_\_\_\_\_ Union, the \_\_\_\_\_ Division and of the General Conference of Seventh-day Adventists, work in harmony with the union committee, and in close counsel with the union officers. When a local mission/field president is to be absent from the field for prolonged periods of time, the mission/field committee shall be authorised, in counsel with the union officers, to appoint an individual to act as chair during such absence.

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

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

the \_\_\_\_\_ Division policy, and for providing financial information to the president and to the executive committee. The treasurer shall also be responsible for furnishing copies of the financial statements to the \_\_\_\_\_ Union officers.

**Sec. 2.** Other Officers: Other individuals may serve as officers of the mission/field, such as associate secretary and associate treasurer.

### **Article IX—Departments**

Such departments as are usual in the General Conference may be created by this mission/field as the development of the work requires. **Directors of departments shall work under the direction of the mission/field committee and the president and shall serve in an advisory relationship to the field.**

### **Article X—Finance**

**Sec. 1.** The church funds managed by this mission/field shall be:

a. Such portion of tithe as it shall be assigned by policy and as received from all churches and isolated members in the mission/field

b. Appropriations from the \_\_\_\_\_ Union Mission/Union Conference or the \_\_\_\_\_ Division

c. Special donations.

**Sec. 2.** The mission/field committee shall annually submit to the executive committee of the \_\_\_\_\_ Union Mission/Union Conference appropriate statements of income and fund balances and an estimate of its operating expenses and receipts for the ensuing year.

**Sec. 3.** The portion of tithe which is reserved for this mission/field, as specified by policy, and all other funds shall be used in harmony with the policies of the \_\_\_\_\_ Division of the General Conference; and in the case of donations, their use shall be in harmony with the specifications of donors and in compliance with government regulations. Tithe is shared with the union and division on fixed percentages as set by the division executive committee and with the General Conference on fixed percentages as set by the Annual Council of the General Conference Executive Committee. This mission/field shall pass on monthly to the \_\_\_\_\_ Union Mission/Union Conference the specified tithe percentage, all mission/field offerings, and such other funds as may be called for by the policies of the union and division organisations.

**Sec. 4.** The funds of this mission/field 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 \_\_\_\_\_ Mission/Field of Seventh-day Adventists in regular or special accounts in such banks or savings institutions as the mission/field committee shall designate, and shall be withdrawn only by persons authorised by resolution of the mission/field committee.

## **Article XI—Wages and Audits**

The fixing of wages within this mission/field shall be carried out in harmony with the policies fixed by the \_\_\_\_\_ Division.

All accounting records of this mission/field shall be audited at least annually by an auditor designated by the General Conference Auditing Service; and the records of this mission/field or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditor.

## **Article XII—Indemnification**

**Sec. 1.** To the extent permitted by law, this mission/field 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 mission/field executive committee or an officer, employee, or agent of the mission/field 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 mission/field, 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 XIII—Dissolution and Disposition of Assets**

This mission/field may be dissolved only by action of the union executive committee.

In the event of the dissolution of this mission/field, 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 XIV—Amendments**

At any annual meeting of the \_\_\_\_\_ Union Mission/Union Conference Executive Committee, this operating policy may be amended by a majority vote, provided that such amendments shall not be inconsistent with the Constitution of the General Conference and the working policy of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists, and with the spirit of the Model Local Mission/Field Operating Policy. However, those portions of this operating policy which are essential to the unity of the Church world-wide and are designated in bold print shall only be amended or revised from time to time by the \_\_\_\_\_ Union Mis-

**sion/Union Conference Executive Committee by a two-thirds majority vote, in order to comply with changes to the Model Local Mission/Field Operating Policy as voted by the General Conference Executive Committee in its annual meetings.**