

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
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BYLAWS
OF THE
SOUTHERN CALIFORNIA CONFERENCE
OF SEVENTH-DAY ADVENTISTS

Approved at the
~~64~~65th Constituency Session on
~~May 17, 2015~~ September 22, 2019

BYLAWS

Table of Contents

29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84

Article	Description	Page
	Face Page	1
	Table of Contents	2
Article 1	NAME; PURPOSE; TERRITORY; PRINCIPAL OFFICE	5
1.1	Name	5
1.2	Purpose	5
1.3	Territory	5
1.4	Principal Office	5
Article 2	CONFERENCE CONSTITUENCY	5
2.1	Membership and Constituents	5
2.2	Regular Delegates	5
2.2.1	Election of Regular Delegates	5
2.2.2	Election of Delegation Chair and Pre-Session Committee Member	6
2.2.3	Duties of Delegation Chair	6
2.2.4	Rosters of Delegates, Delegation Chairs and Pre-Session Committee	6
2.3	Delegates At Large	6
2.3.1	Committee Members	6
2.3.2	Licenses/Credentials	6
2.3.3	Executive Committees of the PUC and the NAD	6
Article 3	PRE-SESSION PROCEDURES	6
3.1	Pre-Session Committee	6
3.2	Nominating Committee	6
3.2.1	Composition	6
3.2.2	Nominations	7
3.2.3	Procedures	7
3.2.4	Report	7
3.3	Session Preparation	7
3.3.1	Proposed Agenda Items	7
3.3.2	Proposed Amendments to the Articles and Bylaws	8
3.3.3	Session Report	8
3.3.4	Session Report Town Halls	8
Article 4	CONSTITUENCY SESSIONS	8
4.1	Regular Sessions	8
4.2	Special Sessions	8
4.3	Notice	8
4.4	Regular Session Procedures	8
4.4.1	Session Officers	8
4.4.2	Agenda	9
4.4.3	Voting	9
4.4.4	Session Minutes	9
4.5	Voting and Quorum	9
4.5.1	Quorum	9
4.5.2	Exceptions to Quorum Requirements	9
Article 5	EXECUTIVE COMMITTEE	9
5.1	Purpose	9
5.2	Composition	9
5.3	Qualifications	10

85	5.4	Election and Term of Office	10
86	5.5	Duties and Powers	10
87	5.5.1	Vacancies	10
88	5.5.2	Licenses/Credentials	10
89	5.5.3	Two-Thirds Vote	10
90	5.6	Meetings	10
91	5.6.1	Regular Meetings	10
92	5.6.2	Notice	10
93	5.6.3	Quorum	10
94	5.6.4	Special Meetings	10
95	5.6.5	Waiver of Notice	11
96	5.6.6	Chair Pro Tem	11
97	5.7	Inspection of Records	11
98			
99	Article 6	OFFICERS	11
100	6.1	Conference Officers	11
101	6.1.1	Qualifications	11
102	6.1.2	Election and Term of Office	11
103	6.2	Duties	12
104	6.2.1	President	12
105	6.2.2	Executive Secretary	12
106	6.2.3	Treasurer	12
107	6.2.4	Executive Vice President	13
108	6.2.5	Vice President for Education	13
109	6.2.6	Region Directors	13
110			
111	Article 7	DEPARTMENTS AND DEPARTMENTAL DIRECTORS	14
112	7.1	Establishments Establishing Departments	14
113	7.2	Departmental Directors	14
114	7.2.1	Associate and Assistant Departmental Directors	14
115	7.2.2	Qualifications	14
116	7.2.3	Election and Term of Office	14
117	7.2.4	Duties	14
118	7.3	Asset/Risk Management Officer Director	14
119			
120	Article 8	COMMITTEES	14
121	8.1	Bylaws Committee	14
122	8.1.1	Purpose and Organization	14
123	8.1.2	Proposal for Amendments	15
124	8.1.3	Report of Proposed Amendments to the Executive Committee	15
125	8.2	Budget and Finance Committee	15
126	8.2.1	Election and Composition	15
127	8.2.2	Audit Review	15
128	8.3	Asset Management Committee	16
129	8.3.1	Purpose	16
130	8.3.2	Selection and Composition	16
131	8.3.3	Asset Management Officer	16
132	8.3.4	Meeting Without Notice	16
133	8.4	8.3 Committee Governance	16
134	8.4.1	8.3.1 Establishment and Term	16
135	8.4.2	8.3.2 Meeting Time and Notice	16
136	8.4.3	8.3.3 Rules and Vacancies	16
137		8.3.4 Committees Lay Membership	16
138			

139	Article 9	FUNDS	17
140	9.1	Applicable Policy	17
141	9.2	Safeguarding Funds	17
142			
143	Article 10	BUDGET AND AUDIT	17
144	10.1	Budget	17
145	10.2	Personnel Compensation and Expense Audit	17
146	10.3	Conference Audit	17
147			
148	Article 11	PROPERTY TITLE	17
149	11.1	Legal Title to Property	17
150	11.2	Dissolution or Separation of Local Church	17
151			
152	Article 12	GENERAL PROVISIONS	17
153	12.1	Parliamentary Rules	17
154	12.2	General Conference; North American Division, Pacific Union Conference	17
155	12.3	Church	18
156	12.4	Indemnification	18
157	12.5	Delegate	18
158	12.6	Session	18
159	12.7	Amendments; Dissolution	18
160	12.8	Titles of Officers and Executive Committee	18
161	12.9	Non-Administrative Members	18
162	12.10	Titles and Captions	18
163	12.11	Waivers of Breach	18
164	12.12	Members in Good Standing	18
165	12.13	Mandatory and Optional Terms	19
166	12.14	Termination for Cause	19
167	12.15	Discharge	19
168	12.16	General Terms of Service	19
169	12.17	Church Manual; Working Policy	19
170	12.18	Proportionate Representation	19
171	12.19	Notices	19
172		12.19.1 Electronic Communication Recipient Responsibility	20
173		12.19.2 Permanent Record Alternatives	20
174		12.19.4 Alternatives	20
175	12.20	Permanent Record	20
176	12.20 12.21	Member Inquiries	20
177			
178		Certification by the Executive Secretary of the Conference	21
179			
180			
181			
182			
183			
184			
185			
186			
187			
188			
189			
190			
191			
192			
193			

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

196 **BYLAWS**

197 (~~May 17, 2015~~ September 22, 2019)

198 **ARTICLE 1. NAME; PURPOSE; TERRITORY; PRINCIPAL OFFICE**

199 **1.1 Name.** The name of this corporation is the Southern California Conference of Seventh-
200 day Adventists. All references in these bylaws to “the Conference” or “this Conference,” except where
201 specifically designated otherwise, shall mean the Southern California Conference of Seventh-day
202 Adventists, a California nonprofit religious corporation.

203 **1.2 Purpose.** The objective of this Conference is to teach the everlasting Gospel of our Lord
204 and Savior Jesus Christ and the Commandments of God throughout its territory and throughout the
205 world. The Conference is a nonprofit religious corporation and is not organized for the private gain of any
206 person. It is organized under the California Nonprofit Religious Corporation Law exclusively for religious
207 purposes. The Conference is organized exclusively for religious purposes within the meaning of Section
208 501(c)(3) of the Internal Revenue Code of 1986, **or as amended thereafter** ~~(or the corresponding section~~
209 ~~of any future United States internal revenue law) (the “Code”).~~ Notwithstanding any other provision of the
210 articles of incorporation, the Conference shall not, except to an insubstantial degree, engage in any
211 activities or exercise any powers that are not in furtherance of the purposes of the Conference, and the
212 Conference shall not carry on any other activities not permitted to be carried on (1) by a corporation
213 exempt from federal income taxes under Section 501(c)(3) of the Code; or (2) by a corporation,
214 contributions to which are deductible under Section 170(c)(2) of the Code.

215 **1.3 Territory.** The territory of this Conference shall consist of Los Angeles County, Ventura
216 County and portions of Kern and Santa Barbara Counties, and such other territory as may hereafter
217 come under its supervision.

218 **1.4 Principal Office.** The principal office of this Conference is located at 1535 East Chevy
219 Chase Drive, City of Glendale, County of Los Angeles, California.

220 **ARTICLE 2. CONFERENCE CONSTITUENCY**

221 **2.1 Membership and Constituents.** Conference membership shall consist of such
222 churches as have been or shall be organized in accordance with the published policies of the General
223 Conference and the Pacific Union Conference. All regular delegates to constituency sessions shall be
224 elected from within the Conference membership. Together, the regular delegates and delegates at large
225 shall comprise the Conference constituency. The Conference has no members within the meaning of the
226 California Nonprofit Religious Corporation Law.

227 **2.2 Regular Delegates.** Regular delegates shall consist of the delegates from the churches,
228 each church being entitled to a minimum of one (1) delegate, plus one (1) additional delegate for each
229 ~~fifty (50)~~ **seventy-five (75)** members or major fraction thereof. If, using this formula, the number of regular
230 delegates will exceed one thousand (1,000), then prior to the election of regular delegates, the executive
231 committee ~~will~~ **shall** increase the number “~~fifty (50)~~ **seventy-five (75)**” in the preceding sentence to that
232 whole, even number that will cause the number of regular delegates not to exceed one thousand (1,000).
233 Delegates shall be elected as outlined in the Church Manual.

234 **2.2.1 Election of Regular Delegates.** Prior to each session the president and
235 **executive** secretary with the advice and consent of the executive committee, shall initiate and
236 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, ~~church administrator~~ or first elder
243 shall immediately convey to the **executive** secretary the roster of the church delegation, including
244 an e-mail address for each delegate (except as provided in Section ~~42.49.4~~ **12.19.2**), indicating
245 the delegation chair and the pre-session committee member.

246 **2.2.3 Duties of Delegation Chair.** The delegation chair shall assist the church
247 pastor 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 forums or other
250 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, ~~church administrator~~, first elder and the delegation
253 chair a copy of the rosters of all delegates, delegation chairs and the members of the pre-session
254 committee.

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

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

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

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

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

269 **3.1 Pre-Session Committee.** The pre-session committee shall consist of one (1) delegate
270 member for each church as specified in Section 2.2 of these bylaws. The pre-session committee, chaired
271 by the president of the Pacific Union Conference or his/her appointee, shall elect the nominating
272 committee. The pre-session committee shall complete its work not later than ~~eight (8)~~ **twelve (12)** weeks
273 prior to the session and the **executive** secretary shall deliver (as provided in Section 12.19) the minutes of
274 its meeting to all delegates within ten (10) days of such completion. The pre-session committee shall be
275 dissolved upon the adjournment of the regular session.

276 **3.2 Nominating Committee.** The nominating committee shall commence its work not later
277 than ~~six (6)~~ **ten (10)** weeks, and complete its work not later than ~~two (2)~~ **four (4)** weeks prior to the
278 session, at which time it shall **submit a** report to the **executive** secretary. The nominating committee shall
279 be dissolved upon the adjournment of the regular session.

280 **3.2.1 Composition.** The nominating committee shall consist of twenty-one (21)
281 members, including the president of the Pacific Union Conference or his/her appointee, who shall
282 chair this committee. The membership of this committee shall, as nearly as possible,
283 proportionately represent the membership of this Conference, properly recognizing gender, ethnic

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

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

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

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

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

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

315 **3.2.4 Report.** ~~Upon completion of its deliberations, the nominating committee shall~~
316 ~~issue a report of its nominations to the secretary~~ **The executive secretary** who shall distribute a
317 copy **of the nominating committee report** to all delegates within two (2) business days following
318 receipt. This report shall include the time and place of a special meeting of the nominating
319 committee, which shall occur not less than ~~seven (7)~~ **fourteen (14)** days prior to the session. At
320 this meeting delegates may appear to present comments to the report for the nominating
321 committee's further consideration. If the nominating committee shall elect to make any changes
322 to its report prior to formal presentation at the session, any changes, together with the reason(s)
323 for such change(s), shall be reported to the delegates.

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

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

335 **3.3.3 Session Report.** The **executive** secretary shall publish a session report,
336 comprised of the 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. **This report shall be sent six (6) weeks prior to the session.**
- 341 b) A hard copy of basic materials, to be distributed to delegates at the session,
342 which shall consist of the agenda, proposed actions, session voting materials,
343 and materials essential to the conducting of session business.

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

352 **ARTICLE 4. CONSTITUENCY SESSIONS**

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

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

364 **4.3 Notice.** Notice of ~~both~~ the regular session **and special sessions** shall be published in
365 the official publication of the Pacific Union Conference (which is currently the *Pacific Union Recorder*).
366 Such notices, giving the purpose, date, time and place of said sessions, shall be published at least once.
367 ~~not more twelve (12) weeks, nor less than two (2) weeks prior to the date of each session. In the event~~
368 ~~publication of such official publication ceases~~ **If there should be no official publication of the Pacific Union**
369 **Conference**, or the publication schedule **of this official publication** will not satisfy the notice requirements
370 of Section 4.3 of these bylaws, the executive committee shall use an alternative and comparable form of
371 notice, which may include a mailing to each household in the Conference or such other form of notice
372 provided in Section 12.19. **Notice of the regular session shall be published no less than six months prior**
373 **to the session and shall be republished each month thereafter up to and including the month preceding**
374 **the regular session. Notice of a special session shall be published no less than thirty (30) days prior to**
375 **the regular session.**

376 **4.4 Regular Session Procedures.**

377 **4.4.1 Session Officers.** The president or his/her appointee shall preside at meetings
378 of the session. The **executive** secretary shall keep a complete and accurate record of the

379 proceedings of the session. There shall also be a parliamentarian and associate
380 parliamentarians elected by the executive committee.

381 **4.4.2 Agenda.** The agenda established under Section 3.3.1 of these bylaws may be
382 modified by the vote of the majority of the delegates present at the beginning of the session.

383 **4.4.3 Voting.** Voting for the executive officers and the ~~superintendent of schools~~ **vice**
384 **president for education** shall be by secret ballot. When requested by the delegates present and
385 voting, other votes shall also be by secret ballot; otherwise the mode of voting shall be at the
386 discretion of the chair. All delegates must be present in person at any constituency session to be
387 eligible to vote.

388 **4.4.4 Session Minutes.** Within six (6) weeks following the end of each session, the
389 **executive** secretary shall deliver a copy of the minutes to the delegates for such session, along
390 with information on how delegates may submit proposed revisions to such minutes. The minutes
391 of the session, along with any proposed revisions, shall then be submitted to the incoming
392 executive committee for approval. The minutes, as approved, shall then be distributed by the
393 **executive** secretary to all delegates of both the session covered by such minutes and the
394 following session.

395 **4.5 Voting and Quorum.** The voting delegates of this Conference, when in session, shall
396 include regular delegates and delegates at large.

397 **4.5.1 Quorum.** A quorum, ~~which~~ shall be established at the beginning of a duly called or
398 held session, ~~shall consist of~~ **set at** sixty percent (60%) of the regular delegates, **rounded up to**
399 **the nearest whole number.** ~~Except as provided below, in the absence of a~~ **With the exceptions**
400 **described below, where there is no** quorum, no business shall be transacted, and the only motion
401 that the chair shall entertain is a motion to adjourn.

402 **4.5.2 Exceptions to Quorum Requirements.** ~~However, by vote of a majority of the~~
403 ~~delegates present, the meeting may be adjourned for brief periods of time. If adjourned for~~ **In the**
404 **absence of quorum, a motion to adjourn for brief periods of time may be voted on by a majority of**
405 **delegates present. If the period of time is less than three (3) weeks, no** ~~notice of the new meeting~~
406 ~~need be given~~ **new notice of a meeting is required.** ~~The delegates present at a duly called or duly~~
407 ~~held meeting, at which a quorum is present, may continue to transact business until adjournment~~
408 ~~or adjourn, even if enough regular delegates have withdrawn to leave less than a quorum, if the~~
409 ~~votes for any action taken (other than adjournment) include at least a majority of the regular~~
410 ~~delegates required to constitute a quorum (i.e., more than thirty percent (30%) of the regular~~
411 ~~delegates).~~

412 **After the start of a duly called or held meeting, if the withdrawal of regular delegates**
413 **leaves those remaining at less than what is required for a quorum, transactions until adjournment**
414 **may still be done if more than 30 percent (30%) of the regular delegates at the start of the**
415 **meeting are still present.**

416 **ARTICLE 5. EXECUTIVE COMMITTEE**

417 **5.1 Purpose.** The executive committee is the board of directors of the Conference, and the
418 members of the executive committee are the directors. The executive committee shall act on behalf of
419 the Conference membership between sessions.

420 **5.2 Composition.** The executive committee shall be composed of thirty-one (31) members
421 and shall proportionately reflect the ethnic composition of this Conference and provide for representation
422 of the regions within this Conference. It shall include the president, the **executive** secretary, the
423 treasurer, the **executive** vice president, **the vice president for education** and the region directors, ~~and the~~
424 ~~superintendent of schools.~~ The balance shall be divided among five (5) denominational employees (one

425 (1) from each region) and sixteen (16) lay persons who are not employed by the denomination. For
426 purposes of this section, not more than one (1) nonemployee spouse of a denominational employee may
427 serve on the executive committee, and in the event of such a selection, that person may be designated
428 either in the category of a denominational employee or a layperson. The overall composition of the lay
429 membership shall be gender-inclusive.

430 **5.3 Qualifications.** Any person nominated and elected to serve as a member of the
431 executive committee shall be or shall become a member of a constituent church and shall remain a
432 member in good standing during his/her term of office. Any member who is absent from a duly called
433 meeting of the executive committee three (3) times in one (1) year or eight (8) times during his/her term
434 of office shall cease to be qualified to serve as a member but might be re-elected by the executive
435 committee upon a showing of good cause. At least five (5) of all non-administrative members shall, if
436 possible, be re-elected at each session. Each member is expected to have the ability to receive e-mail
437 and other electronic communications and have regular access to the Internet.

438 **5.4 Election and Term of Office.** The members of the executive committee shall be
439 elected at the regular session of this Conference and shall hold office until their successors are elected
440 and assume their duties. No non-administrative member shall serve more than two (2) consecutive terms.

441 **5.5 Duties and Powers.** The executive committee shall establish committees and elect,
442 employ, discharge, and terminate for cause officers, committee members and employees and shall bring
443 about such distribution of its workers as may be necessary to execute its work effectively. The executive
444 committee shall have full administrative power to:

445 **5.5.1 Vacancies.** Fill, for the current term, any vacancies that may occur by death,
446 resignation or other causes, in the officers, boards, committees, or departments of this
447 Conference; and

448 **5.5.2 Licenses/Credentials.** Grant and withdraw credentials and licenses.

449 **5.5.3 Two-Thirds Vote.** The withdrawal of credentials or filling of vacancies on the
450 executive committee under Section 5.5 of these bylaws shall require a two-thirds (2/3) vote of the
451 members of the executive committee.

452 **5.6 Meetings.**

453 **5.6.1 Regular Meetings.** At least four (4) regular meetings shall be held each
454 calendar year at the principal office of this Conference, or other locations specified in the notice,
455 at stated times determined by the executive committee.

456 **5.6.2 Notice.** Written notice of the date, time and place of the regular meetings of the
457 executive committee, together with an agenda, supporting materials, and minutes of the previous
458 meeting, shall be delivered as provided in Section 12.19 to each executive committee member
459 not less than seven (7) days prior to the date of such meetings.

460 **5.6.3 Quorum.** The majority of the executive committee shall constitute a quorum.
461 Except as specifically provided otherwise in these bylaws, the acts and decisions of the executive
462 committee shall require a majority vote of those in attendance at a meeting at which a quorum is
463 present. The members present at a duly called or duly held meeting, at which a quorum is
464 present, may continue to transact business until adjournment, even if enough members have
465 withdrawn to leave less than a quorum, if the votes for any action taken (other than adjournment)
466 include at least a majority of the members required to constitute a quorum (i.e., at least nine [9]
467 of the members of executive committee).

468 **5.6.4 Special Meetings.**

- 469 a) Special meetings of the executive committee may be called at any time by the
470 president.
- 471 b) The president or **the executive** secretary shall call a special meeting upon the
472 written request of five (5) or more members of the executive committee.
- 473 c) Notice of special meetings shall be delivered as provided in Section 12.19 at
474 least four (4) days before the meeting date, or delivered in person, by email or by
475 telephone (or similar means of direct electronic communication to which the
476 recipient responds promptly confirming receipt, such as a text message) at least
477 forty-eight (48) hours before the meeting time.
- 478 d) Special meetings may be held by telephone conference or similar communication
479 equipment, provided that all executive committee members participating can
480 hear one another.
- 481 e) Any action required or permitted to be taken by the executive committee may be
482 taken without a meeting, if all members of the executive committee shall
483 individually or collectively consent in writing to such action, as provided in
484 Section 12.19. Such action by written consent shall have the same force and
485 effect as a unanimous vote of the executive committee at a meeting duly called
486 and noticed. Each such written consent or consents shall be filed with the
487 minutes of the proceedings of the executive committee.

488 **5.6.5 Waiver of Notice.** The transactions of any meeting of the executive committee,
489 however called and noticed, or wherever held, shall be as valid as though taken at a meeting duly
490 held after regular call and notice if (a) a quorum is present, and (b) each of the members not
491 present signs either (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an
492 approval of the minutes.

493 **5.6.6 Chair Pro Tem.** In the absence of the president, **executive** secretary, treasurer,
494 and **executive** vice president, the executive committee shall elect a chair pro tem.

495 **5.7 Inspection of Records.** Each member of the executive committee shall have a
496 reasonable right to inspect those Conference books, records, documents, and properties as may be
497 reasonably related to his/her decision-making responsibilities.

498 **ARTICLE 6. OFFICERS**

499 **6.1 Conference Officers.** The administrative officers of this Conference shall be the
500 executive officers (the president, **executive** secretary, treasurer, and **executive** vice president), **vice**
501 **president for education** and the region directors for those regions established by the executive committee.
502 The executive officers and region directors shall have additional duties in conformance with General
503 Conference policy and as assigned by the executive committee. Additional officers as may be deemed
504 necessary to fulfill the objectives of the Conference shall be elected by the delegates in session or by the
505 executive committee between sessions. The officers shall proportionately reflect, as nearly as possible,
506 the ethnic composition of this Conference. The term, authority, and duties of any additional officers shall
507 be prescribed by the delegates or the executive committee at the time of their election.

508 **6.1.1 Qualifications.** Any person nominated and elected to serve as an officer of this
509 Conference shall be or shall become a member in good standing of a constituent church and
510 shall remain a member in good standing during his/her term of service.

511 **6.1.2 Election and Term of Office.** Executive officers and the ~~superintendent of~~
512 ~~schools~~ **vice president for education** shall be elected by secret ballot at each regular constituency
513 session and shall hold office until the next regular session, unless requested by the executive
514 committee to continue in office until their successors are elected and assume their duties.

515 **6.2** **Duties.** The duties of the executive officers, the vice president for education, and the
516 region directors of this Conference shall be as follows:

517 **6.2.1** **President.**

- 518 a) To serve as chief executive officer of this Conference and to preside at all
519 regular and special constituency sessions and meetings of the executive
520 committee.
- 521 b) ~~To affix the signature of this Conference to~~ To sign or countersign all papers and
522 instruments, in writing, that may require the same.
- 523 c) To make a written report to the delegates of the regular constituency sessions.
- 524 d) To supervise and manage, subject to the directions of the executive committee,
525 the officers and employees of this Conference, and to exercise the power and
526 perform the duties usually exercised and performed by a president which are
527 consistent with the articles of incorporation and these bylaws.

528 **6.2.2** **Executive Secretary.**

- 529 a) To keep a full and complete record of the proceedings of the executive
530 committee and all constituency sessions, and to distribute the minutes of the
531 executive committee meetings and constituency sessions.
- 532 b) To cause all notices to be given in accordance with the provisions of these
533 bylaws or as required by law.
- 534 c) To make a written report to the delegates of the regular constituency sessions.
- 535 d) To keep, at the principal office of this Conference, a membership list and other
536 records of this Conference.
- 537 e) To sign or countersign all papers and instruments that may require this officer's
538 signature.
- 539 f) To preside at executive committee meetings in the absence of the president.
- 540 g) To serve as the non-voting recording secretary of the pre-session committee and
541 to perform the duties which pertain to this office as outlined in these bylaws.
- 542 h) To perform all other duties that pertain to this office and as may be required by
543 the executive committee which are consistent with these bylaws.

544 **6.2.3** **Treasurer.**

- 545 a) To keep an account of all monies received and expended for the use of this
546 Conference, and to make disbursements authorized by the executive committee.
- 547 b) To make and file in the principal office of this Conference, during each and every
548 calendar year, a report in writing or in any other form capable of being converted
549 into written form, showing the amount and nature of the business done by this
550 Conference during the preceding calendar year; and to make and submit such
551 other written reports and statements as may be required by the executive
552 committee.
- 553 f c) To sign or countersign all papers and instruments that may require this officer's
554 signature.
- 555 d) To preside at executive committee meetings in the absence of the president and
556 the executive secretary.
- 557 e) To perform all duties that pertain to this office and as may be required by the
558 executive committee which are consistent with these bylaws. The treasurer is
559 required to file a bond for the faithful performance of this officer's duties.

560 € f) To make a written report to the delegates of the regular constituency sessions.

561 **6.2.4 Executive Vice President.**

562 a) To assist the president in the general work of this Conference.

563 b) To make a written report to the delegates of the regular constituency sessions.

564 c) Serve as administrative liaison for various departmental and resource ministry
565 functions within the Conference.

566 € d) To preside at executive committee meetings in the absence of the president,
567 executive secretary and treasurer.

568 € e) To perform all duties that pertain to this office and as may be required by the
569 executive committee which are consistent with these bylaws.

570 **6.2.5 Vice President for Education**

571 a) To provide strategic leadership over the department and the education
572 system from pre-school through twelfth grade, promoting, cultivating and
573 modeling a Christ-like culture to school sites.

574 b) To give oversight of the curriculum implementation and personnel management
575 in all Conference-sponsored schools.

576 c) To coordinate the development of the education budget and monitor the financial
577 statements processing expenditures and helping to keep accounts receivable
578 current.

579 d) To coordinate the recruitment, employment and contracts of Conference
580 employed teachers assisting principals and personnel committees. Supervise the
581 school, principal and teacher evaluation process.

582 e) To chair education department staff meetings and principal councils. Serve as a
583 member or chair boards and committees as requested by the president or the
584 executive committee.

585 f) To monitor the hiring of preschool personnel, local hire contracts, finances
586 insuring compliance to all state and local permits and licenses.

587 g) To make a written report to the delegates of the regular constituency sessions.

588 h) To perform all duties that pertain to this office and as may be required by the
589 executive committee which are consistent with these bylaws.

590 **6.2.5 6.2.6 Region Directors.** The qualifications, election and term of office of the region
591 directors shall be as set forth in the "Region Structure Proposal of May 19, 1996" as revised
592 September 30, 2003. The duties of the region directors of this Conference shall be as follows:

593 a) To serve as one of the officers of the Conference as a channel by which
594 pastoral, church and Conference needs are expressed and addressed.

595 b) To coordinate personal and public evangelism, oversee church development,
596 staff all assigned churches in consultation with the region committee and the
597 president, nurture ministerial workers and their families, and plan ministerial
598 meetings, workshops, seminars, and/or convocations with assigned churches.

599 c) To chair one (1) region committee which shall be comprised of representative
600 pastors and a simple majority of lay persons within assigned churches.

607 d) To perform all duties that pertain to this office and as may be required by the
608 president or the executive committee which are consistent with these bylaws.

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

610 **7.1 Establishing Departments.** All departments shall be established or eliminated as
611 required by the vote of the delegates in a constituency session or by the executive committee between
612 sessions.

613 **7.2 Departmental Directors.** Departmental directors shall work under the direction of the
614 executive committee and the president and shall serve in a resource and advisory relationship to the
615 churches.

616 **7.2.1 Associate and Assistant Departmental Directors.** Associate directors and
617 assistant directors may be elected at such times as deemed necessary.

618 **7.2.2 Qualifications.** Any person nominated and elected to serve as a departmental
619 director, associate director or assistant director of this Conference shall be or shall become a
620 member in good standing of a constituent church and shall remain a member in good standing
621 during his/her term of service.

622 **7.2.3 Election and Term of Office.** The departmental directors, associate directors
623 and assistant directors shall be elected by the executive committee after each regular session of
624 this Conference and shall proportionately reflect the ethnic composition of this Conference. They
625 shall hold office until replaced by the executive committee following the next regular session,
626 unless requested by the executive committee to continue in office until their successors are
627 elected and assume their duties.

628 **7.2.4 Duties.** The duties and responsibilities of the departmental directors, associate
629 directors and assistant directors shall be established by the executive committee in accordance
630 with the accepted practices of the Seventh-day Adventist denomination as provided in the
631 general working policies of the North American Division and custom established by practice.

632 **7.3 Asset/Risk Management Officer Director.** The executive committee shall elect as the
633 asset/risk management ~~officer~~ **director** an employee of the Conference (or someone who becomes an
634 employee concurrently with such election) who shall have authority to ~~countersign~~ **execute on behalf of**
635 **the Conference** papers and instruments related to **leases, licenses and rentals agreements of the**
636 **Conference owned properties that are operated by local entities that are authorized by the Southern**
637 **California Conference. Leases, licenses and rental agreements shall also be countersigned by a local**
638 **representative of the entity (i.e., pastor, principal, treasurer head elder). The Assets/Risk Management**
639 **Director shall oversee risk management requirements of all Conference owned properties, and execute**
640 **all necessary and appropriate documents as needed. legal affairs.** (Relocated from Article 8.3.3)

641 **ARTICLE 8. COMMITTEES**

642 **8.1 Bylaws Committee.**

643 **8.1.1 Purpose and Organization.** The bylaws committee ~~(=)~~ **shall be** composed of ten
644 (10) members, ~~(with two (2) members from each region within the Conference),=~~ **It** shall review
645 the articles of incorporation and bylaws to determine their continued relevance and
646 appropriateness. ~~The secretary shall serve as a nonvoting invitor of the committee. The bylaws~~
647 ~~committee shall submit a report to the delegates at the regular sessions. No later than two (2)~~
648 ~~years following the session during which this committee was elected, No later than three (3)~~
649 **years following the session during which this committee was elected, the president shall call the**
650 **committee** members together for the initial meeting of ~~the~~ **this** committee. The president shall

651 preside over the initial meeting of the committee solely for the purpose of overseeing the
652 committee's election of ~~a~~ its chair and a committee secretary. ~~The Conference executive~~
653 ~~secretary shall serve as a nonvoting invitee of the committee.~~

654
655 **8.1.2 Proposals for Amendments.** ~~The bylaws committee shall announce at least~~
656 ~~three (3) months~~ **twelve weeks (12)** prior to a regular session, ~~the committee shall announce a~~
657 ~~time and place for submitting written proposals for amendments to the committee for~~
658 ~~consideration and review~~ **and consideration for amendments.** Such announcement shall be by
659 written notice to (i) the pastors, (ii) ~~the~~ delegates, and (iii) the first elders. **A church may submit**
660 **proposed amendments to the bylaws that have been approved by either a majority of its**
661 **(i) delegates, (ii) church board, or (iii) the church in business meeting.** All proposals ~~must be~~
662 ~~submitted in writing to the committee chair or Conference secretary (for delivery to the~~
663 ~~committee) at least one (1) week prior to the meeting of the committee where such proposal~~
664 ~~submitted for review and consideration for amendments shall be in writing. Written proposals for~~
665 ~~consideration for amendments by this committee shall be delivered only to the committee chair or~~
666 ~~Conference executive secretary. Written proposals for consideration for amendments may be~~
667 ~~delivered by hand, by e-mail, facsimile or by U.S. mail. All proposals, regardless of method of~~
668 ~~delivery, must be received by the bylaws committee chair or Conference executive secretary at~~
669 ~~least one (1) week prior to the meeting of the committee where such proposal shall be presented.~~
670 ~~The proposal will be presented and shall include the indicated changes proposed together with an~~
671 ~~with a explanation justification for such proposal.~~

672 **8.1.3 Report of Proposed Amendments to the Executive Committee.** The bylaws
673 committee report to the executive committee shall be submitted as provided on article 3.3.2.

674 **8.2 Budget and Finance Committee.**

675 **8.2.1 Election and Composition.** The executive committee shall elect a budget and
676 finance committee composed of ~~eighteen (18)~~ **nineteen (19)** members ~~and~~ proportionately
677 reflecting the ethnic composition of this Conference. Such committee shall be composed of ten
678 (10) laypersons (two (2) from each region), five (5) pastors (one (1) from each region), and ~~one~~
679 ~~(4)~~ **two (2)** persons from the Conference educational ~~work~~ system. ~~(4)~~ **Region committees will**
680 **shall recommend to the executive committee those ten (10) lay members and five (5) pastors**
681 **from their respective regions,** all having expertise relating to the work of the committee. Such
682 committee shall also include the treasurer, who shall **serve as chair of** such committee, and one
683 (1) other member of the Conference administration.

684
685 **8.2.2 Audit Review.** ~~The budget and finance committee shall constitute an auditing~~
686 ~~committee. that Such committee shall review, annually review (,) the audit of all Conference~~
687 ~~accounts(,). The annual audit review shall be subject to final approval by the executive~~
688 ~~committee. All non-employees of the Budget and Finance Committee plus three non-employee~~
689 ~~members of the Executive Committee shall constitute the audit review committee. One of the~~
690 ~~non-employee members shall serve as the chair of the committee. A representative from the~~
691 ~~Pacific Union Conference will be considered an invitee with voice but no vote. The audit review~~
692 ~~committee shall annually review the audit of the Southern California Conference operation and~~
693 ~~it's review report shall be subject to the final approval by the executive committee. A copy of the~~
694 ~~recommendations of the Audit Committee, as approved by the executive committee, shall be sent~~
695 ~~to the auditor and to appropriate officers of the Pacific Union Conference.~~

696

697 **8.3 Asset Management Committee.**

698 ~~**8.3.1 Purpose.** The executive committee shall elect an asset management committee~~
699 ~~to oversee the property, trust and related legal affairs of the Conference in harmony with those~~
700 ~~bylaws and in compliance with applicable laws and regulations.~~

701 ~~**8.3.2 Selection and Composition.** Within sixty (60) days following the regular~~
702 ~~session of the constituency, the executive committee shall elect the asset management~~
703 ~~committee, which (a) shall serve at the discretion of the executive committee; (b) shall be~~
704 ~~composed of fifteen (15) members proportionately reflecting the ethnic composition of this~~
705 ~~Conference, one of whom shall be the president (who shall chair the committee) and one of~~
706 ~~whom shall be the asset management officer (described in the next paragraph); and (c) shall be~~
707 ~~composed of individuals having expertise or background that will contribute to the work of the~~
708 ~~committee.~~

709 **(Relocate** ~~**8.3.3 Asset Management Officer.** The executive committee shall elect as the asset~~
710 **to 7.3)** ~~management officer an employee of the Conference (or someone who becomes an employee~~
711 ~~concurrently with such election) who shall have authority to countersign papers and instruments~~
712 ~~related to the Conference legal affairs.~~

713 ~~**8.3.4 Meeting Without Notice.** Any action that the asset management committee is~~
714 ~~required or permitted to take may be taken without a meeting if all asset management committee~~
715 ~~members consent in writing to the action. Such action by unanimous written consent shall have~~
716 ~~the same force and effect as any other validly approved asset management committee action.~~
717 ~~All such consents shall be filed with the minutes of the proceedings of the asset management~~
718 ~~committee.~~

719 ~~**8.4**~~ **8.3 Committee Governance.**

720 ~~**8.4.1**~~ **8.3.1 Establishment and Term.** The delegates in session or the executive committee
721 between sessions may, by resolution adopted by the executive committee, establish committees
722 to serve on behalf of the executive committee (*i.e.: administrative committee, officers committee,*
723 *board of education, et. al*). Unless elected for a shorter period, the term of committee members
724 shall commence at the start of the first regular meeting of the executive committee immediately
725 following a regular session, and shall end at the start of the first regular meeting of the executive
726 committee immediately following the subsequent regular session.

727 ~~**8.4.2**~~ **8.3.2 Meeting Time and Notice.** The time of regular meetings of committees may be
728 determined either by resolution of the executive committee or by resolution of the committee.
729 Where reasonably possible, meeting times will be set to accommodate the schedules of lay
730 members. Written notice of the date, time and place of the regular meetings of all committees
731 described in this article, together with an agenda and supporting materials, shall be delivered as
732 provided in Section 12.19 to each committee member not less than seven (7) days prior to the
733 date of such meetings, unless the committee votes otherwise.

734 ~~**8.4.3**~~ **8.3.3 Rules and Vacancies.** The executive committee may adopt rules for the
735 governance of the committees described in this article, including attendance and quorum
736 standards. The executive committee shall also fill vacancies on the committees described in this
737 article. The provisions of this Section 8.3 shall apply to all Conference committees and boards,
738 including region committees.

739 **8.3.4 Committees Lay Membership.** For any committee requiring lay persons
740 membership, a constituent church may submit any number of lay persons nominees to their
741 respective region director for consideration.

742

ARTICLE 9. FUNDS

743 **9.1 Applicable Policy.** The title and all other funds shall be used in accordance with the
744 financial policies of the General Conference and the North American Division, and in the case of
745 donations, their use shall be in harmony with the specifications of the donors.

746 **9.2 Safeguarding Funds.** The funds of this Conference shall be safeguarded in accordance
747 with the financial policies of the General Conference and the North American Division. Monies shall be
748 deposited in the name of the Conference in regular or special accounts, or savings institutions, as the
749 executive committee shall designate, and shall be withdrawn only by persons authorized by resolution of
750 the executive committee.

751

ARTICLE 10. BUDGET AND AUDIT

752 **10.1 Budget.** ~~This~~ The Conference shall prepare an annual budget in accordance with the
753 financial policies of the General Conference and the North American Division.

754 **10.2 Personnel Compensation and Expense Audit.** The executive committee, with the
755 president of the Pacific Union Conference, or, in his/her absence, the treasurer of the Pacific Union
756 Conference, serving as chair, shall constitute an employee compensation committee to review, annually,
757 the compensation and expenses of all of the Conference employees and to set compensation rates for
758 the subsequent year.

759 **10.3 Conference Audit.** All accounting records of this Conference shall be audited at least
760 annually by the General Conference Auditing Service, and the records of this Conference or any of its
761 subsidiary units shall at all times be open to said auditors.

762

ARTICLE 11. PROPERTY TITLE

763 **11.1 Legal Title to Property.** The legal title to the property acquired by all churches
764 comprising the membership of this Conference shall be vested in the name of the Conference. The same
765 shall apply to the property acquired by all institutions owned and operated by this Conference.

766 **11.2 Dissolution or Separation of Local Church.** Whenever a local church or congregation
767 is dissolved or expelled from the sisterhood of churches by a majority vote of the delegates in session,
768 legal title to the property used or held by the local church shall be or shall remain vested in the
769 Conference for the benefit of the general membership of this Conference.

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771

ARTICLE 12. GENERAL PROVISIONS

772 **12.1 Parliamentary Rules.** The usual parliamentary rules as laid down in the current edition
773 of *Robert's Rules of Order, Newly Revised* shall govern all deliberations at constituency sessions,
774 executive committee meetings, and meetings of all committees of this Conference when not in conflict
775 with these bylaws.

776 **12.2 General Conference; North American Division; Pacific Union Conference.** All
777 references in these bylaws to the "General Conference" shall mean the General Conference of Seventh-
778 day Adventists. All references in these bylaws to the "North American Division" shall mean the North
779 American Division of the General Conference of Seventh-day Adventists. All references in these bylaws
780 to the "Pacific Union Conference" shall mean the Pacific Union Conference of Seventh-day Adventists.

781 **12.3 Church.** All references in these bylaws to “church” or “churches” or “constituent
782 churches” shall mean those churches that have been duly organized and accepted into the sisterhood of
783 churches in this Conference.

784 **12.4 Indemnification.** To the extent permitted by law, the Conference shall indemnify any
785 person who was or is a party or is threatened to be made a party to any threatened, pending, or
786 completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because
787 he/she is or was a member of the Conference Executive Committee or an officer, employee, or agent of
788 the Conference against expenses (including legal fees), judgments, fines, and amounts paid in settlement
789 actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she
790 acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best
791 interest of the Conference, and, with respect to any criminal action or proceeding, had no reasonable
792 cause to believe his/her conduct was unlawful.

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

795 ~~This Conference shall indemnify any person who is serving or has served as a member of the
796 executive committee (or committees established by the executive committee or these bylaws), or as an
797 officer or departmental director or associate director or assistant director of the Conference (and his/her
798 executor, administrator and heirs) against all reasonable expenses (including, but not limited to,
799 judgments, costs, and legal fees) actually and necessarily incurred by him/her in connection with the
800 defense of any litigation, action, suit, or proceeding, civil, criminal, or administrative, to which he/she may
801 have been a party by reason of being or having been a member of the executive committee (or
802 committees established by the executive committee or these bylaws), or an officer or departmental
803 director or associate director or assistant director of the Conference, except he/she shall have no right to
804 reimbursement for matters in which he/she has been adjudged liable to the Conference for negligence or
805 misconduct in the performance of his/her duties.~~

806 **12.5 Delegate.** All references in these bylaws to “delegate(s),” except where specifically
807 designated otherwise, shall mean regular delegate(s) or delegates at large, as described in Article 2.

808 **12.6 Session.** All references in these bylaws to “session(s),” except where specifically
809 designated otherwise, shall mean a regular or special constituency session(s), as described in Article 4.

810 **12.7 Amendments; Dissolution.** These bylaws may be amended by the majority vote of the
811 delegates present at a regular or special session of this Conference. This Conference may be dissolved
812 by a three-fourth (3/4) vote of the delegates present and voting at a regular or special session of this
813 Conference, provided notice of the proposal to dissolve shall be given in the call for the session.

814 **12.8 Titles of Officers and Executive Committee.** All references in these bylaws to
815 “president,” “**executive** secretary,” “treasurer,” or “**executive** vice president,” except where specifically
816 designated otherwise, shall mean one (1) of the executive officers of this Conference. Further, all
817 references in these bylaws to “executive committee,” except where specifically designated otherwise,
818 shall mean the executive committee of this Conference.

819 **12.9 Non-administrative Members.** All references in these bylaws to “non-administrative
820 members of the executive committee” shall mean executive committee members who are neither officers,
821 departmental directors, associate directors nor assistant directors of this Conference.

822 **12.10 Titles and Captions.** The titles of the articles and the captions of the sections and
823 subsections of these bylaws are for convenience only and shall neither limit nor amplify nor otherwise
824 constitute a part of the provisions of these bylaws.

825 **12.11 Waivers of Breach.** The waiver (whether knowingly or unknowingly) by the delegates,
826 committees, officers or employees of this Conference of a breach of any provision of these bylaws shall
827 not be deemed a continuing waiver or a waiver of any subsequent breach, whether of the same or
828 another provision of these bylaws.

829 **12.12 Members in Good Standing.** All references in these bylaws to “members in good
830 standing” shall mean member(s) who are not under censure as defined in the Church Manual.

831 **12.13 Mandatory and Optional Terms.** At all times throughout these bylaws the words “shall”
832 and “must” are mandatory and obligatory. The words “may” and “might” are optional or discretionary with
833 the delegates, committees, officers or employees of this Conference.

834 **12.14 Termination for Cause.** The phrase, “for cause,” when used in connection with removal
835 from an elected or appointed position, shall include, but not be limited to, (i) failure to maintain
836 qualifications for the position, (ii) incompetence, (iii) persistent failure to cooperate with duly constituted
837 authority in substantive matters and with relevant employment and denominational policies, and
838 (iv) actions that may be subject to discipline under the Church Manual. The reason for such removal
839 shall be communicated to the person being removed.

840 **12.15 Discharge.** The non-pejorative term “discharge” shall mean the termination or removal
841 from service for reasons other than “for cause” of officers, committee members and employees.

842 **12.16 General Terms of Service.** All officers, committee members and employees of this
843 Conference shall be elected, appointed or employed for a specific purpose and term; and, provided they
844 maintain their qualifications, shall serve until the completion of their purpose or term, unless they
845 (i) resign, (ii) are discharged, or (iii) are terminated for cause by the executive committee. Any individual
846 for whom removal from office through discharge or termination for cause is pending may request, and
847 shall be provided, a hearing pursuant to the standard conciliation policy of the General Conference of
848 Seventh-day Adventists.

849 **12.17 Church Manual; Working Policy.** All references in these bylaws to the “Church
850 Manual” shall mean the current edition of the *Seventh-day Adventist Church Manual*. The provisions of
851 the Church Manual and the North American Division of the General Conference Working Policy, so far as
852 they shall apply, shall cover any matters not specifically covered by these bylaws as though the same
853 were set forth herein at length.

854 **12.18 Proportionate Representation.** This Conference shall adhere to the principle of
855 proportionate representation of the diverse groups comprising its membership in the election and
856 appointment of officers; departmental directors, associates, and assistants; committee members;
857 educators and other personnel in all strata of its operations.

858 **12.19 Notices.** Except as otherwise provided in these bylaws, notice and service of
859 documents, e.g., minutes, agendas, reports, etc., shall be deemed effective:

860 a) ~~upon Mail:~~ **by deposit in a mail box of the United States Postal Service, correctly**
861 **addressed to the recipient with sufficient postage attached thereto. However, at the discretion of**
862 **the sender, electronic communication may be used for any such materials to be distributed under**
863 **these bylaws. Notice by electronic communication shall be valid if:**

864 ~~**12.19.1 Electronic Communication.** Delivered by (a) facsimile telecommunication or~~
865 ~~electronic mail when directed to the facsimile number or electronic mail address, respectively, for~~
866 ~~that recipient on record with the Conference; (b) posting on an electronic message board or~~
867 ~~network that the Conference has designated for those communications, together with a separate~~
868 ~~notice to the recipient of the posting, which transmission shall be validly delivered on the latter of~~
869 ~~the posting or delivery of the separate notice of it; or (c) other means of electronic~~
870 ~~communication;~~

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

873 i. **when facsimile telecommunication or electronic mail is directed to the**
874 **facsimile number or electronic mail address, respectively, for the recipient on record with**
875 **the Conference;**

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

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iii. when other means of electronic communication is executed.

~~42.19.2~~ **12.19.1** **Recipient Responsibility.** ~~To a recipient at an e-mail address provided by that recipient (or as provided under Section 2.2.2). (It shall be the responsibility of each recipient to keep his or her committee chair and the executive secretary informed of the recipient's correct U.S. Mail or e-mail address).~~

~~42.19.4~~ **12.19.2** **Alternatives.** ~~Notwithstanding the foregoing, in the case of notices or delivery of materials to constituency session delegates, such notices shall be delivered either (a) to the delegate at the e-mail address provided by that delegate, or (b) if no e-mail address is available for such delegate, the electronic communication may be directed to the pastor, church administrator or first elder of the church where the delegate is a member, and it will be the responsibility of the such recipient to deliver such notice or materials to the delegate. Notices shall be delivered to the delegate at the e-mail address or home address provided by that delegate. If email or home address is incorrect or not available for such delegate, the communication shall be directed to the pastor, church administrator or first elder of the church where the delegate is a member, and it will be the responsibility of the recipient to deliver such notice or materials to the delegate.~~

~~42.19.3~~ **12.20** **Permanent Record.** ~~In a form that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form by the recipient. The executive secretary of the Conference shall collect and preserve records of all actions of the Constituency Meeting and the Executive Committee of the Conference in a form that is capable of retention, retrieval and review, and that may thereafter be rendered in a clearly legible, tangible form by the recipient. (Relocated from 12.19.3)~~

~~42.20~~ **12.21** **Member Inquiries.** The Conference, its schools, and its congregations will each make a reasonable effort to operate in an open manner, making information available to its respective members and constituents either in an ongoing manner (e.g., postings on web pages) or upon request. In the event a member or constituent requests information of the Conference or a member's congregation or a constituent's school, such information need not be provided unless (a) it is of a nonconfidential nature, (b) it is for a purpose reasonably related to the member's or constituent's interest as a member or constituent, (c) it is capable of being reasonably and easily provided, and (d) it is not part of a pattern of multiple or abusive requests by any individual or group of individuals. Determinations regarding release of information in response to information requests shall be made (i) by the executive officers of the Conference, in the case of Conference matters; (ii) by the church board, in the case of congregation matters, or (iii) by the school board, in the case of school matters. In the event of a disagreement over such a determination, the final determination regarding such release of information shall be made (A) by the executive committee, in the case of Conference matters, (B) by the applicable region committee, in the case of congregation matters, and (C) by the Conference board of education, in the case of school matters. Such determinations shall be final.

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 twenty one (21) pages, including this page, are the Bylaws of this Conference as adopted by the constituency delegates in session on ~~May 17, 2015~~ **September 22, 2019**, and that they have not been amended or modified since that time.

Executed on _____, at Glendale, California.

John H. Cress, Executive Secretary