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BYLAWS
OF THE
SOUTHERN CALIFORNIA CONFERENCE

Approved at the
64th Constituency Session on
May 17, 2015

BYLAWS

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

BYLAWS
(Amended May 17, 2015)

ARTICLE 1. NAME; PURPOSE; TERRITORY; PRINCIPAL OFFICE

201 **1.1 Name.** The name of this corporation is the Southern California Conference of Seventh-
202 day Adventists. All references in these bylaws to “the Conference” or “this Conference,” except where
203 specifically designated otherwise, shall mean the Southern California Conference of Seventh-day
204 Adventists, a California nonprofit religious corporation.

205 **1.2 Purpose.** The objective of this Conference is to teach the everlasting Gospel of our Lord
206 and Savior Jesus Christ and the Commandments of God throughout its territory and throughout the world.
207 The Conference is a nonprofit religious corporation and is not organized for the private gain of any person.
208 It is organized under the California Nonprofit Religious Corporation Law exclusively for religious purposes.
209 The Conference is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of
210 the Internal Revenue Code of 1986 (or the corresponding section of any future United States internal
211 revenue law) (the "Code"). Notwithstanding any other provision of the articles of incorporation, the
212 Conference shall not, except to an insubstantial degree, engage in any activities or exercise any powers that
213 are not in furtherance of the purposes of the Conference, and the Conference shall not carry on any other
214 activities not permitted to be carried on (1) by a corporation exempt from federal income taxes under
215 Section 501(c)(3) of the Code; or (2) by a corporation, contributions to which are deductible under Section
216 170(c)(2) of the Code.

217 **1.3 Territory.** The territory of this Conference shall consist of Los Angeles County, Ventura
218 County and portions of Kern and Santa Barbara Counties, and such other territory as may hereafter come
219 under its supervision.

220 **1.4 Principal Office.** The principal office of this Conference is located at 1535 East Chevy
221 Chase Drive, City of Glendale, County of Los Angeles, California.

ARTICLE 2. CONFERENCE CONSTITUENCY

223 **2.1 Membership and Constituents.** Conference membership shall consist of such
224 churches as have been or shall be organized in accordance with the published policies of the General
225 Conference and the Pacific Union Conference. All regular delegates to constituency sessions shall be
226 elected from within the Conference membership. Together, the regular delegates and delegates at large
227 shall comprise the Conference constituency. The Conference has no members within the meaning of the
228 California Nonprofit Religious Corporation Law.

229 **2.2 Regular Delegates.** Regular delegates shall consist of the delegates from the
230 churches, each church being entitled to a minimum of one (1) delegate, plus one (1) additional delegate for
231 each fifty (50) members or major fraction thereof. If, using this formula, the number of regular delegates will
232 exceed one thousand (1,000), then prior to the election of regular delegates, the executive committee will
233 increase the number “fifty (50)” in the preceding sentence to that whole, even number that will cause the
234 number of regular delegates not to exceed one thousand (1,000). Delegates shall be elected as outlined in
235 the Church Manual.

236 **2.2.1 Election of Regular Delegates.** Prior to each session the president and secretary
237 with the advice and consent of the executive committee, shall initiate and administer procedures for
238 the election of regular delegates. Each church shall elect its delegates in compliance with the
239 Church Manual at a business meeting of the church and provide the information required under
240 Section 2.2.2 not later than sixteen (16) weeks prior to the session.

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

246 for each delegate (except as provided in Section 12.19.4) and indicating the delegation chair and
247 the pre-session committee member.

254 **2.2.3 Duties of Delegation Chair.** The delegation chair shall assist the church pastor
249 to encourage active participation of delegates during the session, explain procedures to delegates,
250 answer questions of delegates, and provide other assistance as required or requested by the
251 delegation. The delegation chair should arrange to attend any pre-session forums or other
252 presentations made prior to the regular session.

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

256 **2.3 Delegates at Large.** Delegates at large, who shall not exceed regular delegates in
257 number, shall be as follows:

258 **2.3.1 Committee Members.** Members of the executive committee, the bylaws
259 committee, and the nominating committee who are not otherwise delegates;

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

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

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

270 **3.1 Pre-Session Committee.** The pre-session committee shall consist of one (1)
271 delegate member for each church as specified in Section 2.2 of these bylaws. The pre-session committee,
272 chaired by the president of the Pacific Union Conference or his/her appointee, shall elect the nominating
273 committee. The pre-session committee shall complete its work not later than eight (8) weeks prior to the
274 session and the secretary shall deliver (as provided in Section 12.19) the minutes of its meeting to all
275 delegates within ten (10) days of such completion. The pre-session committee shall be dissolved upon the
276 adjournment of the regular session.

277 **3.2 Nominating Committee.** The nominating committee shall commence its work not
278 later than six (6) weeks, and complete its work not later than two (2) weeks prior to the session, at which
279 time it shall report to the secretary. The nominating committee shall be dissolved upon the adjournment of
280 the regular session.

281 **3.2.1 Composition.** The nominating committee shall consist of twenty-one (21)
282 members, including the president of the Pacific Union Conference or his/her appointee, who shall
283 chair this committee. The membership of this committee shall, as nearly as possible,
284 proportionately represent the membership of this Conference, properly recognizing gender, ethnic
285 and geographical backgrounds. No more than five (5) members of the preceding nominating
286 committee may serve on this committee. Incumbent officers, region directors, departmental
287 directors, associate directors and assistant directors shall not be members of this committee. No
288 more than five (5) members of the nominating committee may serve on the executive committee;
289 conversely, no more than five (5) non-administrative members of the executive committee may
290 serve on the nominating committee. At the pre-session, representatives from each region shall

291 make an initial proportionate allocation of the nominating committee members from such region.
292 Regions shall coordinate their final allocations with the entire pre-session committee, with the entire
293 pre-session committee making a final determination of the composition and membership of the
294 nominating committee.

295 **3.2.2 Nominations.** The nominating committee shall nominate the executive officers,
296 the superintendent of schools, the bylaws committee, and the executive committee. Only the
297 nominations of the nominating committee shall be recognized by the chair for a vote by the
298 delegates.

299 **3.2.3 Procedures.** During its deliberations, the nominating committee shall adhere to
300 the following procedures:

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

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

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

316 **3.2.4 Report.** Upon completion of its deliberations, the nominating committee shall
317 issue a report of its nominations to the secretary who shall distribute a copy to all delegates within
318 two (2) business days following receipt. This report shall include the time and place of a special
319 meeting of the nominating committee, which shall occur not less than seven (7) days prior to the
320 session. At this meeting delegates may appear to present comments to the report for the
321 nominating committee's further consideration. If the nominating committee shall elect to make any
322 changes to its report prior to formal presentation at the session, any changes, together with the
323 reason(s) for such change(s), shall be reported to the delegates.

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

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

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

335 **3.3.3 Session Report.** The secretary shall publish a session report, comprised of the
336 following two parts:

337 a) A complete electronic report, which shall include the agenda, minutes, proposed
338 actions, roster(s), articles of incorporation and bylaws, and other reports required

339 by these bylaws, which will be distributed to all delegates as provided in
340 Section 12.19.

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

344 **ARTICLE 4. CONSTITUENCY SESSIONS**

345 **4.1 Regular Sessions.** This Conference shall hold a regular quadrennial session at such
346 dates and places as the executive committee shall designate within the territory of this Conference. The
347 purpose of this session is to receive reports, elect executive officers and the superintendent of schools,
348 establish committees, and transact other business.

349 **4.2 Special Sessions.** Special constituency sessions may be convened (i) by the
350 executive committee, or (ii) upon the request in writing of one-fifth (1/5) of the constituent churches (as voted
351 by church board(s) or church(es) in business meeting(s)) or (iii) the vote of the delegates at any constituency
352 session. The constituency delegates shall be comprised of regular delegates and delegates at large,
353 elected as provided in Sections 2.2 and 2.3 of these bylaws. The executive committee shall establish the
354 pre-session calendar and procedures for a special session.

355 **4.3 Notice.** Notice of both regular and special sessions shall be published in the official
356 publication of the Pacific Union Conference (which is currently the *Pacific Union Recorder*). Such notice,
357 giving the purpose, date, time and place of said sessions, shall be published at least once, not more than
358 twelve (12) weeks nor less than two (2) weeks prior to the date of each session. In the event publication of
359 such official publication ceases or the publication schedule will not satisfy the notice requirements of
360 Section 4.3 of these bylaws, the executive committee shall use an alternative and comparable form of
361 notice, which may include a mailing to each household in the Conference or such other form of notice
362 provided in Section 12.19.

363 **4.4 Regular Session Procedures.**

364 **4.4.1 Session Officers.** The president or his/her appointee shall preside at meetings of
365 the session. The secretary shall keep a complete and accurate record of the proceedings of the
366 session. There shall also be a parliamentarian and associate parliamentarians elected by the
367 executive committee.

368 **4.4.2 Agenda.** The agenda established under Section 3.3.1 of these bylaws may be
369 modified by the vote of the majority of the delegates present at the beginning of the session.

370 **4.4.3 Voting.** Voting for the executive officers and the superintendent of schools shall
371 be by secret ballot. When requested by the delegates present and voting, other votes shall also be
372 by secret ballot; otherwise the mode of voting shall be at the discretion of the chair. All delegates
373 must be present in person at any constituency session to be eligible to vote.

374 **4.4.4 Session Minutes.** Within six (6) weeks following the end of each session, the
375 secretary shall deliver a copy of the minutes to the delegates for such session, along with
376 information on how delegates may submit proposed revisions to such minutes. The minutes of the
377 session, along with any proposed revisions, shall then be submitted to the incoming executive
378 committee for approval. The minutes, as approved, shall then be distributed by the secretary to all
379 delegates of both the session covered by such minutes and the following session.

380 **4.5 Voting and Quorum.** The voting delegates of this Conference, when in session, shall
381 include regular delegates and delegates at large. A quorum, which shall be established at the beginning of
382 a duly called or held session, shall consist of sixty percent (60%) of the regular delegates. Except as
383 provided below, in the absence of a quorum, no business shall be transacted, and the only motion that the

384 chair shall entertain is a motion to adjourn. However, by vote of a majority of the delegates present, the
385 meeting may be adjourned for brief periods of time. If adjourned for less than three (3) weeks, no notice of
386 the new meeting need be given. The delegates present at a duly called or duly held meeting, at which a
387 quorum is present, may continue to transact business until adjournment or adjourn, even if enough regular
388 delegates have withdrawn to leave less than a quorum, if the votes for any action taken (other than
389 adjournment) include at least a majority of the regular delegates required to constitute a quorum (i.e., more
390 than thirty percent (30%) of the regular delegates).

391 **ARTICLE 5. EXECUTIVE COMMITTEE**

392 **5.1 Purpose.** The executive committee is the board of directors of the Conference, and the
393 members of the executive committee are the directors. The executive committee shall act on behalf of the
394 Conference membership between sessions.

395 **5.2 Composition.** The executive committee shall be composed of thirty-one (31) members
396 and shall proportionately reflect the ethnic composition of this Conference and provide for representation of
397 the regions within this Conference. It shall include the president, the secretary, the treasurer, the vice
398 president, the region directors, and the superintendent of schools. The balance shall be divided among five
399 (5) denominational employees (one (1) from each region) and sixteen (16) lay persons who are not
400 employed by the denomination. For purposes of this section, not more than one (1) nonemployee spouse of
401 a denominational employee may serve on the executive committee, and in the event of such a selection,
402 that person may be designated either in the category of a denominational employee or a layperson. The
403 overall composition of the lay membership shall be gender-inclusive.

404 **5.3 Qualifications.** Any person nominated and elected to serve as a member of the
405 executive committee shall be or shall become a member of a constituent church and shall remain a member
406 in good standing during his/her term of office. Any member who is absent from a duly called meeting of the
407 executive committee three (3) times in one (1) year or eight (8) times during his/her term of office shall
408 cease to be qualified to serve as a member but might be re-elected by the executive committee upon a
409 showing of good cause. At least five (5) of all non-administrative members shall, if possible, be re-elected
410 at each session. Each member is expected to have the ability to receive e-mail and other electronic
411 communications and have regular access to the Internet.

412 **5.4 Election and Term of Office.** The members of the executive committee shall be
413 elected at the regular session of this Conference and shall hold office until their successors are elected and
414 assume their duties. No non-administrative member shall serve more than two (2) consecutive terms.

415 **5.5 Duties and Powers.** The executive committee shall establish committees and elect,
416 employ, discharge, and terminate for cause officers, committee members and employees and shall bring
417 about such distribution of its workers as may be necessary to execute its work effectively. The executive
418 committee shall have full administrative power to:

419 **5.5.1 Vacancies.** Fill, for the current term, any vacancies that may occur by death,
420 resignation or other causes, in the officers, boards, committees, or departments of this Conference;
421 and

422 **5.5.2 Licenses/Credentials.** Grant and withdraw credentials and licenses.

423 **5.5.3 Two-Thirds Vote.** The withdrawal of credentials or filling of vacancies on the
424 executive committee under Section 5.5 of these bylaws shall require a two-thirds (2/3) vote of the
425 members of the executive committee.

426 **5.6 Meetings.**

427 **5.6.1 Regular Meetings.** At least four (4) regular meetings shall be held each calendar
428 year at the principal office of this Conference, or other locations specified in the notice, at stated
429 times determined by the executive committee.

430 **5.6.2 Notice.** Written notice of the date, time and place of the regular meetings of the
431 executive committee, together with an agenda, supporting materials, and minutes of the previous
432 meeting, shall be delivered as provided in Section 12.19 to each executive committee member not
433 less than seven (7) days prior to the date of such meetings.

434 **5.6.3 Quorum.** The majority of the executive committee shall constitute a quorum.
435 Except as specifically provided otherwise in these bylaws, the acts and decisions of the executive
436 committee shall require a majority vote of those in attendance at a meeting at which a quorum is
437 present. The members present at a duly called or duly held meeting, at which a quorum is present,
438 may continue to transact business until adjournment, even if enough members have withdrawn to
439 leave less than a quorum, if the votes for any action taken (other than adjournment) include at least
440 a majority of the members required to constitute a quorum (i.e., at least nine [9] of the members of
441 executive committee).

442 **5.6.4 Special Meetings.**

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

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

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

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

455 e) Any action required or permitted to be taken by the executive committee may be
456 taken without a meeting, if all members of the executive committee shall
457 individually or collectively consent in writing to such action, as provided in
458 Section 12.19. Such action by written consent shall have the same force and
459 effect as a unanimous vote of the executive committee at a meeting duly called
460 and noticed. Each such written consent or consents shall be filed with the minutes
461 of the proceedings of the executive committee.

462 **5.6.5 Waiver of Notice.** The transactions of any meeting of the executive committee,
463 however called and noticed, or wherever held, shall be as valid as though taken at a meeting duly
464 held after regular call and notice if (a) a quorum is present, and (b) each of the members not
465 present signs either (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an
466 approval of the minutes.

467 **5.6.6 Chair Pro Tem.** In the absence of the president, secretary, treasurer, and vice
468 president, the executive committee shall elect a chair pro tem.

469 **5.7 Inspection of Records.** Each member of the executive committee shall have a
470 reasonable right to inspect those Conference books, records, documents, and properties as may be
471 reasonably related to his/her decision-making responsibilities.

472

ARTICLE 6. OFFICERS

473 **6.1 Conference Officers.** The administrative officers of this Conference shall be the
474 executive officers (the president, secretary, treasurer, and vice president) and the region directors for those
475 regions established by the executive committee. The executive officers and region directors shall have
476 additional duties in conformance with General Conference policy and as assigned by the executive
477 committee. Additional officers as may be deemed necessary to fulfill the objectives of the Conference shall
478 be elected by the delegates in session or by the executive committee between sessions. The officers shall
479 proportionately reflect, as nearly as possible, the ethnic composition of this Conference. The term,
480 authority, and duties of any additional officers shall be prescribed by the delegates or the executive
481 committee at the time of their election.

482 **6.1.1 Qualifications.** Any person nominated and elected to serve as an officer of this
483 Conference shall be or shall become a member in good standing of a constituent church and shall
484 remain a member in good standing during his/her term of service.

485 **6.1.2 Election and Term of Office.** Executive officers and the superintendent of
486 schools shall be elected by secret ballot at each regular constituency session and shall hold office
487 until the next regular session, unless requested by the executive committee to continue in office until
488 their successors are elected and assume their duties.

489 **6.2 Duties.** The duties of the executive officers and the region directors of this Conference
490 shall be as follows:

491 **6.2.1 President.**

- 492 a) To serve as chief executive officer of this Conference and to preside at all regular
493 and special constituency sessions and meetings of the executive committee.
- 494 b) To affix the signature of this Conference to all papers and instruments, in writing,
495 that may require the same.
- 496 c) To make a written report to the delegates of the regular constituency sessions.
- 497 d) To supervise and manage, subject to the directions of the executive committee, the
498 officers and employees of this Conference, and to exercise the power and perform
499 the duties usually exercised and performed by a president which are consistent
500 with the articles of incorporation and these bylaws.

501 **6.2.2 Secretary.**

- 502 a) To keep a full and complete record of the proceedings of the executive committee
503 and all constituency sessions, and to distribute the minutes of the executive
504 committee meetings and constituency sessions.
- 505 b) To cause all notices to be given in accordance with the provisions of these bylaws
506 or as required by law.
- 507 c) To make a written report to the delegates of the regular constituency sessions.
- 508 d) To keep, at the principal office of this Conference, a membership list and other
509 records of this Conference.
- 510 e) To countersign all papers and instruments that may require this officer's signature.
- 511 f) To preside at executive committee meetings in the absence of the president.
- 512 g) To serve as the non-voting recording secretary of the pre-session committee and
513 to perform the duties which pertain to this office as outlined in these bylaws.
- 514 h) To perform all other duties that pertain to this office and as may be required by the
515 executive committee which are consistent with these bylaws.

- 516 **6.2.3 Treasurer.**
517 a) To keep an account of all monies received and expended for the use of this
518 Conference, and to make disbursements authorized by the executive committee.
519 b) To make and file in the principal office of this Conference, during each and every
520 calendar year, a report in writing or in any other form capable of being converted
521 into written form, showing the amount and nature of the business done by this
522 Conference during the preceding calendar year; and to make and submit such
523 other written reports and statements as may be required by the executive
524 committee.
525 c) To make a written report to the delegates of the regular constituency sessions.
526 d) To preside at executive committee meetings in the absence of the president and
527 secretary.
528 e) To perform all duties that pertain to this office and as may be required by the
529 executive committee which are consistent with these bylaws. The treasurer is
530 required to file a bond for the faithful performance of this officer's duties.

- 531 **6.2.4 Vice President.**
532 a) To assist the president in the general work of this Conference.
533 b) To make a written report to the delegates of the regular constituency sessions.
534 c) To preside at executive committee meetings in the absence of the president,
535 secretary and treasurer.
536 d) To perform all duties that pertain to this office and as may be required by the
537 executive committee which are consistent with these bylaws.

538 **6.2.5 Region Directors.** The qualifications, election and term of office of the region
539 directors shall be as set forth in the "Region Structure Proposal of May 19, 1996" as revised
540 September 30, 2003. The duties of the region directors of this Conference shall be as follows:

- 541 a) To serve as one of the officers of the Conference as a channel by which pastoral,
542 church and Conference needs are expressed and addressed.
543 b) To coordinate personal and public evangelism, oversee church development, staff all
544 assigned churches in consultation with the region committee and the president, nurture
545 ministerial workers and their families, and plan ministerial meetings, workshops,
546 seminars, and/or convocations with assigned churches.
547 c) To chair one (1) region committee which shall be comprised of representative pastors
548 and lay persons within assigned churches.
549 d) To perform all duties that pertain to this office and as may be required by the president
550 or the executive committee which are consistent with these bylaws.

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

552 **7.1 Establishing Departments.** All departments shall be established or eliminated as
553 required by the vote of the delegates in a constituency session or by the executive committee between
554 sessions.

555 **7.2 Departmental Directors.** Departmental directors shall work under the direction of
556 the executive committee and the president and shall serve in a resource and advisory relationship to the
557 churches.

558 **7.2.1 Associate and Assistant Departmental Directors.** Associate directors and
559 assistant directors may be elected at such times as deemed necessary.

602 **8.3 Asset Management Committee.**

603 **8.3.1 Purpose.** The executive committee shall elect an asset management committee to
604 oversee the property, trust and related legal affairs of the Conference in harmony with these bylaws
605 and in compliance with applicable laws and regulations.

606 **8.3.2 Selection and Composition.** Within sixty (60) days following the regular session
607 of the constituency, the executive committee shall elect the asset management committee, which
608 (a) shall serve at the discretion of the executive committee; (b) shall be composed of fifteen (15)
609 members proportionately reflecting the ethnic composition of this Conference, one of whom shall be
610 the president (who shall chair the committee) and one of whom shall be the asset management
611 officer (described in the next paragraph); and (c) shall be composed of individuals having expertise
612 or background that will contribute to the work of the committee.

613 **8.3.3 Asset Management Officer.** The executive committee shall elect as the asset
614 management officer an employee of the Conference (or someone who becomes an employee
615 concurrently with such election) who shall have authority to countersign papers and instruments
616 related to the Conference legal affairs.

617 **8.3.4 Meeting Without Notice.** Any action that the asset management committee is
618 required or permitted to take may be taken without a meeting if all asset management committee
619 members consent in writing to the action. Such action by unanimous written consent shall have the
620 same force and effect as any other validly approved asset management committee action. All such
621 consents shall be filed with the minutes of the proceedings of the asset management committee.

622 **8.4 Committee Governance.**

623 **8.4.1 Establishment and Term.** The delegates in session or the executive committee
624 between sessions may, by resolution adopted by the executive committee, establish committees to
625 serve on behalf of the executive committee. Unless elected for a shorter period, the term of
626 committee members shall commence at the start of the first regular meeting of the executive
627 committee immediately following a regular session, and shall end at the start of the first regular
628 meeting of the executive committee immediately following the subsequent regular session.

629 **8.4.2 Meeting Time and Notice.** The time of regular meetings of committees may be
630 determined either by resolution of the executive committee or by resolution of the committee.
631 Where reasonably possible, meeting times will be set to accommodate the schedules of lay
632 members. Written notice of the date, time and place of the regular meetings of all committees
633 described in this article, together with an agenda and supporting materials, shall be delivered as
634 provided in Section 12.19 to each committee member not less than seven (7) days prior to the date
635 of such meetings, unless the committee votes otherwise.

636 **8.4.3 Rules and Vacancies.** The executive committee may adopt rules for the
637 governance of the committees described in this article, including attendance and quorum standards.
638 The executive committee shall also fill vacancies on the committees described in this article. The
639 provisions of this Section 8.4 shall apply to all Conference committees and boards, including region
640 committees.

641 **ARTICLE 9. FUNDS**

642 **9.1 Applicable Policy.** The title and all other funds shall be used in accordance with the
643 financial policies of the General Conference and the North American Division, and in the case of donations,
644 their use shall be in harmony with the specifications of the donors.

686 these bylaws), or as an officer or departmental director or associate director or assistant director of the
687 Conference (and his/her executor, administrator and heirs) against all reasonable expenses (including, but
688 not limited to, judgments, costs, and legal fees) actually and necessarily incurred by him/her in connection
689 with the defense of any litigation, action, suit, or proceeding, civil, criminal, or administrative, to which he/she
690 may have been a party by reason of being or having been a member of the executive committee (or
691 committees established by the executive committee or these bylaws), or an officer or departmental director
692 or associate director or assistant director of the Conference, except he/she shall have no right to
693 reimbursement for matters in which he/she has been adjudged liable to the Conference for negligence or
694 misconduct in the performance of his/her duties.

695 **12.5 Delegate.** All references in these bylaws to “delegate(s),” except where specifically
696 designated otherwise, shall mean regular delegate(s) or delegates at large, as described in Article 2.

697 **12.6 Session.** All references in these bylaws to “session(s),” except where specifically
698 designated otherwise, shall mean a regular or special constituency session(s), as described in Article 4.

699 **12.7 Amendments; Dissolution.** These bylaws may be amended by the majority vote of
700 the delegates present at a regular or special session of this Conference. This Conference may be dissolved
701 by a three-fourth (3/4) vote of the delegates present and voting at a regular or special session of this
702 Conference, provided notice of the proposal to dissolve shall be given in the call for the session.

703 **12.8 Titles of Officers and Executive Committee.** All references in these bylaws to
704 “president,” “secretary,” “treasurer,” or “vice president,” except where specifically designated otherwise, shall
705 mean one (1) of the executive officers of this Conference. Further, all references in these bylaws to
706 “executive committee,” except where specifically designated otherwise, shall mean the executive committee
707 of this Conference.

708 **12.9 Non-administrative Members.** All references in these bylaws to “non-
709 administrative members of the executive committee” shall mean executive committee members who are
710 neither officers, departmental directors, associate directors nor assistant directors of this Conference.

711 **12.10 Titles and Captions.** The titles of the articles and the captions of the sections and
712 subsections of these bylaws are for convenience only and shall neither limit nor amplify nor otherwise
713 constitute a part of the provisions of these bylaws.

714 **12.11 Waivers of Breach.** The waiver (whether knowingly or unknowingly) by the delegates,
715 committees, officers or employees of this Conference of a breach of any provision of these bylaws shall not
716 be deemed a continuing waiver or a waiver of any subsequent breach, whether of the same or another
717 provision of these bylaws.

718 **12.12 Members in Good Standing.** All references in these bylaws to “members in good
719 standing” shall mean member(s) who are not under censure as defined in the Church Manual.

720 **12.13 Mandatory and Optional Terms.** At all times throughout these bylaws the words
721 “shall” and “must” are mandatory and obligatory. The words “may” and “might” are optional or discretionary
722 with the delegates, committees, officers or employees of this Conference.

723 **12.14 Termination for Cause.** The phrase, “for cause,” when used in connection with
724 removal from an elected or appointed position, shall include, but not be limited to, (i) failure to maintain
725 qualifications for the position, (ii) incompetence, (iii) persistent failure to cooperate with duly constituted
726 authority in substantive matters and with relevant employment and denominational policies, and (iv) actions
727 that may be subject to discipline under the Church Manual. The reason for such removal shall be
728 communicated to the person being removed.

729 **12.15 Discharge.** The non-pejorative term “discharge” shall mean the termination or removal
730 from service for reasons other than “for cause” of officers, committee members and employees.

731 **12.16 General Terms of Service.** All officers, committee members and employees of this
732 Conference shall be elected, appointed or employed for a specific purpose and term; and, provided they
733 maintain their qualifications, shall serve until the completion of their purpose or term, unless they (i) resign,
734 (ii) are discharged, or (iii) are terminated for cause by the executive committee. Any individual for whom
735 removal from office through discharge or termination for cause is pending may request, and shall be

736 provided, a hearing pursuant to the standard conciliation policy of the General Conference of Seventh-day
737 Adventists.

738 **12.17 Church Manual; Working Policy.** All references in these bylaws to the “Church
739 Manual” shall mean the current edition of the *Seventh-day Adventist Church Manual*. The provisions of the
740 Church Manual and the North American Division of the General Conference Working Policy, so far as they
741 shall apply, shall cover any matters not specifically covered by these bylaws as though the same were set
742 forth herein at length.

743 **12.18 Proportionate Representation.** This Conference shall adhere to the principle of
744 proportionate representation of the diverse groups comprising its membership in the election and
745 appointment of officers; departmental directors, associates, and assistants; committee members; educators
746 and other personnel in all strata of its operations.

747 **12.19 Notices.** Except as otherwise provided in these bylaws, notice and service of
748 documents, e.g., minutes, agendas, reports, etc., shall be deemed effective upon deposit in a mail box of
749 the United States Postal Service, correctly addressed to the recipient with sufficient postage attached
750 thereto. However, at the discretion of the sender, electronic communication may be used for any such
751 materials to be distributed under these bylaws. Notice by electronic communication shall be valid if:

752 **12.19.1 Electronic Communication.** Delivered by (a) facsimile telecommunication or
753 electronic mail when directed to the facsimile number or electronic mail address, respectively, for
754 that recipient on record with the Conference; (b) posting on an electronic message board or
755 network that the Conference has designated for those communications, together with a separate
756 notice to the recipient of the posting, which transmission shall be validly delivered on the later of the
757 posting or delivery of the separate notice of it; or (c) other means of electronic communication;

758 **12.19.2 Recipient Responsibility.** To a recipient at an e-mail address provided by that
759 recipient (or as provided under Section 2.2.2). (It shall be the responsibility of each recipient to
760 keep his or her committee chair and secretary informed of the recipient’s correct address).

761 **12.19.3 Permanent Record.** In a form that creates a record that is capable of retention,
762 retrieval, and review, and that may thereafter be rendered into clearly legible tangible form by the
763 recipient.

764 **12.19.4 Alternatives.** Notwithstanding the foregoing, in the case of notices or delivery of
765 materials to constituency session delegates, such notices shall be delivered either (a) to the
766 delegate at the e-mail address provided by that delegate, or (b) if no e-mail address is available for
767 such delegate, the electronic communication may be directed to the pastor, church administrator or
768 first elder of the church where the delegate is a member, and it will be the responsibility of the such
769 recipient to deliver such notice or materials to the delegate.

770 **12.20 Member Inquiries.** The Conference, its schools, and its congregations will each make
771 a reasonable effort to operate in an open manner, making information available to its respective members
772 and constituents either in an ongoing manner (e.g., postings on web pages) or upon request. In the event a
773 member or constituent requests information of the Conference or a member’s congregation or a
774 constituent’s school, such information need not be provided unless (a) it is of a nonconfidential nature, (b) it
775 is for a purpose reasonably related to the member’s or constituent’s interest as a member or constituent,
776 (c) it is capable of being reasonably and easily provided, and (d) it is not part of a pattern of multiple or
777 abusive requests by any individual or group of individuals. Determinations regarding release of information
778 in response to information requests shall be made (i) by the executive officers of the Conference, in the
779 case of Conference matters; (ii) by the church board, in the case of congregation matters, or (iii) by the
780 school board, in the case of school matters. In the event of a disagreement over such a determination, the
781 final determination regarding such release of information shall be made (A) by the executive committee, in
782 the case of Conference matters, (B) by the applicable region committee, in the case of congregation
783 matters, and (C) by the Conference board of education, in the case of school matters. Such determinations
784 shall be final.

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CERTIFICATION BY EXECUTIVE SECRETARY

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 eighteen (18) pages, including this page, are the bylaws of this Conference as adopted by the constituency delegates in session on May 17, 2015, and that they have not been amended or modified since that time.

Executed on _____, at Glendale, California.

John H. Cress, Executive Secretary