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3 **BYLAWS**
4 *of the*
5 **NORTH PACIFIC UNION CONFERENCE OF SEVENTH-DAY ADVENTISTS**
6 *As adopted September 25, 2016*

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16 **PREAMBLE**

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19 The North Pacific Union Conference recognizes that these Bylaws are consistent with the Seventh-day
20 Adventist concept of church organization and governance. The fruitage of that concept is a representative
21 and constituency-based system. Its authority is rooted in God and distributed to the whole people of God.
22 It recognizes the committee system. It provides for shared administration rather than a presidential
23 system. It recognizes a linkage of local churches, conferences, unions, the General Conference and its
24 divisions that binds the believers together in a universal fellowship. It assures essential unity of purpose
25 and mission. While the integrity of each entity is recognized, each is seen to be a part of the whole.

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29 **ARTICLE 1**
30 **NAME**

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32 The name of this organization shall be: North Pacific Union Conference of Seventh-day Adventists, a
33 religious nonprofit corporation, hereinafter referred to as the "Union".

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37 **ARTICLE 2**
38 **PRINCIPAL OFFICE**

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40 The principal office for the transaction of the business of the Union is fixed and located at 5709 North
41 20th Street, Ridgefield, Clark County, State of Washington. The Executive Committee may at any time
42 or from time to time change the location of the principal office from one location to another.

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46 **ARTICLE 3**
47 **PURPOSE**

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49 The primary purpose for which this Union is formed is:

1. To facilitate the proclamation of the everlasting gospel of our Lord and Savior, Jesus Christ, in the context of the three angels of Revelation 14: 6-12 to all peoples within its territory, leading them to accept Jesus as personal Savior and to unite with His church, and nurturing them in preparation for His soon return.
2. To facilitate Christian ministries including, but not limited to, pastoral, teaching, evangelism, and health ministries.
3. To facilitate a system of Christian education devoted to the harmonious development of the spiritual, mental, physical, and social powers of mankind.
4. To promote the worldwide mission of the Seventh-day Adventist Church.
5. To provide opportunity for the sharing of resources, thus encouraging the accomplishment of the Church's mission throughout the entire territory of the Union.

50 **ARTICLE 4**
51 **RELATIONSHIPS**
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53 The North Pacific Union Conference of Seventh-day Adventists is part of the North American Division of
54 the General Conference of Seventh-day Adventists, a world church organization; and all purposes,
55 policies, and procedures of this Union shall be in basic harmony with the working policies and procedures
56 of the North American Division and the General Conference of Seventh-day Adventists. This Union shall
57 pursue the mission of the Church in basic harmony with the doctrines, programs, and initiatives adopted
58 and approved by the General Conference of Seventh-day Adventists in its regular sessions.
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60 **ARTICLE 5**
61 **TERRITORY**
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63 The territory of this Union shall consist of the states of Alaska, Idaho, Montana, Oregon, and Washington,
64 and such other territories as may be assigned.
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66 **ARTICLE 6**
67 **ARTICLES AND BYLAWS**
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69 The constituents of this Union, acting at any duly called constituency meeting, may enact, amend, and/or
70 repeal Articles of Incorporation and Bylaws which may embrace any provision not inconsistent with the
71 Articles of Incorporation and Bylaws.
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73 **ARTICLE 7**
74 **MEMBERSHIP AND DELEGATES**
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76 SECTION 1: **MEMBERSHIP**
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78 The membership of this Union shall consist of such local conferences as are or may be
79 organized in any part of the geographic territories under its jurisdiction and formally
80 approved for membership by vote of delegates at any duly called Union constituency
81 meeting.
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83 SECTION 2: **DELEGATES**
84

85 The delegates at any regular or special constituency meeting of this Union shall be:
86

- 87 a. Appointed delegates which shall represent the local conferences within the Union
88 territory. Each local conference shall appoint three (3) delegates without regard to
89 conference membership and one (1) additional delegate for each four hundred (400)
90 church members or major fraction thereof, based on its membership on the last day of
91 the third full calendar quarter preceding the constituency meeting. At least fifty-one
92 percent (51%) of the delegates in this category shall be lay persons as defined in
93 Article 18. Delegates shall be selected in a manner determined by each local
94 conference executive committee unless otherwise specified by the local conference
95 constitution or bylaws.
96 b. The following ex officio, as defined in Article 18, and other delegates.
97
98 (1) The individual members of the Executive Committee of this Union.
99
100 (2) The individual members of the General Conference Executive Committee who
101 may be present at any constituency meeting of this Union. The number of such

102 delegates representing the General Conference of Seventh-day Adventists shall
103 not exceed five percent (5%) of the total number of appointed delegates
104 provided for hereinabove in Section 2, Paragraph a. of Article 7.

105
106 (3) The Vice President for Academic Administration, the Vice President for
107 Financial Administration, the Dean of the School of Theology of Walla Walla
108 University, plus two (2) additional delegates appointed by and representing the
109 faculty and staff of Walla Walla University, and two (2) additional delegates
110 appointed by and representing the students of Walla Walla University. The
111 student delegates shall hold membership in one of the churches within this
112 Union territory.

113
114 (4) Two (2) employees of Adventist Health, appointed by its governing board. At
115 least one of these individuals shall be the president of a hospital within this
116 Union territory.

117
118 (5) Two (2) employees of Pacific Press Publishing Association, appointed by its
119 governing board.

120
121 (6) The members of the Articles and Bylaws Committee and the non-Executive
122 Committee members of the Nominating Committee of this Union.

123
124 (7) The Directors of all recognized Departments of this Union, as determined by
125 the Executive Committee of this Union.

126
127 (8) Such other persons as may be appointed by the Executive Committee, including
128 officers of the North Pacific Union Conference Association of Seventh-day
129 Adventists. The total number of delegates from this category shall not exceed
130 five percent (5%) of the total number of appointed delegates provided for
131 hereinabove in Section 2, Paragraph a. of Article 7.

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133 SECTION 3: CHURCH MEMBERSHIP REQUIREMENT

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135 All delegates at any constituency meeting shall be members of the Seventh-day Adventist
136 Church in regular standing.

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138 SECTION 4: TIMING OF DELEGATE SELECTION

139
140 Appointed delegates shall be selected no later than five months prior to any regular
141 constituency meeting, except for delegates selected to replace previously selected delegates
142 who are unable to serve.

143
144 **ARTICLE 8**
145 **CONSTITUENCY MEETINGS**

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147 SECTION 1: REGULAR CONSTITUENCY MEETINGS

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149 This Union shall hold a regular constituency meeting by the end of the calendar year
150 following the year in which the regularly scheduled session of the General Conference of
151 Seventh-day Adventists convenes, at such time and place as the Executive Committee of this
152 Union shall designate. Notice of the time and place of any constituency meeting shall be
153 printed in at least two (2) consecutive issues of the official publication of this Union, with
154 the second notice appearing at least three (3) weeks before the date of the constituency

155 meeting.

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157 SECTION 2: SPECIAL CONSTITUENCY MEETINGS

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159 a. Special constituency meetings of this Union shall be convened at such time and place
160 as the Executive Committee deems proper, following receipt by the Executive
161 Committee or the Executive Vice President for Administration of this Union of a
162 request for such meeting by any of the following:

163

164 (1) When a special constituency meeting is requested by the Executive Committee;

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166 (2) When, within a six-month period starting upon receipt of the first request, the
167 Executive Committee or the Executive Vice President for Administration
168 receives a written request(s) for a special constituency meeting, for whatever
169 reason, signed by at least twenty percent (20%) of the total delegates named to
170 the immediately prior regular or special constituency meeting;

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172 (3) When, within a six-month period starting upon receipt of the first request, the
173 Executive Committee or the Executive Vice President for Administration
174 receives a request for a special constituency meeting, for whatever reason, from
175 at least two (2) local conference executive committees of this Union;

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177 (4) When a special constituency meeting is requested by the North American
178 Division Executive Committee (NAD) or the General Conference Executive
179 Committee, and

180

181 (5) When a special constituency meeting is requested by the delegates at any
182 constituency meeting.

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184 b. Special constituency meetings shall be convened within one hundred twenty (120)
185 days following the receipt of a request by the Executive Vice President for
186 Administration of this Union as provided in Section 2, Paragraph a. of Article 8,
187 unless that time period is extended by the requesting body.

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189 c. The representation of the delegates and notice of the time and place of any special
190 constituency meeting shall be the same as for regular constituency meetings. The
191 actions of special constituency meetings shall have the same authority as those of the
192 regular constituency meetings. If it is proposed to amend the Articles of Incorporation,
193 these Bylaws or select officers at a special constituency meeting, notice that an
194 amendment is proposed or officer selection will be considered shall be given in the
195 notice for such special constituency meeting. The agenda of any special constituency
196 meeting may include any item that could be included on the agenda of a regular
197 constituency meeting, except that the agenda at any special constituency meeting shall
198 be limited to items which are stated in the public notice for the meeting. The
199 formation and duties of the Agenda Committee shall be the same as for regular
200 constituency meetings to the extent permitted by the number of weeks available prior
201 to the special constituency meeting.

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203 SECTION 3: NOMINATING COMMITTEE

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205 a. The Nominating Committee is a standing committee and shall consist of:

206

207 (1) The President of the North American Division of the General Conference of

- 208 Seventh-day Adventist, or designee, who will serve as chair;
209
210 (2) The Executive Committee, as constituted in Section 2 of Article 9 of these
211 Bylaws, excluding the Union officers;
212
213 (3) One (1) local church pastor and two (2) lay persons as defined in Article 18
214 from each of the three (3) largest conferences and one (1) local church pastor
215 and one (1) lay person as defined in Article 18 from each of the other
216 conferences. These additional conference representatives shall be appointed by
217 the executive committee of each local conference within this Union territory at
218 least ninety (90) days prior to each regular constituency meeting and shall serve
219 until ninety (90) days prior to the next regular constituency meeting following
220 the one for which they were appointed, so long as they are members in regular
221 standing in a church of the local conference from which they were appointed.
222 These additional representatives may not serve more than two (2) consecutive
223 full terms without one (1) intervening full term.
224
225 b. The Nominating Committee shall:
226
227 (1) Recommend names of individuals for the election of the officers of this Union.
228 The nominations shall be sent to all delegates at least one (1) month prior to a
229 regular or special constituency meeting which considers the selection,
230 discipline, or termination of officers;
231
232 (2) Meet not less than once every half term of office as defined in Article 18 and
233 may be called at any time by:
234
235 a) The President of the North American Division or designee;
236
237 b) Written request to the President of the North American Division for any
238 reason by twenty-five percent (25%) of the members of the Executive
239 Committee;
240
241 c) A majority vote of the Executive Committee.
242
243 (3) Review the officer formal performance evaluations which are done in
244 accordance with Article 9, Section 4, Paragraph b.;
245
246 (4) Appoint officers to fill vacancies which occur between constituency meetings.
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249 c. If the delegates at a constituency meeting do not approve one or more individuals
250 recommended by the Nominating Committee, the delegates shall at their option (a)
251 reconvene the Nominating Committee at the constituency meeting to place before the
252 delegates the name or names of alternate recommendations, or (b) direct the
253 Nominating Committee to complete the selection.
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255 SECTION 4: ARTICLES AND BYLAWS COMMITTEE
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- 257 a. The purpose of the Articles and Bylaws Committee shall be to review the Articles of
258 Incorporation and Bylaws of this Union and to recommend any amendments or
259 changes therein to the next regular or special constituency meeting.
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- b. The membership of the Articles and Bylaws Committee shall consist of the Executive Vice President for Administration of this Union as chair and two (2) members selected by each local conference executive committee, unless otherwise specified by the local conference constitution or bylaws, at least one (1) of which shall be a lay person as defined in Article 18. Any vacancies that may occur shall be filled by the original appointing entity.
 - c. At least one (1) year prior to each regular constituency meeting, the Executive Vice President for Administration of this Union shall request the executive committee of each local conference to select individuals to serve on the Union Conference Articles and Bylaws Committee.
 - d. The Executive Vice President for Administration of this Union shall call the first meeting of the Articles and Bylaws Committee at least ten (10) months prior to the regular constituency meeting. The Articles and Bylaws Committee selects its own secretary.
 - e. The Articles and Bylaws Committee shall serve as a standing committee until one (1) year prior to the next regular constituency meeting following the constituency meeting for which it was called.

282 SECTION 5: AGENDA COMMITTEE

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- a. An Agenda Committee shall be appointed by the Executive Committee at least six (6) months prior to any regular constituency meeting. The members of the Agenda Committee shall be the Executive Vice President for Administration of this Union, one (1) pastor and two (2) lay persons as defined in Article 18. The Executive Vice President for Administration of this Union shall be the chair. The duties of the committee shall be to
 - (1) Recommend meeting personnel including chair, recording secretary, parliamentarian, and other personnel it deems necessary or appropriate;
 - (2) Solicit agenda proposals at least four (4) months in advance of the meeting from the local conference executive committees and Union institutions, committees, boards and commissions;
 - (3) Review all agenda proposals and prepare the meeting agenda;
 - (4) Distribute meeting agenda proposals to the constituent conferences and the Union institutions, committees, boards and commissions not less than three (3) months prior to the meeting with an invitation for written comments, and
 - (5) Prepare a statement of the rationale for each proposal, when applicable.
 - b. The Agenda Committee's recommendations for meeting personnel and the proposed agenda items shall be reviewed and approved by the Executive Committee, except that any agenda proposal, requested in writing by at least twenty percent (20%) of the total delegates to the meeting shall be placed on the agenda. Nothing contained in these Bylaws is intended to restrict or limit the consideration of items which are not on the agenda at a regular constituency meeting.

314 SECTION 6: MEETING BOOKLET

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Not later than one (1) month prior to any constituency meeting the Agenda Committee shall prepare a meeting booklet and shall send it to each delegate, each member of the respective local conference executive committees, each Union officer, departmental director, and each member of a permanent Union commission, committee or board. Copies of the booklet shall be available for distribution at the Union office to other persons requesting it. The meeting booklet shall contain:

- a. The agenda;
- b. The Nominating Committee's recommendations for officers;
- c. A brief summary of the background and content of each proposal. The summary shall be intended to be informative only and shall not be written or presented with the intent to constitute advocacy for or against any proposal;
- d. When applicable, a brief estimate of the fiscal impact of each proposal, prepared by the Chief Financial Officer of this Union. The financial information in the meeting booklet shall be intended to be informative only and shall not be written or presented with the intent to constitute advocacy for or against any proposal;
- e. A statement of the rationale for each proposal, when applicable;
- f. A statement concerning the organization and procedures of the constituency meeting and the responsibilities of delegates;
- g. A list of the delegates with a contact address and telephone number and/or e-mail address will be provided with an indication of their status (appointed or ex officio) and the conference, institution, or other entity they represent or with which they are affiliated;
- h. A copy of the Articles of Incorporation and these Bylaws, and any proposed amendments thereto; and
- i. Any additional information the Agenda Committee believes will be useful to the delegates.

SECTION 7: QUORUM

At least fifty-one percent (51%) of the delegates authorized hereinabove under Section 2 of Article 7 of these Bylaws must be present at the opening of any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the constituency meeting is declared open, the delegates remaining present thereafter shall constitute a quorum.

SECTION 8: PROXY VOTING

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

SECTION 9: VOTING RIGHTS OF THE DELEGATES

367 Each delegate shall be entitled to one (1) vote. The voting rights of the delegates shall be
368 limited to the particular constituency meeting of this Union to which they have been
369 selected.
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372 **ARTICLE 9**
373 **BOARD OF DIRECTORS**
374

375 SECTION 1: The Board of Directors of this corporation shall be known as the “Executive Committee”.
376

377 SECTION 2: MEMBERSHIP OF EXECUTIVE COMMITTEE
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- 379 a. The membership of the Executive Committee of this Union shall be members of the
380 Seventh-day Adventist Church in regular standing, and shall be selected as specified
381 in the following paragraphs. At least fifty-one percent (51%) of the members of the
382 Executive Committee of this Union shall be lay persons as defined in Article 18.
383
- 384 b. The membership of the Executive Committee shall include at least four (4) individuals
385 of minority ethnic groups within the territory of this Union. Two of the four include
386 the ex officio members as referenced in Article 9, Section 1, Paragraph c. The other
387 two members need not be distinct from the ethnicity of the ex officio members, but
388 shall be ethnically distinct from each other. If such representation does not otherwise
389 exist, the Executive Committee shall designate, from time to time, which local
390 conference(s) shall be responsible for including such representation in the members it
391 selects.
392
- 393 c. Ex officio members of the Executive Committee shall be: the President, Executive
394 Vice President for Administration, Chief Financial Officer, Vice President for
395 Education, Vice President for Regional Affairs, and Vice President for Hispanic
396 Ministries of this Union; the chief executive officer of Walla Walla University; the
397 President of the Pacific Press Publishing Association; and the president of each local
398 conference within this Union territory.
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- 403 d. Representative members of the Executive Committee shall be: an individual selected
404 by Adventist Health's governing board; the treasurer of one (1) of the three (3)
405 smallest local conferences in this Union, and the treasurer of one (1) of the three (3)
406 largest local conferences within this Union. The local conference treasurers shall be
407 selected by the Executive Committee.
408
- 409 e. Each local conference shall have the following representative members:
410
- 411 (1) Local conferences with fewer than 7,500 church members shall be represented
412 by:
413
- 414 (a) One (1) local church pastor.
415
- 416 (b) Two (2) lay persons as defined in Article 18.
417
- 418 (2) Local conferences with between 7,500 and 15,000 church members shall be
419 represented by:

- 420
421 (a) One (1) local church pastor.
422
423 (b) Three (3) lay persons as defined in Article 18.
424
425 (3) Local conferences with between 15,000 and 22,500 church members shall be
426 represented by:
427
428 (a) One (1) local church pastor.
429
430 (b) Four (4) lay persons as defined in Article 18.
431
432 (4) Local conferences with more than 22,500 church members shall be represented
433 by:
434
435 (a) One (1) local church pastor.
436
437 (b) Five (5) lay persons as defined in Article 18.
438
439 (5) Church membership of the local conferences shall be determined as of the last
440 day of the third full calendar quarter preceding the constituency meeting.
441
442 (6) Representatives shall reside in and be a member of a church within their local
443 conference's territory.
444
445 (7) Each local conference shall nominate a slate of persons or fill vacancies which
446 may occur between regular sessions in a manner provided by its constitution or
447 bylaws or by its executive committee, if there be no local conference
448 constitutional provision.
449
450 (a) Nominees shall be submitted to that local conference's delegates in
451 caucus at the constituency meeting. Each caucus shall select its
452 representative members from the nominees and from any additional
453 persons the caucus deems appropriate to add to the slate of nominees.
454 The caucus's selection shall be subject to confirmation by the entire
455 delegation at the constituency meeting.
456
457 (b) Persons selected to fill vacancies shall be subject to confirmation by the
458 Executive Committee.
459
460 f. The Secretary and Treasurer of the North Pacific Union Conference Association of
461 Seventh-day Adventists shall each be nonvoting members of the Executive
462 Committee.
463

464 SECTION 2: TERM OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS
465

- 466 a. Local conference treasurers as selected in Section 1, Paragraph d. of this Article shall
467 serve half terms of office as defined in Article 18. No conference shall be represented
468 by a treasurer for two (2) consecutive half terms.
469
470 b. Executive Committee members selected as specified in Section 1, Paragraph e. of this
471 Article shall not serve more than two (2) consecutive complete terms of office as
472 defined in Article 18, without one (1) intervening complete term.

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- c. If an Executive Committee member selected as specified in Section 1, Paragraph e. of this Article does not attend three (3) consecutive regular Executive Committee meetings, or a total of five (5) Executive Committee meetings in any twenty-four-month (24) period, the Executive Vice President for Administration of this Union shall so advise the local conference, and a new representative shall be appointed by the original nominating or selecting entity to complete the term of the member who has not attended the specified number of meetings.

- d. If an Executive Committee member no longer resides in, or is no longer a member of a church within the territory of the represented local conference, the Executive Vice President for Administration of this Union shall so advise the local conference, and a new representative shall be appointed by the original nominating or selecting entity to complete the term of the member.

SECTION 3: DELEGATED AUTHORITY

- a. The Executive Committee is hereby delegated the authority to act on behalf of the constituency between constituency meetings and is given the power to direct and control all of the business and affairs of this Union, consistent with the Articles of Incorporation and these Bylaws. This delegated authority includes, but is not limited to, the power to select, discipline and terminate directors and/or associates, and assistants of departments/services, and committee members, with the exception that the appointive entity shall elect committee members to fill vacancies that may occur in positions that were originally filled by those entities.

- b. The Executive Committee shall appoint such committees and shall employ such personnel as may be necessary to execute its work effectively.

- c. The Executive Committee shall issue or revoke all Union licenses, credentials and commissions.

SECTION 4: OFFICER EVALUATION, DISCIPLINE AND TERMINATION

- a. The Executive Committee, under the chairmanship of the President of the North American Division, or designee, less the officers of this Union, shall meet not less than once every half term of office as defined in Article 18 to coincide with the regular constituency meetings specifically to do a formal performance evaluation of the officers. This evaluation is to be reported to the Nominating Committee.

- b. Written evaluations of the officers shall be solicited and collated by the President of the North American Division, or designee, from the following: applicable officers of the North American Division, the Union, and its local conferences, Union department directors, Union associate department directors, and others determined by the Executive Committee.

- c. The Executive Committee, as constituted in Paragraph a. of this Section 4, shall take any action it deems appropriate, at any time, to discipline or terminate an officer.

SECTION 5: MEETINGS

- a. The Executive Committee may schedule regular meetings subject to adjustment by the executive officers at such times and places as it deems appropriate.

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- b. Special meetings of the Executive Committee may be called at any time or place by the president or, in his absence, by the Executive Vice President for Administration. A special meeting shall also be called by the Executive Vice President for Administration in response to the written request of a majority of the members of the Executive Committee. The notice of special meeting shall specify the main purpose of the meeting. Such meeting may also consider other matters.

SECTION 6: NOTICE OF MEETINGS

- a. Written notice of the time and place of any Executive Committee meeting shall be given to the members of the Executive Committee not less than ten (10) days prior to the date of such a meeting. Notice may be contained within the minutes of the prior meeting. Notice shall be deemed effective when personally delivered, or deposited in the United States mail, postage prepaid, to the last-known address of the member, or sent by FAX, telegram, e-mail or express mail service.
- b. Notice for any meeting of the Executive Committee may be waived by a member either prior to, during, or at any time after the meeting of the Executive Committee. Such waiver of notice shall be given in written form by personal delivery, United States mail, FAX, telegram, or e-mail, and be filed with the minutes of the meeting for which notice is waived. Any member who attends a meeting in which notice has not been properly given and fails to object thereto, shall be deemed to have waived proper notice.

SECTION 7: QUORUM

A majority of the Executive Committee shall constitute a quorum.

SECTION 8: DEPARTMENTS/SERVICES

- a. Accountability: Departments/Services of this Union shall work under the direction of the Executive Committee of the Union and the President and shall serve in an advisory relationship to the field.
- b. Departments/Services Structure: Union departments/services shall be organized in harmony with the departmental/service structure of the General Conference, but shall not necessarily duplicate the departments/services in the divisions or the General Conference.

SECTION 9: STANDING SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE

- a. Appointment of Standing Committees. Standing Committees shall be appointed as sub-committees of the Executive Committee to assist it in its duties. These shall include, but not be limited to, the committee named below.
- b. Personnel Policy Committee. The responsibilities of the Personnel Policy Committee shall be to review, modify, and/or develop models, policies, procedures and methods as needed for the effective management of personnel. Recommendations of the Personnel Policy Committee shall be considered and acted upon by the Executive Committee.
- c. Audit Review Committee. The Audit Review Committee shall meet periodically to:

- 579 (1) Review annual audited financial reports;
580
581 (2) Serve as a focal point for communication among the Executive Committee, the
582 auditors, and management regarding financial accounting, reporting and
583 internal controls;
584
585 (3) Assist the Executive Committee in fulfilling its fiduciary responsibilities as to
586 accounting policies and reporting practices;
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588 (4) Review annually the salaries and expenses of all employees of this union.
589
590 (5) Perform any other duties assigned to it by the Executive Committee.
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593 **ARTICLE 10**
594 **EXECUTIVE OFFICERS**
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596 SECTION 1: EXECUTIVE OFFICERS
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598 The executive officers of this Union shall be a President, Executive Vice President for
599 Administration and Chief Financial Officer. The duties of the executive officers are
600 described in Sections 2, 3 and 4 below; however, the offices of Executive Vice President for
601 Administration and Chief Financial Officer may be filled by one person.
602

603 SECTION 2: PRESIDENT
604

605 The President is the chief executive officer who would ordinarily act as chairman of any
606 constituency meeting and who, except as otherwise provided in these Bylaws, shall be
607 chairman of the Executive Committee and work in the general interests of this Union as the
608 Executive Committee may advise. One of the primary functions of the chief executive
609 officer shall be to think through and give strong direction toward the accomplishment of the
610 purpose of the Church as stated in Article 3 of these Bylaws. The President shall adhere to
611 the policies of the North American Division of the General Conference of Seventh-day
612 Adventists and work in counsel with the North American Division Committee on
613 Administration.
614

615 SECTION 3: EXECUTIVE VICE PRESIDENT FOR ADMINISTRATION
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617 The Executive Vice President for Administration shall work with the other executive
618 officers toward the accomplishment of the mission of the church. The Executive Vice
619 President for Administration shall act as vice chairman of the Executive Committee. It shall
620 be the duty of the Executive Vice President for Administration to keep the minutes of the
621 Union Constituency meetings and of the Executive Committee meetings; to furnish copies of
622 these minutes to all members of the Executive Committee and to the officers of the North
623 American Division; to collect such data as may be desired by the president or by the
624 Executive Committee; and to perform such other duties as usually pertain to the office.
625

626 SECTION 4: CHIEF FINANCIAL OFFICER
627

628 The Chief Financial Officer shall work with the other executive officers toward the
629 accomplishment of the mission of the church. It shall be the duty of the Chief Financial
630 Officer to receive all funds, to disburse them in harmony with the actions of the Executive
631 Committee, and to render such financial statements at regular intervals as may be desired by

632 the President of this Union or by the Executive Committee. Copies of these financial
633 statements shall be furnished to the officers of the North American Division. Bank accounts
634 approved by the Executive Committee shall be operated by the Chief Financial Officer
635 and/or such other individuals as may be authorized by the Executive Committee, and to
636 perform such other duties as usually pertain to the office.
637

638 **ARTICLE 11**

639 **VICE PRESIDENTS AND DIRECTORS OF DEPARTMENTS/SERVICES**

640 641 SECTION 1: **VICE PRESIDENTS**

642 The vice presidents of this Union shall work under the direction of the Executive Committee
643 of this Union and the executive officers.
644

645 The vice presidents and their areas of responsibilities are:
646

647 a. Vice President for Education
648

649 The Vice President for Education leads the Office of Education in providing support to
650 local conferences, schools and Early Childhood Education and Care programs
651 throughout the Union territory, directs teacher certification and school accreditation,
652 coordinates curriculum development and professional growth opportunities for
653 educators, oversees the development of appropriate policies for the *Education Code*,
654 and leads in the promotion of Seventh-day Adventist education from early childhood
655 through grade 12. The Vice President for Education serves as Secretary of the Board of
656 Education.
657

658 b. Vice President for Hispanic Ministries
659

660 The Vice President for Hispanic Ministries directs the Hispanic work in this Union by
661 providing support to the local conferences and churches with leadership, consultation,
662 resources, and evangelism.
663

664 c. Vice President for Regional Affairs
665

666 The Vice President for Regional Affairs directs the regional work in this Union by
667 providing support to the local conferences and churches with leadership, consultation,
668 resources, and evangelism.
669

670 SECTION 2: **APPOINTMENT AND TERMINATION OF DEPARTMENT DIRECTORS**

671 The directors, associate and assistant directors of departments/services of this Union shall
672 work under the direction of the Executive Committee and report to the executive officers.
673 They shall be evaluated, appointed, terminated, and disciplined, if appropriate, by the
674 Executive Committee. Upon a majority vote at any constituency meeting, the delegates may
675 direct the Executive Committee to discipline or remove any director. These positions in each
676 term shall be appointed by the first regular meeting of the Executive Committee.
677

678 **ARTICLE 12**

679 **SUBSIDIARY MINISTRIES**

684 SECTION 1: CORPORATIONS AND AGENCIES

685

686 This Union may carry on its ministry through subsidiary and/or affiliated agencies,
687 organizations and institutions that may, where necessary and appropriate, function as
688 unincorporated or incorporated entities. Such subsidiaries and/or affiliated agencies shall be
689 formed only with the approval of the Executive Committee.

690

691 SECTION 2: CONSTITUENCY MEETINGS OF SUBSIDIARIES

692

693 The constituency meetings of incorporated subsidiaries of this Union shall be held in
694 conjunction with the regularly scheduled constituency meetings of this Union or as provided
695 by the Articles of Incorporation of the respective subsidiary corporation. Election of the
696 board of directors or executive committee of each incorporated entity will be in harmony
697 with the statutory laws applicable to such entity.

698

699 SECTION 3: WALLA WALLA UNIVERSITY

700

701 Walla Walla University is an institution which is wholly operated and controlled by this
702 Union as a religious, educational institution of the Seventh-day Adventist Church. The
703 particular objectives for which this institution is formed are set forth in the Articles of
704 Incorporation of Walla Walla University and include the establishment, maintenance and
705 conduct of a Seventh-day Adventist institution of higher learning, as part of the system of
706 educational institutions established and operated throughout the world by the Seventh-day
707 Adventist Church.

708

709 **ARTICLE 13**
710 **FINANCE**

711

712

713 SECTION 1: TITHES AND OFFERINGS

714

715 The funds of this Union shall consist of the tithe it receives from the local conferences
716 within its territory and such gifts, endowments, legacies, bequests, devises and other
717 donations as may be made to it.

718

719 SECTION 2: POLICIES

720

721 The tithe and all other funds shall be used in harmony with the financial policies of the
722 North American Division of the General Conference of Seventh-day Adventists. Other
723 donations shall be used in harmony with the specifications of donors and in compliance with
724 Internal Revenue Service regulations, and other applicable laws.

725

726 SECTION 3: BANK ACCOUNTS

727

728 The funds of this Union shall be safeguarded in harmony with the financial policies of the
729 North American Division of the General Conference of Seventh-day Adventists. Monies
730 shall be deposited, in the name of the North Pacific Union Conference of Seventh-day
731 Adventists, in regular or special accounts, in such banks or savings institutions as the
732 Executive Committee shall designate, and shall be withdrawn only by persons authorized by
733 resolution of the Executive Committee.

734

735 SECTION 4: FINANCIAL STATEMENTS

736 This Union shall prepare annually appropriate statements of income and fund balances and
737 shall be responsible for filing financial information directly with the North American
738 Division and the General Conference of Seventh-day Adventists.

740 **ARTICLE 14**

741 **BUDGET, SALARY SCALE REVIEW AND AUDIT**

742 SECTION 1: **BUDGET**

744 This Union shall prepare an annual budget in harmony with the policies of the North
745 American Division of the General Conference of Seventh-day Adventists.

746 SECTION 2: **SALARY SCALE AND EMPLOYEE BENEFITS REVIEW**

747 The Executive Committee shall annually review the salary scale and employee
748 benefits policies for this Union and set the salary scale and employee benefits policies for
749 the subsequent year.

750 SECTION 3: **INDEPENDENT AUDIT**

751 All accounting records of this Union shall be audited in conformity with General Conference
752 policy; and the financial records of this Union or any of its subsidiaries, agencies or
753 institutions shall at all times be open to the General Conference Auditing Services.

754 **ARTICLE 15**

755 **AMENDMENT, REVISION AND REPEAL**

756 The Articles of Incorporation and Bylaws of this Union may be amended, revised and repealed at any
757 duly called constituency meeting by a two-thirds (2/3) vote of the delegates present and voting at any
758 such constituency meeting of this Union; provided, that if it is proposed to amend the Articles of
759 Incorporation and/or Bylaws at any special constituency meeting, notice that an amendment is proposed
760 shall be given in conjunction with the publication of notice for such special constituency meeting. Within
761 sixty (60) days after amendments have been adopted by the delegates at a constituency meeting, the
762 Articles and Bylaws Committee shall edit the language, if necessary, of any adopted amendment(s) to
763 correspond with the literary style of the Articles of Incorporation and Bylaws and have final drafts of the
764 amended documents available for circulation.

765 **ARTICLE 16**

766 **PARLIAMENTARY PROCEDURE**

767 Parliamentary procedure shall be governed by the *General Conference Rules of Order*, current edition.

768 **ARTICLE 17**

769 **INDEMNIFICATION**

770 This Union shall indemnify any person, his executor, administrator and heirs, who was or is a party or is
771 threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether
772 civil, criminal, administrative or investigative by reason of the fact that he or she is or was a member of
773 the Executive Committee, officer, employee or agent of this Union, or is or was serving at the request of
774 this Union as a committee member, director, officer or agent of another corporation or association, against
775 expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and
776 reasonably incurred by such person in connection with the action, suit or proceeding if he acted in good
777

788 faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this
789 Union, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or
790 her conduct was unlawful, except that no indemnification shall be made in respect to any action or suit by
791 or in the right of this Union to which such person shall have been adjudged to be liable for gross
792 negligence or misconduct in the performance of his or her duty to this Union, or any act of self-dealing
793 which may be deemed by law to be against public policy because of intentional misconduct unless and
794 only to the extent that the court in which the action or suit was brought shall determine upon application,
795 that despite the adjudication of liability but in view of all circumstances of the case, the person is fairly
796 and reasonably entitled to indemnity for the expenses, judgments and fines which the court shall deem
797 proper.

798
799 This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such
800 member of the Executive Committee or officer may be entitled.

801
802 **ARTICLE 18**
803 **DEFINITIONS**

804
805 For the purposes of this document the following definitions apply:

806
807 Ex officio delegates: Those individuals who are delegates by virtue of positions they hold as officers or
808 committee members in this Union or its affiliated organizations.

809
810 Lay persons: Those individuals who are members in regular standing of a church in a local conference of
811 this Union other than active or retired: church pastors, officers, department directors, associate or assistant
812 department directors of General Conference, division, union, or local conferences.

813
814 Officer or Officers: When unmodified, these words refer to both the executive officers and the vice
815 presidents.

816
817 The titles Executive Vice President for Administration and Vice President for Administration may be
818 deemed to be, and equivalent to, Secretary.

819
820 The titles Chief Financial Officer and Vice President for Finance may be deemed to be, and equivalent to,
821 Treasurer.

822
823 The title Vice President for Education may be deemed to be, and equivalent to, Superintendent of
824 Education.

825
826 A complete term of office shall begin as of the date of the election at a regular constituency meeting and
827 shall end as of the date of the election at the next regular constituency meeting. A half term of office will
828 begin or end at a date midway between the beginning and ending dates of a complete term. A partial term
829 of office greater than a half term shall represent a complete term of office.

830
831 **ARTICLE 19**
832 **DISSOLUTION**

833
834 This Union may be dissolved only by a two-thirds majority vote of the delegates present and voting at any
835 constituency meeting. In the event of the dissolution of this Union, its remaining assets, if any, shall be
836 distributed to the General Conference of Seventh-day Adventists, a non-profit organization which is
837 operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal
838 Revenue Code. In the event that the above-mentioned General Conference of Seventh-day Adventists
839 should for any reason be unqualified to receive such assets or should not be in existence as of the date of

840 the dissolution of this Union, then in that event all remaining assets, if any, of this Union shall be
841 distributed to the General Conference Corporation of Seventh-day Adventists, a non-profit corporation
842 which is an organization operated exclusively for religious purposes within the meaning of Section
843 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended.