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BYLAWS
OF THE
SOUTHERN CALIFORNIA CONFERENCE
OF SEVENTH-DAY ADVENTISTS

Approved at the
65th Constituency Session on
September 22, 2019

BYLAWS

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SOUTHERN CALIFORNIA CONFERENCE OF SEVENTH-DAY ADVENTISTS
a California nonprofit religious corporation

BYLAWS
(September 22, 2019)

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ARTICLE 1. NAME; PURPOSE; TERRITORY; PRINCIPAL OFFICE

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

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1.2 **Purpose.** The objective of this Conference is to teach the everlasting Gospel of our Lord and Savior Jesus Christ and the Commandments of God throughout its territory and throughout the world. The Conference is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law exclusively for religious purposes. The Conference is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or as amended thereafter. Notwithstanding any other provision of the articles of incorporation, the Conference shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Conference, and the Conference shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxes under Section 501(c)(3) of the Code; or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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1.3 **Territory.** The territory of this Conference shall consist of Los Angeles County, Ventura County and portions of Kern and Santa Barbara Counties, and such other territory as may hereafter come under its supervision.

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1.4 **Principal Office.** The principal office of this Conference is located at 1535 East Chevy Chase Drive, City of Glendale, County of Los Angeles, California.

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ARTICLE 2. CONFERENCE CONSTITUENCY

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2.1 **Membership and Constituents.** Conference membership shall consist of such churches as have been or shall be organized in accordance with the published policies of the General Conference and the Pacific Union Conference. All regular delegates to constituency sessions shall be elected from within the Conference membership. Together, the regular delegates and delegates at large shall comprise the Conference constituency. The Conference has no members within the meaning of the California Nonprofit Religious Corporation Law.

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2.2 **Regular Delegates.** Regular delegates shall consist of the delegates from the churches, each church being entitled to a minimum of one (1) delegate, plus one (1) additional delegate for each seventy-five (75) members or major fraction thereof. If, using this formula, the number of regular delegates will exceed one thousand (1,000), then prior to the election of regular delegates, the executive committee shall increase the number seventy-five (75)" in the preceding sentence to that whole, even number that will cause the number of regular delegates not to exceed one thousand (1,000). Delegates shall be elected as outlined in the Church Manual.

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2.2.1 **Election of Regular Delegates.** Prior to each session the president and executive secretary with the advice and consent of the executive committee, shall initiate and administer procedures for the election of regular delegates. Each church shall elect its delegates

237 in compliance with the Church Manual at a business meeting of the church and provide the
238 information required under Section 2.2.2 not later than sixteen (16) weeks prior to the session.

239 **2.2.2 Election of Delegation Chair and Pre-Session Committee Member.** These
240 delegates shall elect a delegation chair and, for a regular session, a pre-session committee
241 member. Positions of delegation chair and pre-session committee member shall be filled by
242 either a regular delegate or a delegate at large. The pastor, or first elder shall immediately convey
243 to the executive secretary the roster of the church delegation, including an e-mail address for
244 each delegate (except as provided in Section 12.19.2), indicating the delegation chair and the
245 pre-session committee member.

246 **2.2.3 Duties of Delegation Chair.** The delegation chair shall assist the church pastor
247 to encourage active participation of delegates during the session, explain procedures to
248 delegates, answer questions of delegates, and provide other assistance as required or requested
249 by the delegation. The delegation chair should arrange to attend any pre-session town halls or
250 other presentations made prior to the regular session.

251 **2.2.4 Rosters of Delegates, Delegation Chairs and Pre-Session Committee.** The
252 executive secretary shall send to each pastor, first elder and the delegation chair a copy of the
253 rosters of all delegates, delegation chairs and the members of the pre-session committee.

254 **2.3 Delegates at Large.** Delegates at large, who shall not exceed regular delegates in
255 number, shall be as follows:

256 **2.3.1 Committee Members.** Members of the executive committee, the bylaws
257 committee, and the nominating committee who are not otherwise delegates;

258 **2.3.2 Licenses/Credentials.** Persons to whom this Conference has issued, and who
259 are currently holding, administrative ministries credentials, administrative ministries licenses,
260 commissioned minister credentials, commissioned minister licenses, commissioned ministry of
261 teaching credentials, ministerial credentials, ministerial licenses, or missionary credentials; and

262 **2.3.3 Executive Committees of the PUC and the NAD.** Members of the executive
263 committees of the Pacific Union Conference and the North American Division who may be
264 present at any constituency session. The number of delegates under this Section 2.3.3 shall not
265 exceed ten percent (10%) of the total number of the regular delegates provided for in Section 2.2
266 of these bylaws.

267 **ARTICLE 3. PRE-SESSION PROCEDURES**

268 **3.1 Pre-Session Committee.** The pre-session committee shall consist of one (1) delegate
269 member for each church as specified in Section 2.2 of these bylaws. The pre-session committee, chaired
270 by the president of the Pacific Union Conference or his/her appointee, shall elect the nominating
271 committee. The pre-session committee shall complete its work not later than twelve (12) weeks prior to
272 the session and the executive secretary shall deliver (as provided in Section 12.19) the minutes of its
273 meeting to all delegates within ten (10) days of such completion. The pre-session committee shall be
274 dissolved upon the adjournment of the regular session.

275 **3.2 Nominating Committee.** The nominating committee shall commence its work not later
276 than ten (10) weeks, and complete its work not later than four (4) weeks prior to the session, at which
277 time it shall submit a report to the executive secretary. The nominating committee shall be dissolved upon
278 the adjournment of the regular session.

279 **3.2.1 Composition.** The nominating committee shall consist of twenty-one (21)
280 members, including the president of the Pacific Union Conference or his/her appointee, who shall
281 chair this committee. The membership of this committee shall, as nearly as possible,
282 proportionately represent the membership of this Conference, properly recognizing gender, ethnic
283 and geographical backgrounds. No more than five (5) members of the preceding nominating

284 committee may serve on this committee. Incumbent officers, region directors, departmental
285 directors, associate directors and assistant directors shall not be members of this committee. No
286 more than five (5) members of the nominating committee may serve on the executive committee;
287 conversely, no more than five (5) non-administrative members of the executive committee may
288 serve on the nominating committee. At the pre-session, representatives from each region shall
289 make an initial proportionate allocation of the nominating committee members from such region.
290 Regions shall coordinate their final allocations with the entire pre-session committee, with the
291 entire pre-session committee making a final determination of the composition and membership of
292 the nominating committee.

293 **3.2.2 Nominations.** The nominating committee shall nominate the executive officers,
294 the vice president for education, the bylaws committee, and the executive committee. Only the
295 nominations of the nominating committee shall be recognized by the chair for a vote by the
296 delegates.

297 **3.2.3 Procedures.** During its deliberations, the nominating committee shall adhere to
298 the following procedures:

299 a) Prior to any nomination, the members of this committee shall be provided with a
300 written position description and the qualifications for all positions to be filled. The
301 list of positions to be filled and the job descriptions must have been approved by
302 the executive committee.

303 b) Adequate time shall be given this committee to receive information on the
304 qualifications of the nominees. The committee may receive suggestions,
305 comments and other testimony from delegates who may wish to appear before
306 the committee. During all of its deliberations, the nominating committee
307 proceedings shall be conducted in closed-door sessions. However, the
308 nominating committee may invite the president and other knowledgeable and
309 interested persons to be present during its deliberations.

310 c) The members of the nominating committee and other persons who may be
311 present during its deliberations shall preserve the confidentiality of all matters
312 discussed by this committee and shall take the necessary precautions to protect
313 the privacy of individuals who become subjects of their deliberations.

314 **3.2.4 Report.** The executive secretary shall distribute a copy of the nominating
315 committee report to all delegates within two (2) business days following receipt. This report shall
316 include the time and place of a special meeting of the nominating committee, which shall occur
317 not less than fourteen (14) days prior to the session. At this meeting delegates may appear to
318 present comments to the report for the nominating committee's further consideration. If the
319 nominating committee shall elect to make any changes to its report prior to formal presentation at
320 the session, any changes, together with the reason(s) for such change(s), shall be reported to the
321 delegates.

322 **3.3 Session Preparation.** Prior to each regular session the president and executive
323 secretary, with the advice and consent of the executive committee, shall initiate and administer
324 preparatory procedures as follows:

325 **3.3.1 Proposed Agenda Items.** No later than twelve (12) weeks prior to the session, a
326 church may submit to the executive committee proposed agenda items that have been approved
327 by either a majority of its (i) delegates, (ii) church board, or (iii) the church in business meeting.
328 The president, with the advice and consent of the executive committee, shall establish the
329 agenda for the session.

330 **3.3.2 Proposed Amendments to the Articles and Bylaws.** The bylaws committee
331 shall submit its report to the executive committee not later than eight (8) weeks prior to the
332 session. The executive secretary shall include any proposed amendments in the session report.

333 **3.3.3 Session Report.** The executive secretary shall publish a session report,
334 comprised of the following two parts:

335 a) A complete electronic report, which shall include the agenda, minutes, proposed
336 actions, roster(s), articles of incorporation and bylaws, and other reports required
337 by these bylaws, which will be distributed to all delegates as provided in
338 Section 12.19. This report shall be sent six (6) weeks prior to the session.

339 b) A hard copy of basic materials, to be distributed to delegates at the session,
340 which shall consist of the agenda, proposed actions, session voting materials,
341 and materials essential to the conducting of session business.

342 **3.3.4 Session Report Town Halls.** No later than three (3) weeks prior to the regular
343 session the Conference executive officers shall conduct town halls for regular delegates,
344 delegates at large and other church members for consideration and discussion of the session
345 agenda items. The town halls shall be scheduled at various times, dates and places throughout
346 the geographical area of the Conference so as to facilitate optimum attendance by persons
347 described above. No later than six (6) weeks prior to the regular session the Conference shall
348 give written notice of the date, time and place of the town halls to each church pastor and regular
349 delegate and delegate at large in accordance with the terms of paragraph 12.19 herein.

350 **ARTICLE 4. CONSTITUENCY SESSIONS**

351 **4.1 Regular Sessions.** This Conference shall hold a regular quinquennial session at such
352 dates and places as the executive committee shall designate within the territory of this Conference. The
353 purpose of this session is to receive reports, elect executive officers and the vice president for education,
354 establish committees, and transact other business.

355 **4.2 Special Sessions.** Special constituency sessions may be convened (i) by the executive
356 committee, or (ii) upon the request in writing of one-fifth (1/5) of the constituent churches (as voted by
357 church board(s) or church(es) in business meeting(s)) or (iii) the vote of the delegates at any constituency
358 session. The constituency delegates shall be comprised of regular delegates and delegates at large,
359 elected as provided in Sections 2.2 and 2.3 of these bylaws. The executive committee shall establish the
360 pre-session calendar and procedures for a special session.

361 **4.3 Notice.** Notice of the regular session and special sessions shall be published in the
362 official publication of the Pacific Union Conference (which is currently the *Pacific Union Recorder*). Such
363 notices, giving the purpose, date, time and place of said sessions, shall be published at least once. If
364 there should be no official publication of the Pacific Union Conference, or the publication schedule of this
365 official publication will not satisfy the notice requirements of Section 4.3 of these bylaws, the executive
366 committee shall use an alternative and comparable form of notice, which may include a mailing to each
367 household in the Conference or such other form of notice provided in Section 12.19. Notice of the regular
368 session shall be published no less than six months prior to the session and shall be republished each
369 month thereafter up to and including the month preceding the regular session. Notice of a special session
370 shall be published no less than thirty (30) days prior to the regular session.

371 **4.4 Regular Session Procedures.**

372 **4.4.1 Session Officers.** The president or his/her appointee shall preside at meetings
373 of the session. The executive secretary shall keep a complete and accurate record of the
374 proceedings of the session. There shall also be a parliamentarian and associate parliamentarians
375 elected by the executive committee.

376 **4.4.2 Agenda.** The agenda established under Section 3.3.1 of these bylaws may be
377 modified by the vote of the majority of the delegates present at the beginning of the session.

423 **5.4 Election and Term of Office.** The members of the executive committee shall be elected
424 at the regular session of this Conference and shall hold office until their successors are elected and
425 assume their duties. No non-administrative member shall serve more than two (2) consecutive terms.

426 **5.5 Duties and Powers.** The executive committee shall establish committees and elect,
427 employ, discharge, and terminate for cause officers, committee members and employees and shall bring
428 about such distribution of its workers as may be necessary to execute its work effectively. The executive
429 committee shall have full administrative power to:

430 **5.5.1 Vacancies.** Fill, for the current term, any vacancies that may occur by death,
431 resignation or other causes, in the officers, boards, committees, or departments of this
432 Conference; and

433 **5.5.2 Licenses/Credentials.** Grant and withdraw credentials and licenses.

434 **5.5.3 Two-Thirds Vote.** The withdrawal of credentials or filling of vacancies on the
435 executive committee under Section 5.5 of these bylaws shall require a two-thirds (2/3) vote of the
436 members of the executive committee.

437 **5.6 Meetings.**

438 **5.6.1 Regular Meetings.** At least four (4) regular meetings shall be held each calendar
439 year at the principal office of this Conference, or other locations specified in the notice, at stated
440 times determined by the executive committee.

441 **5.6.2 Notice.** Written notice of the date, time and place of the regular meetings of the
442 executive committee, together with an agenda, supporting materials, and minutes of the previous
443 meeting, shall be delivered as provided in Section 12.19 to each executive committee member
444 not less than seven (7) days prior to the date of such meetings.

445 **5.6.3 Quorum.** The majority of the executive committee shall constitute a quorum.
446 Except as specifically provided otherwise in these bylaws, the acts and decisions of the executive
447 committee shall require a majority vote of those in attendance at a meeting at which a quorum is
448 present. The members present at a duly called or duly held meeting, at which a quorum is
449 withdrawn, may continue to transact business until adjournment, even if enough members have
450 withdrawn to leave less than a quorum, if the votes for any action taken (other than adjournment)
451 include at least a majority of the members required to constitute a quorum (i.e., at least nine [9] of
452 the members of executive committee).

453 **5.6.4 Special Meetings.**

454 a) Special meetings of the executive committee may be called at any time by the
455 president.

456 b) The president or the executive secretary shall call a special meeting upon the
457 written request of five (5) or more members of the executive committee.

458 c) Notice of special meetings shall be delivered as provided in Section 12.19 at
459 least four (4) days before the meeting date, or delivered in person, by email or by
460 telephone (or similar means of direct electronic communication to which the recipient responds promptly confirming receipt, such as a text message) at least
461 forty-eight (48) hours before the meeting time.
462

463 d) Special meetings may be held by telephone conference or similar communication
464 equipment, provided that all executive committee members participating can hear
465 one another.

466 e) Any action required or permitted to be taken by the executive committee may be
467 taken without a meeting, if all members of the executive committee shall
468 individually or collectively consent in writing to such action, as provided in
469 Section 12.19. Such action by written consent shall have the same force and
470 effect as a unanimous vote of the executive committee at a meeting duly called

471 and noticed. Each such written consent or consents shall be filed with the
472 minutes of the proceedings of the executive committee.

473 **5.6.5 Waiver of Notice.** The transactions of any meeting of the executive committee,
474 however called and noticed, or wherever held, shall be as valid as though taken at a meeting duly
475 held after regular call and notice if (a) a quorum is present, and (b) each of the members not
476 present signs either (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an
477 approval of the minutes.

478 **5.6.6 Chair Pro Tem.** In the absence of the president, executive secretary, treasurer,
479 and executive vice president, the executive committee shall elect a chair pro tem.

480 **5.7 Inspection of Records.** Each member of the executive committee shall have a
481 reasonable right to inspect those Conference books, records, documents, and properties as may be
482 reasonably related to his/her decision-making responsibilities.

483 **ARTICLE 6. OFFICERS**

484 **6.1 Conference Officers.** The administrative officers of this Conference shall be the
485 executive officers (the president, executive secretary, treasurer, and executive vice president), vice
486 president for education and the region directors for those regions established by the executive committee.
487 The executive officers and region directors shall have additional duties in conformance with General
488 Conference policy and as assigned by the executive committee. Additional officers as may be deemed
489 necessary to fulfill the objectives of the Conference shall be elected by the delegates in session or by the
490 executive committee between sessions. The officers shall proportionately reflect, as nearly as possible,
491 the ethnic composition of this Conference. The term, authority, and duties of any additional officers shall
492 be prescribed by the delegates or the executive committee at the time of their election.

493 **6.1.1 Qualifications.** Any person nominated and elected to serve as an officer of this
494 Conference shall be or shall become a member in good standing of a constituent church and
495 shall remain a member in good standing during his/her term of service.

496 **6.1.2 Election and Term of Office.** Executive officers and the vice president for
497 education shall be elected by secret ballot at each regular constituency session and shall hold
498 office until the next regular session, unless requested by the executive committee to continue in
499 office until their successors are elected and assume their duties.

500 **6.2 Duties.** The duties of the executive officers, the vice president for education, and the
501 region directors of this Conference shall be as follows:

502 **6.2.1 President.**

- 503 a) To serve as chief executive officer of this Conference and to preside at all regular
504 and special constituency sessions and meetings of the executive committee.
- 505 b) To sign or countersign all papers and instruments, in writing, that may require the
506 same.
- 507 c) To make a written report to the delegates of the regular constituency sessions.
- 508 d) To supervise and manage, subject to the directions of the executive committee,
509 the officers and employees of this Conference, and to exercise the power and
510 perform the duties usually exercised and performed by a president which are
511 consistent with the articles of incorporation and these bylaws.

512 **6.2.2 Executive Secretary.**

- 513 a) To keep a full and complete record of the proceedings of the executive
514 committee and all constituency sessions, and to distribute the minutes of the
515 executive committee meetings and constituency sessions.

- 516 b) To cause all notices to be given in accordance with the provisions of these
517 bylaws or as required by law.
- 518 c) To make a written report to the delegates of the regular constituency sessions.
- 519 d) To keep, at the principal office of this Conference, a membership list and other
520 records of this Conference.
- 521 e) To sign or countersign all papers and instruments that may require this officer's
522 signature.
- 523 f) To preside at executive committee meetings in the absence of the president.
- 524 g) To serve as the non-voting recording secretary of the pre-session committee and
525 to perform the duties which pertain to this office as outlined in these bylaws.
- 526 h) To perform all other duties that pertain to this office and as may be required by
527 the executive committee which are consistent with these bylaws.
- 528 **6.2.3 Treasurer.**
- 529 a) To keep an account of all monies received and expended for the use of this
530 Conference, and to make disbursements authorized by the executive committee.
- 531 b) To make and file in the principal office of this Conference, during each and every
532 calendar year, a report in writing or in any other form capable of being converted
533 into written form, showing the amount and nature of the business done by this
534 Conference during the preceding calendar year; and to make and submit such
535 other written reports and statements as may be required by the executive
536 committee.
- 537 c) To sign or countersign all papers and instruments that may require this officer's
538 signature.
- 539 d) To preside at executive committee meetings in the absence of the president and
540 the executive secretary.
- 541 e) To perform all duties that pertain to this office and as may be required by the
542 executive committee which are consistent with these bylaws. The treasurer is
543 required to file a bond for the faithful performance of this officer's duties.
- 544 f) To make a written report to the delegates of the regular constituency sessions.
- 545 **6.2.4 Executive Vice President.**
- 546 a) To assist the president in the general work of this Conference.
- 547 b) To make a written report to the delegates of the regular constituency sessions.
- 548 c) Serve as administrative liaison for various departmental and resource ministry
549 functions within the conference.
- 550 d) To preside at executive committee meetings in the absence of the president,
551 executive secretary and treasurer.
- 552 e) To perform all duties that pertain to this office and as may be required by the
553 executive committee which are consistent with these bylaws.
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- 555 **6.2.5 Vice President for Education**
- 556 a) To provide strategic leadership over the department and the education
557 system from pre-school through twelfth grade, promoting, cultivating and
558 modeling a Christ-like culture to school sites.

- 559 b) To give oversight of the curriculum implementation and personnel management
560 in all Conference-sponsored schools.
- 561 c) To coordinate the development of the education budget and monitor the financial
562 statements processing expenditures and helping to keep accounts receivable
563 current.
- 564 d) To coordinate the recruitment, employment and contracts of Conference
565 employed teachers assisting principals and personnel committees. Supervise the
566 school, principal and teacher evaluation process.
- 567 e) To chair education department staff meetings and principal councils. Serve as a
568 member or chair boards and committees as requested by the president or the
569 executive committee.
- 570 f) To monitor the hiring of preschool personnel, local hire contracts, finances
571 insuring compliance to all state and local permits and licenses.
- 572 g) To make a written report to the delegates of the regular constituency sessions.
- 573 h) To perform all duties that pertain to this office and as may be required by the
574 executive committee which are consistent with these bylaws.

575 **6.2.6 Region Directors.** The qualifications, election and term of office of the region
576 directors shall be as set forth in the "Region Structure Proposal of May 19, 1996" as revised
577 September 30, 2003. The duties of the region directors of this Conference shall be as follows:

- 578 a) To serve as one of the officers of the Conference as a channel by which pastoral,
579 church and Conference needs are expressed and addressed.
- 580 b) To coordinate personal and public evangelism, oversee church development,
581 staff all assigned churches in consultation with the region committee and the
582 president, nurture ministerial workers and their families, and plan ministerial
583 meetings, workshops, seminars, and/or convocations with assigned churches.
- 584 c) To chair one (1) region committee which shall be comprised of representative
585 pastors and a simple majority of lay persons within assigned churches.
- 586 d) To perform all duties that pertain to this office and as may be required by the
587 president or the executive committee which are consistent with these bylaws.

588 **ARTICLE 7. DEPARTMENTS AND DEPARTMENTAL DIRECTORS**

589 **7.1 Establishing Departments.** All departments shall be established or eliminated as
590 required by the vote of the delegates in a constituency session or by the executive committee between
591 sessions.

592 **7.2 Departmental Directors.** Departmental directors shall work under the direction of the
593 executive committee and the president and shall serve in a resource and advisory relationship to the
594 churches.

595 **7.2.1 Associate and Assistant Departmental Directors.** Associate directors and
596 assistant directors may be elected at such times as deemed necessary.

597 **7.2.2 Qualifications.** Any person nominated and elected to serve as a departmental
598 director, associate director or assistant director of this Conference shall be or shall become a
599 member in good standing of a constituent church and shall remain a member in good standing
600 during his/her term of service.

601 **7.2.3 Election and Term of Office.** The departmental directors, associate directors
602 and assistant directors shall be elected by the executive committee after each regular session of
603 this Conference and shall proportionately reflect the ethnic composition of this Conference. They

604 shall hold office until replaced by the executive committee following the next regular session,
605 unless requested by the executive committee to continue in office until their successors are
606 elected and assume their duties.

607 **7.2.4 Duties.** The duties and responsibilities of the departmental directors, associate
608 directors and assistant directors shall be established by the executive committee in accordance
609 with the accepted practices of the Seventh-day Adventist denomination as provided in the general
610 working policies of the North American Division and custom established by practice.

611 **7.3 Asset/Risk Management Director.** The executive committee shall elect as the
612 asset/risk management director an employee of the Conference (or someone who becomes an employee
613 concurrently with such election) who shall have authority to execute on behalf of the Conference papers
614 and instruments related to leases, licenses and rentals agreements of Conference owned properties that
615 are operated by local entities that are authorized by the Southern California Conference. Leases, licenses
616 and rental agreements shall also be countersigned by a local representative of the entity (i.e., pastor,
617 principal, treasurer head elder). The Assets/Risk Management Director shall oversee risk management
618 requirements of all Conference owned properties, and execute necessary and appropriate documents as
619 needed.

620 **ARTICLE 8. COMMITTEES**

621 **8.1 Bylaws Committee.**

622 **8.1.1 Purpose and Organization.** The bylaws committee shall be composed of ten
623 (10) members, (two (2) members from each region within the Conference). It shall review the
624 articles of incorporation and bylaws to determine their continued relevance and appropriateness.
625 No later than three (3) years following the session during which this committee was elected, the
626 president shall call committee members together for the initial meeting of this committee. The
627 president shall preside over the initial meeting of the committee solely for the purpose of
628 overseeing the committee's election of its chair and a committee secretary. The Conference
629 executive secretary shall serve as a nonvoting invitee of the committee.

630 **8.1.2 Proposals for Amendments.** The bylaws committee shall announce at least
631 twelve (12) weeks prior to a regular session a time and place for submitting written proposals for
632 and consideration for amendments. Such announcement shall be by written notice to (i) the
633 pastors, (ii) delegates, and (iii) the first elders. A church may submit proposed amendments to
634 the bylaws that have been approved by either a majority of its (i) delegates, (ii) church board,
635 or (iii) the church in business meeting. All proposals submitted for review and consideration for
636 amendments shall be in writing. Written proposals for consideration for amendments by this
637 committee shall be delivered only to the committee chair or Conference executive secretary.
638 Written proposals for consideration for amendments may be delivered by hand, by e-mail,
639 facsimile or by U.S. mail. All proposals regardless of method of delivery must be received by the
640 bylaws committee chair or Conference executive secretary at least one (1) week prior to the
641 meeting of the committee where such proposal shall be presented. The proposal shall include
642 indicated changes with a justification for such proposal.

643 **8.1.3 Report of Proposed Amendments to the Executive Committee.** The bylaws
644 committee report to the executive committee shall be submitted as provided on article 3.3.2.

645 **8.2 Budget and Finance Committee.**

646 **8.2.1 Election and Composition.** The executive committee shall elect a budget and
647 finance committee composed of nineteen (19) members proportionately reflecting the ethnic
648 composition of this Conference. Such committee shall be composed of ten (10) laypersons (two
649 (2) from each region), five (5) pastors (one (1) from each region), and two (2) persons from the
650 Conference educational system. Region committees shall recommend to the executive committee
651 those ten (10) lay members and five (5) pastors from their respective regions, all having expertise

652 relating to the work of the committee. Such committee shall also include the treasurer, who shall
653 serve as chair of such committee, and one (1) other member of the Conference administration.

654 **8.2.2 Audit Review.** All non-employees of the budget and finance committee plus
655 three non-employee members of the executive committee shall constitute the audit review
656 committee. One of the non-employee members shall serve as the chair of the committee. A
657 representative from the Pacific Union Conference will be considered an invitee with voice but no
658 vote. The audit review committee shall annually review the audit of the Southern California
659 Conference operation and its review report shall be subject to the final approval by the executive
660 committee. A copy of the recommendations of the audit committee, as approved by the executive
661 committee, shall be sent to the auditor and to appropriate officers of the Pacific Union
662 Conference.

663 **8.3 Committee Governance.**

664 **8.3.1 Establishment and Term.** The delegates in session or the executive committee
665 between sessions may, by resolution adopted by the executive committee, establish committees
666 to serve on behalf of the executive committee (*i.e.*: administrative committee, officers committee,
667 board of education, *et. al.*). Unless elected for a shorter period, the term of committee members
668 shall commence at the start of the first regular meeting of the executive committee immediately
669 following a regular session, and shall end at the start of the first regular meeting of the executive
670 committee immediately following the subsequent regular session.

671 **8.3.2 Meeting Time and Notice.** The time of regular meetings of committees may be
672 determined either by resolution of the executive committee or by resolution of the committee.
673 Where reasonably possible, meeting times will be set to accommodate the schedules of lay
674 members. Written notice of the date, time and place of the regular meetings of all committees
675 described in this article, together with an agenda and supporting materials, shall be delivered as
676 provided in Section 12.19 to each committee member not less than seven (7) days prior to the
677 date of such meetings, unless the committee votes otherwise.

678 **8.3.3 Rules and Vacancies.** The executive committee may adopt rules for the
679 governance of the committees described in this article, including attendance and quorum
680 standards. The executive committee shall also fill vacancies on the committees described in this
681 article. The provisions of this Section 8.3 shall apply to all Conference committees and boards,
682 including region committees.

683 **8.3.4 Committees Lay Membership.** For any committee requiring lay persons
684 membership, a constituent church may submit any number of lay persons nominees to their
685 respective region director for consideration.

686 **ARTICLE 9. FUNDS**

687 **9.1 Applicable Policy.** The title and all other funds shall be used in accordance with the
688 financial policies of the General Conference and the North American Division, and in the case of
689 donations, their use shall be in harmony with the specifications of the donors.

690 **9.2 Safeguarding Funds.** The funds of this Conference shall be safeguarded in accordance
691 with the financial policies of the General Conference and the North American Division. Monies shall be
692 deposited in the name of the Conference in regular or special accounts, or savings institutions, as the
693 executive committee shall designate, and shall be withdrawn only by persons authorized by resolution of
694 the executive committee.

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ARTICLE 10. BUDGET AND AUDIT

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10.1 Budget. The Conference shall prepare an annual budget in accordance with the financial policies of the General Conference and the North American Division.

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

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

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ARTICLE 11. PROPERTY TITLE

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

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

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ARTICLE 12. GENERAL PROVISIONS

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

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

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12.3 Church. All references in these bylaws to "church" or "churches" or "constituent churches" shall mean those churches that have been duly organized and accepted into the sisterhood of churches in this Conference.

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12.4 Indemnification. To the extent permitted by law, the 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.

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

738 **12.5 Delegate.** All references in these bylaws to “delegate(s),” except where specifically
739 designated otherwise, shall mean regular delegate(s) or delegates at large, as described in Article 2.

740 **12.6 Session.** All references in these bylaws to “session(s),” except where specifically
741 designated otherwise, shall mean a regular or special constituency session(s), as described in Article 4.

742 **12.7 Amendments: Dissolution.** These bylaws may be amended by the majority vote of the
743 delegates present at a regular or special session of this Conference. This Conference may be dissolved
744 by a three-fourth (3/4) vote of the delegates present and voting at a regular or special session of this
745 Conference, provided notice of the proposal to dissolve shall be given in the call for the session.

746 **12.8 Titles of Officers and Executive Committee.** All references in these bylaws to
747 “president,” “executive secretary,” “treasurer,” or “executive vice president,” except where specifically
748 designated otherwise, shall mean one (1) of the executive officers of this Conference. Further, all
749 references in these bylaws to “executive committee,” except where specifically designated otherwise,
750 shall mean the executive committee of this Conference.

751 **12.9 Non-administrative Members.** All references in these bylaws to “non-administrative
752 members of the executive committee” shall mean executive committee members who are neither officers,
753 departmental directors, associate directors nor assistant directors of this Conference.

754 **12.10 Titles and Captions.** The titles of the articles and the captions of the sections and
755 subsections of these bylaws are for convenience only and shall neither limit nor amplify nor otherwise
756 constitute a part of the provisions of these bylaws.

757 **12.11 Waivers of Breach.** The waiver (whether knowingly or unknowingly) by the delegates,
758 committees, officers or employees of this Conference of a breach of any provision of these bylaws shall
759 not be deemed a continuing waiver or a waiver of any subsequent breach, whether of the same or
760 another provision of these bylaws.

761 **12.12 Members in Good Standing.** All references in these bylaws to “members in good
762 standing” shall mean member(s) who are not under censure as defined in the Church Manual.

763 **12.13 Mandatory and Optional Terms.** At all times throughout these bylaws the words “shall”
764 and “must” are mandatory and obligatory. The words “may” and “might” are optional or discretionary with
765 the delegates, committees, officers or employees of this Conference.

766 **12.14 Termination for Cause.** The phrase, “for cause,” when used in connection with removal
767 from an elected or appointed position, shall include, but not be limited to, (i) failure to maintain
768 qualifications for the position, (ii) incompetence, (iii) persistent failure to cooperate with duly constituted
769 authority in substantive matters and with relevant employment and denominational policies, and
770 (iv) actions that may be subject to discipline under the Church Manual. The reason for such removal shall
771 be communicated to the person being removed.

772 **12.15 Discharge.** The non-pejorative term “discharge” shall mean the termination or removal
773 from service for reasons other than “for cause” of officers, committee members and employees.

774 **12.16 General Terms of Service.** All officers, committee members and employees of this
775 Conference shall be elected, appointed or employed for a specific purpose and term; and, provided they
776 maintain their qualifications, shall serve until the completion of their purpose or term, unless they
777 (i) resign, (ii) are discharged, or (iii) are terminated for cause by the executive committee. Any individual
778 for whom removal from office through discharge or termination for cause is pending may request, and

779 shall be provided, a hearing pursuant to the standard conciliation policy of the General Conference of
780 Seventh-day Adventists.

781 **12.17 Church Manual; Working Policy.** All references in these bylaws to the "Church
782 Manual" shall mean the current edition of the *Seventh-day Adventist Church Manual*. The provisions of
783 the Church Manual and the North American Division of the General Conference Working Policy, so far as
784 they shall apply, shall cover any matters not specifically covered by these bylaws as though the same
785 were set forth herein at length.

786 **12.18 Proportionate Representation.** This Conference shall adhere to the principle of
787 proportionate representation of the diverse groups comprising its membership in the election and
788 appointment of officers; departmental directors, associates, and assistants; committee members;
789 educators and other personnel in all strata of its operations.

790 **12.19 Notices.** Except as otherwise provided in these bylaws, notice and service of
791 documents, e.g., minutes, agendas, reports, etc., shall be deemed effective:

792 a) **Mail:** by deposit in a mail box of the United States Postal Service, correctly
793 addressed to the recipient with sufficient postage attached thereto.

794 b) **Electronic Means:** electronic communication may be used for any such materials
795 to be distributed under these bylaws. Notice by electronic communication shall be valid:

796 i. when facsimile telecommunication or electronic mail is directed to the
797 facsimile number or electronic mail address, respectively, for the recipient on record with
798 the Conference;

799 ii. when posting on an electronic message board or network that the
800 Conference has designated for those communications, together with a separate notice to
801 the recipient of the posting. Such transmission shall be validly delivered on the latter of
802 the posting or delivery of the separate notice of it; or

803 iii. when other means of electronic communication is executed.

804 **12.19.1 Recipient Responsibility.** It shall be the responsibility of each recipient to
805 keep his or her committee chair and the executive secretary informed of the recipient's correct
806 U.S. Mail or e-mail address.

807 **12.19.2 Alternatives.** Notices shall be delivered to the delegate at the e-mail address
808 or home address provided by that delegate. If email or home address is incorrect or not available
809 for such delegate, the communication shall be directed to the pastor, or first elder of the church
810 where the delegate is a member, and it will be the responsibility of the recipient to deliver such
811 notice or materials to the delegate.

812 **12.20 Permanent Record.** The executive secretary of the Conference shall collect and preserve
813 records of all actions of the constituency meeting and the executive committee of the Conference in a
814 form that is capable of retention, retrieval and review, and that may thereafter be rendered in a clearly
815 legible, tangible form by the recipient.

816 **12.21 Member Inquiries.** The Conference, its schools, and its congregations will each make a
817 reasonable effort to operate in an open manner, making information available to its respective members
818 and constituents either in an ongoing manner (e.g., postings on web pages) or upon request. In the event
819 a member or constituent requests information of the Conference or a member's congregation or a
820 constituent's school, such information need not be provided unless (a) it is of a nonconfidential nature,
821 (b) it is for a purpose reasonably related to the member's or constituent's interest as a member or
822 constituent, (c) it is capable of being reasonably and easily provided, and (d) it is not part of a pattern of
823 multiple or abusive requests by any individual or group of individuals. Determinations regarding release of
824 information in response to information requests shall be made (i) by the executive officers of the
825 Conference, in the case of Conference matters; (ii) by the church board, in the case of congregation
826 matters, or (iii) by the school board, in the case of school matters. In the event of a disagreement over

827 such a determination, the final determination regarding such release of information shall be made (A) by
828 the executive committee, in the case of Conference matters, (B) by the applicable region committee, in
829 the case of congregation matters, and (C) by the Conference board of education, in the case of school
830 matters. Such determinations shall be final.

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CERTIFICATION BY THE EXECUTIVE SECRETARY

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I certify that I am the duly elected and acting Executive Secretary of the Southern California Conference of Seventh-day Adventists, a California nonprofit religious corporation, that the above bylaws consisting of nineteen (19) pages, including this page, are the Bylaws of this Conference as adopted by the constituency delegates in session on September 22, 2019, and that they have not been amended or modified since that time.

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Executed on September 30, 2019, at Glendale, California.

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John H. Cress, Executive Secretary