

1
2
3 **BYLAWS**
4 *of the*
5 **NORTH PACIFIC UNION CONFERENCE OF SEVENTH-DAY ADVENTISTS**
6 *As adopted September 25, 2016*

7
8
9
10
11
12
13
14
15
16 **PREAMBLE**

17
18
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.

26
27
28 **ARTICLE 1**
29 **NAME**

30
31 The name of this organization shall be: North Pacific Union Conference of Seventh-day Adventists, a
32 religious nonprofit corporation, hereinafter referred to as the "Union".

33
34
35 **ARTICLE 2**
36 **PRINCIPAL OFFICE**

37
38 The principal office for the transaction of the business of the Union is fixed and located at 5709 North
39 20th Street, Ridgefield, Clark County, State of Washington. The Executive Committee may at any time
40 or from time to time change the location of the principal office from one location to another.

41
42
43 **ARTICLE 3**
44 **PURPOSE**

45
46 The primary purpose for which this Union is formed is:

- 47
48
- 49 1. To facilitate the proclamation of the everlasting gospel of our Lord and Savior, Jesus Christ, in
50 the context of the three angels of Revelation 14: 6-12 to all peoples within its territory, leading
51 them to accept Jesus as personal Savior and to unite with His church, and nurturing them in
52 preparation for His soon return.
 - 53 2. To facilitate Christian ministries including, but not limited to, pastoral, teaching, evangelism, and
54 health ministries.
 - 55 3. To facilitate a system of Christian education devoted to the harmonious development of the
56 spiritual, mental, physical, and social powers of mankind.
 - 57 4. To promote the worldwide mission of the Seventh-day Adventist Church.
 - 58 5. To provide opportunity for the sharing of resources, thus encouraging the accomplishment of the
59 Church's mission throughout the entire territory of the Union.

49 **ARTICLE 4**
50 **RELATIONSHIPS**

51
52 The North Pacific Union Conference of Seventh-day Adventists is part of the North American Division of
53 the General Conference of Seventh-day Adventists, a world church organization; and all purposes,
54 policies, and procedures of this Union shall be in basic harmony with the working policies and procedures
55 of the North American Division and the General Conference of Seventh-day Adventists. This Union shall
56 pursue the mission of the Church in basic harmony with the doctrines, programs, and initiatives adopted
57 and approved by the General Conference of Seventh-day Adventists in its regular sessions.
58

59 **ARTICLE 5**
60 **TERRITORY**

61
62 The territory of this Union shall consist of the states of Alaska, Idaho, Montana, Oregon, and Washington,
63 and such other territories as may be assigned.
64

65 **ARTICLE 6**
66 **ARTICLES AND BYLAWS**

67
68 The constituents of this Union, acting at any duly called constituency meeting, may enact, amend, and/or
69 repeal Articles of Incorporation and Bylaws which may embrace any provision not inconsistent with the
70 Articles of Incorporation and Bylaws.
71

72 **ARTICLE 7**
73 **MEMBERSHIP AND DELEGATES**

74
75 SECTION 1: **MEMBERSHIP**

76
77 The membership of this Union shall consist of such local conferences as are or may be
78 organized in any part of the geographic territories under its jurisdiction and formally
79 approved for membership by vote of delegates at any duly called Union constituency
80 meeting.
81

82 SECTION 2: **DELEGATES**

83
84 The delegates at any regular or special constituency meeting of this Union shall be:

- 85
86 a. Appointed delegates which shall represent the local conferences within the Union
87 territory. Each local conference shall appoint three (3) delegates without regard to
88 conference membership and one (1) additional delegate for each four hundred (400)
89 church members or major fraction thereof, based on its membership on the last day of
90 the third full calendar quarter preceding the constituency meeting. At least fifty-one
91 percent (51%) of the delegates in this category shall be lay persons as defined in
92 Article 18. Delegates shall be selected in a manner determined by each local
93 conference executive committee unless otherwise specified by the local conference
94 constitution or bylaws
95
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.
132

133 SECTION 3: CHURCH MEMBERSHIP REQUIREMENT

134
135 All delegates at any constituency meeting shall be members of the Seventh-day Adventist
136 Church in regular standing.
137

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**

146
147 SECTION 1: REGULAR CONSTITUENCY MEETINGS

148
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.

153
154 In the event of exceptional and exigent circumstances, as determined by the Executive
155 Committee, that make it necessary to postpone the calling of the constituency meeting, the
156 Executive Committee, in a regular or special meeting, shall have authority to make such a
157 postponement, not to exceed one year, giving notice to all constituent organizations. In the
158 event that the Executive Committee exercises its authority to postpone a constituency
159 meeting, it shall also have the authority to set the subsequent regular constituency meeting at
160 such time and place as it shall see fit, not to exceed five calendar years after the adjournment
161 of the postponed constituency meeting.

162
163 ~~Notice of the time and place of any constituency meeting shall be printed in at least two (2)~~
164 ~~consecutive issues of the official publication of this Union, with the second notice appearing~~
165 ~~at least three (3) weeks before the date of the constituency meeting.~~ Notice of the time and
166 place of any constituency meeting shall be given by:

- 167
168 a. A notice printed in the official publication of this Union at least four weeks before the
169 date of the constituency meeting, or
170
171 b. A method approved by the Executive Committee, provided all constituent
172 organizations receive notice with sufficient time to select delegates.

173
174 SECTION 2: SPECIAL CONSTITUENCY MEETINGS

- 175
176 a. Special constituency meetings of this Union shall be convened at such time and place
177 as the Executive Committee deems proper, following receipt by the Executive
178 Committee or the Executive Vice President for Administration of this Union of a
179 request for such meeting by any of the following:
180
181 (1) When a special constituency meeting is requested by the Executive Committee;
182
183 (2) When, within a six-month period starting upon receipt of the first request, the
184 Executive Committee or the Executive Vice President for Administration
185 receives a written request(s) for a special constituency meeting, for whatever
186 reason, signed by at least twenty percent (20%) of the total delegates named to
187 the immediately prior regular or special constituency meeting;
188
189 (3) When, within a six-month period starting upon receipt of the first request, the
190 Executive Committee or the Executive Vice President for Administration
191 receives a request for a special constituency meeting, for whatever reason, from
192 at least two (2) local conference executive committees of this Union;
193
194 (4) When a special constituency meeting is requested by the North American
195 Division Executive Committee (NAD) or the General Conference Executive
196 Committee, and
197
198 (5) When a special constituency meeting is requested by the delegates at any
199 constituency meeting.
200
201 b. Special constituency meetings shall be convened within one hundred twenty (120)
202 days following the receipt of a request by the Executive Vice President for

203 Administration of this Union as provided in Section 2, Paragraph a. of Article 8,
204 unless that time period is extended by the requesting body.

- 205
- 206 c. The representation of the delegates and notice of the time and place of any special
207 constituency meeting shall be the same as for regular constituency meetings. The
208 actions of special constituency meetings shall have the same authority as those of the
209 regular constituency meetings. If it is proposed to amend the Articles of Incorporation,
210 these Bylaws or select officers at a special constituency meeting, notice that an
211 amendment is proposed or officer selection will be considered shall be given in the
212 notice for such special constituency meeting. The agenda of any special constituency
213 meeting may include any item that could be included on the agenda of a regular
214 constituency meeting, except that the agenda at any special constituency meeting shall
215 be limited to items which are stated in the public notice for the meeting. The
216 formation and duties of the Agenda Committee shall be the same as for regular
217 constituency meetings to the extent permitted by the number of weeks available prior
218 to the special constituency meeting.
219

220 SECTION 3: VIRTUAL CONSTITUENCY MEETINGS

221

222 The Executive Committee may authorize that a regular or specially called constituency
223 meeting convene by means of electronic conference by which all attendees can hear each
224 other at the same time and participate in the proceedings.
225

226 SECTION 4: NOMINATING COMMITTEE.

- 227
- 228 a. The Nominating Committee is a standing committee and shall consist of:
- 229
- 230 (1) The President of the North American Division of the General Conference of
231 Seventh-day Adventist, or designee, who will serve as chair;
- 232
- 233 (2) The Executive Committee, as constituted in Section 2 of Article 9 of these
234 Bylaws, excluding the Union officers;
- 235
- 236 (3) One (1) local church pastor and two (2) lay persons as defined in Article 18
237 from each of the three (3) largest conferences and one (1) local church pastor
238 and one (1) lay person as defined in Article 18 from each of the other
239 conferences. These additional conference representatives shall be appointed by
240 the executive committee of each local conference within this Union territory at
241 least ninety (90) days prior to each regular constituency meeting and shall serve
242 until a new Nominating Committee is appointed for the next regular
243 constituency meeting, ~~ninety (90) days prior to the next regular constituency~~
244 meeting following the one for which they were appointed, so long as they are
245 members in regular standing in a church of the local conference from which
246 they were appointed. These additional representatives may not serve more than
247 two (2) consecutive full terms without one (1) intervening full term.
248
- 249 b. The Nominating Committee shall:
- 250
- 251 (1) Recommend names of individuals for the election of the officers of this Union.
252 The nominations shall be sent to all delegates at least one (1) month prior to a
253 regular or special constituency meeting which considers the selection,
254 discipline, or termination of officers;

255
256
257
258
259
260
261
262
263
264
265
266
267
268
269
270
271
272
273
274
275
276
277
278
279
280
281
282
283
284
285
286
287
288
289
290
291
292
293
294
295
296
297
298
299
300
301
302
303
304
305
306

- (2) Meet not less than once every half term of office as defined in Article 18 and may be called at any time by:
 - a) The President of the North American Division or designee;
 - b) Written request to the President of the North American Division for any reason by twenty-five percent (25%) of the members of the Executive Committee;
 - c) A majority vote of the Executive Committee.
- (3) Review the officer formal performance evaluations which are done in accordance with Article 9, Section 4, Paragraph b.;
- (4) Appoint officers to fill vacancies which occur between constituency meetings.
- c. If the delegates at a constituency meeting do not approve one or more individuals recommended by the Nominating Committee, the delegates shall at their option (a) reconvene the Nominating Committee at the constituency meeting to place before the delegates the name or names of alternate recommendations, or (b) direct the Nominating Committee to complete the selection.

SECTION 5: ARTICLES AND BYLAWS COMMITTEE

- a. The purpose of the Articles and Bylaws Committee shall be to review the Articles of Incorporation and Bylaws of this Union and to recommend any amendments or changes therein to the next regular or special constituency meeting.
- 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~~ a new Articles and Bylaws Committee is selected.

SECTION 6: AGENDA COMMITTEE

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

330
331
332
333
334
335
336 SECTION 7: MEETING BOOKLET

337
338 Not later than one (1) month prior to any constituency meeting the Agenda Committee shall
339 prepare a meeting booklet and shall send it [in physical or digital format](#) to each delegate,
340 each member of the respective local conference executive committees, each Union officer,
341 departmental director, and each member of a permanent Union commission, committee or
342 board. [Physical or digital](#) copies of the booklet shall be available for distribution at the
343 Union office to other persons requesting it. The meeting booklet shall contain:

- 344 a. The agenda;
- 345 b. The Nominating Committee's recommendations for officers;
- 346 c. A brief summary of the background and content of each proposal. The summary shall
347 be intended to be informative only and shall not be written or presented with the intent
348 to constitute advocacy for or against any proposal;
- 349 d. When applicable, a brief estimate of the fiscal impact of each proposal, prepared by
350 the Chief Financial Officer of this Union. The financial information in the meeting
351 booklet shall be intended to be informative only and shall not be written or presented
352 with the intent to constitute advocacy for or against any proposal;
- 353 e. A statement of the rationale for each proposal, when applicable;

- 359
360 f. A statement concerning the organization and procedures of the constituency meeting
361 and the responsibilities of delegates;
362
363 g. A list of the delegates with a contact address and telephone number and/or e-mail
364 address will be provided with an indication of their status (appointed or ex officio) and
365 the conference, institution, or other entity they represent or with which they are
366 affiliated;
367
368 h. A copy of the Articles of Incorporation and these Bylaws, and any proposed
369 amendments thereto; and
370
371 i. Any additional information the Agenda Committee believes will be useful to the
372 delegates.
373

374 SECTION 8: QUORUM
375

376 At least fifty-one percent (51%) of the delegates authorized hereinabove under Section 2 of
377 Article 7 of these Bylaws must be present at the opening of any regular or special
378 constituency meeting to constitute a quorum for the transaction of business. Once the
379 constituency meeting is declared open, the delegates remaining present thereafter shall
380 constitute a quorum.
381

382 SECTION 9: PROXY VOTING
383

384 All delegates must be present ([as defined in Article 18](#)) ~~in person at any constituency~~
385 ~~meeting~~ in order to be eligible to vote. There shall be no voting by proxy.
386

387 SECTION 10: VOTING RIGHTS OF THE DELEGATES
388

389 Each delegate shall be entitled to one (1) vote [on each measure presented for decision to the](#)
390 [body](#). The voting rights of the delegates shall be limited to the particular constituency
391 meeting of this Union to which they have been selected. [Votes cast by delegates](#)
392 [electronically shall have the same validity as if the delegates cast their votes in person.](#)
393
394
395

396 **ARTICLE 9**
397 **BOARD OF DIRECTORS**

398 SECTION 1: The Board of Directors of this corporation shall be known as the “Executive Committee”.
399

400 SECTION 2: MEMBERSHIP OF EXECUTIVE COMMITTEE
401

- 402 a. The membership of the Executive Committee of this Union shall be members of the
403 Seventh-day Adventist Church in regular standing and shall be selected as specified in
404 the following paragraphs. At least fifty-one percent (51%) of the members of the
405 Executive Committee of this Union shall be lay persons as defined in Article 18.
406
407 b. The membership of the Executive Committee shall include at least four (4) individuals
408 of minority ethnic groups within the territory of this Union. Two of the four include
409 the ex officio members as referenced in Article 9, Section ~~1~~ 2, Paragraph c. The other

410 two members need not be distinct from the ethnicity of the ex officio members, but
411 shall be ethnically distinct from each other. If such representation does not otherwise
412 exist, the Executive Committee shall designate, from time to time, which local
413 conference(s) shall be responsible for including such representation in the members it
414 selects.

415
416 c. Ex officio members of the Executive Committee shall be: the President, Executive
417 Vice President for Administration, Chief Financial Officer, Vice President for
418 Education, Vice President for Regional Affairs, and Vice President for Hispanic
419 Ministries of this Union; the chief executive officer of Walla Walla University; the
420 President of the Pacific Press Publishing Association; and the president of each local
421 conference within this Union territory.

422
423 d. Representative members of the Executive Committee shall be: an individual selected
424 by Adventist Health's governing board; the treasurer of one (1) of the three (3)
425 smallest local conferences in this Union, and the treasurer of one (1) of the three (3)
426 largest local conferences within this Union. The local conference treasurers shall be
427 selected by the Executive Committee.

428
429 e. Each local conference shall have the following representative members:

430
431 (1) Local conferences with fewer than 7,500 church members shall be represented
432 by:

433
434 (a) One (1) local church pastor.

435
436 (b) Two (2) lay persons as defined in Article 18.

437
438 (2) Local conferences with between 7,500 and 15,000 church members shall be
439 represented by:

440
441 (a) One (1) local church pastor.

442
443 (b) Three (3) lay persons as defined in Article 18.

444
445 (3) Local conferences with between 15,000 and 22,500 church members shall be
446 represented by:

447
448 (a) One (1) local church pastor.

449
450 (b) Four (4) lay persons as defined in Article 18.

451
452 (4) Local conferences with more than 22,500 church members shall be represented
453 by:

454
455 (a) One (1) local church pastor.

456
457 (b) Five (5) lay persons as defined in Article 18.

458
459 (5) Church membership of the local conferences shall be determined as of the last
460 day of the third full calendar quarter preceding the constituency meeting.

461

- 462 (6) Representatives shall reside in and be a member of a church within their local
463 conference's territory.
- 464
- 465 (7) Each local conference shall nominate a slate of persons or fill vacancies which
466 may occur between regular constituency meetings ~~sessions~~ in a manner
467 provided by its constitution or bylaws or by its executive committee, if there be
468 no local conference constitutional provision.
- 469
- 470 (a) Nominees shall be submitted to that local conference's delegates in
471 caucus at the constituency meeting. Each caucus shall select its
472 representative members from the nominees and from any additional
473 persons the caucus deems appropriate to add to the slate of nominees.
474 The caucus's selection shall be subject to confirmation by the entire
475 delegation at the constituency meeting.
- 476
- 477 (b) Persons selected to fill vacancies shall be subject to confirmation by the
478 Executive Committee.
- 479
- 480 f. The Secretary and Treasurer of the North Pacific Union Conference Association of
481 Seventh-day Adventists shall each be nonvoting members of the Executive
482 Committee.
- 483

484 SECTION 2: TERM OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS

485

- 486 a. Local conference treasurers as selected in Section I, Paragraph d. of this Article shall
487 serve half terms of office as defined in Article 18. No conference shall be represented
488 by a treasurer for two (2) consecutive half terms.
- 489
- 490 b. Executive Committee members selected as specified in Section I, Paragraph e. of this
491 Article shall not serve more than two (2) consecutive complete terms of office as
492 defined in Article 18, without one (1) intervening complete term.
- 493
- 494 c. If an Executive Committee member selected as specified in Section I, Paragraph e. of
495 this Article does not attend three (3) consecutive regular Executive Committee
496 meetings, or a total of five (5) Executive Committee meetings in any twenty-four-
497 month (24) period, the Executive Vice President for Administration of this Union shall
498 so advise the local conference, and a new representative shall be appointed by the
499 original nominating or selecting entity to complete the term of the member who has
500 not attended the specified number of meetings.
- 501
- 502 d. If an Executive Committee member no longer resides in, or is no longer a member of a
503 church within the territory of the represented local conference, the Executive Vice
504 President for Administration of this Union shall so advise the local conference, and a
505 new representative shall be appointed by the original nominating or selecting entity to
506 complete the term of the member.
- 507

508 SECTION 3: DELEGATED AUTHORITY

509

- 510 a. The Executive Committee is hereby delegated the authority to act on behalf of the
511 constituency between constituency meetings and is given the power to direct and
512 control all of the business and affairs of this Union, consistent with the Articles of
513 Incorporation and these Bylaws. This delegated authority includes, but is not limited

514 to, the power to select, discipline and terminate directors and/or associates, and
515 assistants of departments/services, and committee members, with the exception that
516 the appointive entity shall elect committee members to fill vacancies that may occur in
517 positions that were originally filled by those entities.

518
519 b. The Executive Committee shall appoint such committees and shall employ such
520 personnel as may be necessary to execute its work effectively.

521
522 c. The Executive Committee shall issue or revoke all Union licenses, credentials and
523 commissions.

524
525 SECTION 4: OFFICER EVALUATION, DISCIPLINE AND TERMINATION

526
527 a. The Executive Committee, under the chairmanship of the President of the North
528 American Division, or designee, less the officers of this Union, shall meet not less
529 than once every half term of office as defined in Article 18 to coincide with the regular
530 constituency meetings specifically to do a formal performance evaluation of the
531 officers. This evaluation is to be reported to the Nominating Committee.

532
533 b. Written evaluations of the officers shall be solicited and collated by the President of
534 the North American Division, or designee, from the following: applicable officers of
535 the North American Division, the Union, and its local conferences, Union department
536 directors, Union associate department directors, and others determined by the
537 Executive Committee.

538
539 c. The Executive Committee, as constituted in Paragraph a. of this Section 4, shall take
540 any action it deems appropriate, at any time, to discipline or terminate an officer [for](#)
541 [cause](#).

542
543 SECTION 5: MEETINGS

544
545 a. The Executive Committee may schedule regular meetings subject to adjustment by the
546 executive officers at such times and places as it deems appropriate.

547
548 b. Special meetings of the Executive Committee may be called at any time or place, [and](#)
549 [by whatever means](#), by the president or, in his absence, by the Executive Vice
550 President for Administration. A special meeting shall also be called by the Executive
551 Vice President for Administration in response to the written request of a majority of
552 the members of the Executive Committee. The notice of special meeting shall specify
553 the main purpose of the meeting. Such meeting may also consider other matters.

554
555 c. [Generally, regular and special meetings of the Executive Committee shall be held in](#)
556 [person and onsite. However, the Executive Committee may convene by means of an](#)
557 [electronic conference or similar communications by which all persons can hear each](#)
558 [other at the same time and participate in the proceedings. Votes cast by electronic](#)
559 [means shall have the same validity as votes cast in person.](#)

560
561 SECTION 6: NOTICE OF MEETINGS

562
563 a. Written notice of the time and place of any Executive Committee meeting shall be
564 given to the members of the Executive Committee not less than ten (10) days prior to
565 the date of such a meeting. Notice may be contained within the minutes of the prior

566 meeting. Notice shall be deemed effective when personally delivered, or deposited in
567 the United States mail, postage prepaid, to the last-known address of the member, or
568 sent by FAX, telegram, e-mail or express mail service.

- 569
- 570 b. Notice for any meeting of the Executive Committee may be waived by a member
571 either prior to, during, or at any time after the meeting of the Executive Committee.
572 Such waiver of notice shall be given in written form by personal delivery, United
573 States mail, FAX, telegram, or e-mail, and be filed with the minutes of the meeting for
574 which notice is waived. Any member who attends a meeting in which notice has not
575 been properly given and fails to object thereto, shall be deemed to have waived proper
576 notice.

577

578 SECTION 7: QUORUM

579

580 A majority of the Executive Committee [under the chairmanship of the ranking executive](#)
581 [officer or the President of the North American Division, or designee,](#) shall constitute a
582 quorum.

583

584 SECTION 8: DEPARTMENTS/SERVICES

- 585
- 586 a. Accountability: Departments/Services of this Union shall work under the direction of
587 the Executive Committee of the Union and the President and shall serve in an advisory
588 relationship to the field.
- 589
- 590 b. Departments/Services Structure: Union departments/services shall be organized in
591 harmony with the departmental/service structure of the General Conference, but shall
592 not necessarily duplicate the departments/services in the divisions or the General
593 Conference.

594

595 SECTION 9: STANDING SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE

- 596
- 597 a. Appointment of Standing Committees. Standing Committees shall be appointed as
598 sub-committees of the Executive Committee to assist it in its duties. These shall
599 include, but not be limited to, the committee named below.
- 600
- 601 b. Personnel Policy Committee. The responsibilities of the Personnel Policy Committee
602 shall be to review, modify, and/or develop models, policies, procedures and methods
603 as needed for the effective management of personnel. Recommendations of the
604 Personnel Policy Committee shall be considered and acted upon by the Executive
605 Committee.
- 606
- 607 c. Audit Review Committee. The Audit Review Committee shall meet periodically to:
- 608
- 609 (1) Review annual audited financial reports;
- 610
- 611 (2) Serve as a focal point for communication among the Executive Committee, the
612 auditors, and management regarding financial accounting, reporting and
613 internal controls;
- 614
- 615 (3) Assist the Executive Committee in fulfilling its fiduciary responsibilities as to
616 accounting policies and reporting practices;
- 617

- 618 (4) Review annually the salaries and expenses of all employees of this union.
619
620 (5) Perform any other duties assigned to it by the Executive Committee.
621

622
623 **ARTICLE 10**
624 **EXECUTIVE OFFICERS**
625

626 SECTION 1: **EXECUTIVE OFFICERS**
627

628 The executive officers of this Union shall be a President, Executive Vice President for
629 Administration and Chief Financial Officer. The duties of the executive officers are
630 described in Sections 2, 3 and 4 below; however, the offices of Executive Vice President for
631 Administration and Chief Financial Officer may be filled by one person.
632

633 SECTION 2: **PRESIDENT**
634

635 The President is the chief executive officer who would ordinarily act as chairman of any
636 constituency meeting and who, except as otherwise provided in these Bylaws, shall be
637 chairman of the Executive Committee and work in the general interests of this Union as the
638 Executive Committee may advise. One of the primary functions of the chief executive
639 officer shall be to think through and give strong direction toward the accomplishment of the
640 purpose of the Church as stated in Article 3 of these Bylaws. The President shall adhere to
641 the policies of the North American Division of the General Conference of Seventh-day
642 Adventists and work in counsel with the North American Division Committee on
643 Administration.
644

645 SECTION 3: **EXECUTIVE VICE PRESIDENT FOR ADMINISTRATION**
646

647 The Executive Vice President for Administration shall work with the other executive
648 officers toward the accomplishment of the mission of the church. The Executive Vice
649 President for Administration shall act as vice chairman of the Executive Committee. It shall
650 be the duty of the Executive Vice President for Administration to keep the minutes of the
651 Union Constituency meetings and of the Executive Committee meetings; to furnish copies of
652 these minutes to all members of the Executive Committee and to the officers of the North
653 American Division; to collect such data as may be desired by the president or by the
654 Executive Committee; and to perform such other duties as usually pertain to the office.
655

656 SECTION 4: **CHIEF FINANCIAL OFFICER**
657

658 The Chief Financial Officer shall work with the other executive officers toward the
659 accomplishment of the mission of the church. It shall be the duty of the Chief Financial
660 Officer to receive all funds, to disburse them in harmony with the actions of the Executive
661 Committee, and to render such financial statements at regular intervals as may be desired by
662 the President of this Union or by the Executive Committee. Copies of these financial
663 statements shall be furnished to the officers of the North American Division. Bank accounts
664 approved by the Executive Committee shall be operated by the Chief Financial Officer
665 and/or such other individuals as may be authorized by the Executive Committee, and to
666 perform such other duties as usually pertain to the office.
667

668 **ARTICLE 11**
669 **VICE PRESIDENTS AND DIRECTORS OF DEPARTMENTS/SERVICES**

670
671
672 SECTION 1: **VICE PRESIDENTS**

673
674 The vice presidents of this Union shall work under the direction of the Executive Committee
675 of this Union and the executive officers.

676
677 The vice presidents and their areas of responsibilities are:

678
679 a. Vice President for Education

680
681 The Vice President for Education leads the Office of Education in providing support to
682 local conferences, schools and Early Childhood Education and Care programs
683 throughout the Union territory, directs teacher certification and school accreditation,
684 coordinates curriculum development and professional growth opportunities for
685 educators, oversees the development of appropriate policies for the *Education Code*,
686 and leads in the promotion of Seventh-day Adventist education from early childhood
687 through grade 12. The Vice President for Education serves as Secretary of the Board of
688 Education.

689
690 b. Vice President for Hispanic Ministries

691
692 The Vice President for Hispanic Ministries directs the Hispanic work in this Union by
693 providing support to the local conferences and churches with leadership, consultation,
694 resources, and evangelism.

695
696 c. Vice President for Regional Affairs

697
698 The Vice President for Regional Affairs directs the regional work in this Union by
699 providing support to the local conferences and churches with leadership, consultation,
700 resources, and evangelism.

701
702 SECTION 2: **APPOINTMENT AND TERMINATION OF DEPARTMENT DIRECTORS**

703
704 The directors, associate and assistant directors of departments/services of this Union shall
705 work under the direction of the Executive Committee and report to the executive officers.
706 They shall be evaluated, appointed, terminated, and disciplined, if appropriate, by the
707 Executive Committee. Upon a majority vote at any constituency meeting, the delegates may
708 direct the Executive Committee to discipline or remove any director. These positions in each
709 term shall be appointed by the first regular meeting of the Executive Committee.

710 **ARTICLE 12**
711 **SUBSIDIARY MINISTRIES**

712
713
714 SECTION 1: **CORPORATIONS AND AGENCIES**

715
716 This Union may carry on its ministry through subsidiary and/or affiliated agencies,
717 organizations and institutions that may, where necessary and appropriate, function as
718 unincorporated or incorporated entities. Such subsidiaries and/or affiliated agencies shall be

719 formed only with the approval of the Executive Committee.

720

721 SECTION 2: CONSTITUENCY MEETINGS OF SUBSIDIARIES

722

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

728

729 SECTION 3: WALLA WALLA UNIVERSITY

730

731 Walla Walla University is an institution which is wholly operated and controlled by this
732 Union as a religious, educational institution of the Seventh-day Adventist Church. The
733 particular objectives for which this institution is formed are set forth in the Articles of
734 Incorporation of Walla Walla University and include the establishment, maintenance and
735 conduct of a Seventh-day Adventist institution of higher learning, as part of the system of
736 educational institutions established and operated throughout the world by the Seventh-day
737 Adventist Church.

738

739

ARTICLE 13
FINANCE

740

741

742 SECTION 1: TITHES AND OFFERINGS

743

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

747

748 SECTION 2: POLICIES

749

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

754

755 SECTION 3: BANK ACCOUNTS

756

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

763

764 SECTION 4: FINANCIAL STATEMENTS

765

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

769

770 **ARTICLE 14**
771 **BUDGET, SALARY SCALE REVIEW AND AUDIT**

772
773 SECTION 1: **BUDGET**

774
775 This Union shall prepare an annual budget in harmony with the policies of the North
776 American Division of the General Conference of Seventh-day Adventists.
777

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

779
780 The Executive Committee shall annually review the salary scale and employee
781 benefits policies for this Union and set the salary scale and employee benefits policies for
782 the subsequent year.
783

784 SECTION 3: **INDEPENDENT AUDIT**

785
786 All accounting records of this Union shall be audited in conformity with General Conference
787 policy; and the financial records of this Union or any of its subsidiaries, agencies or
788 institutions shall at all times be open to the General Conference Auditing Services.
789

790 **ARTICLE 15**
791 **AMENDMENT, REVISION AND REPEAL**

792
793 The Articles of Incorporation and Bylaws of this Union may be amended, revised and repealed at any
794 duly called constituency meeting by a two-thirds (2/3) vote of the delegates present and voting at any
795 such constituency meeting of this Union; provided, that if it is proposed to amend the Articles of
796 Incorporation and/or Bylaws at any special constituency meeting, notice that an amendment is proposed
797 shall be given in conjunction with the publication of notice for such special constituency meeting. Within
798 sixty (60) days after amendments have been adopted by the delegates at a constituency meeting, the
799 Articles and Bylaws Committee shall edit the language, if necessary, of any adopted amendment(s) to
800 correspond with the literary style of the Articles of Incorporation and Bylaws and have final drafts of the
801 amended documents available for circulation.
802

803 **ARTICLE 16**
804 **PARLIAMENTARY PROCEDURE**

805
806 Parliamentary procedure shall be governed by the *General Conference Rules of Order*, current edition.
807

808 **ARTICLE 17**
809 **INDEMNIFICATION**

810
811 This Union shall indemnify any person, his executor, administrator and heirs, who was or is a party or is
812 threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether
813 civil, criminal, administrative or investigative by reason of the fact that he or she is or was a member of
814 the Executive Committee, officer, employee or agent of this Union, or is or was serving at the request of
815 this Union as a committee member, director, officer or agent of another corporation or association, against
816 expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and
817 reasonably incurred by such person in connection with the action, suit or proceeding if he acted in good
818 faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this
819 Union, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or
820 her conduct was unlawful, except that no indemnification shall be made in respect to any action or suit by

821 or in the right of this Union to which such person shall have been adjudged to be liable for gross
822 negligence or misconduct in the performance of his or her duty to this Union, or any act of self-dealing
823 which may be deemed by law to be against public policy because of intentional misconduct unless and
824 only to the extent that the court in which the action or suit was brought shall determine upon application,
825 that despite the adjudication of liability but in view of all circumstances of the case, the person is fairly
826 and reasonably entitled to indemnity for the expenses, judgments and fines which the court shall deem
827 proper.

828
829 This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such
830 member of the Executive Committee or officer may be entitled.

831 **ARTICLE 18**

832 **DEFINITIONS**

833
834
835 For the purposes of this document the following definitions apply:

836
837 Present or Presence: Attendance at a meeting whether in person or by electronic means, unless otherwise
838 provided in this document.

839
840 Ex officio delegates: Those individuals who are delegates by virtue of positions they hold as officers or
841 committee members in this Union or its affiliated organizations.

842
843 Lay persons: Those individuals who are members in regular standing of a church in a local conference of
844 this Union other than active or retired: church pastors, officers, department directors, associate or assistant
845 department directors of General Conference, division, union, or local conferences.

846
847 Officer or Officers: When unmodified, these words refer to both the executive officers and the vice
848 presidents.

849
850 The titles Executive Vice President for Administration and Vice President for Administration may be
851 deemed to be, and equivalent to, Secretary.

852
853 The titles Chief Financial Officer and Vice President for Finance may be deemed to be, and equivalent to,
854 Treasurer.

855
856 The title Vice President for Education may be deemed to be, and equivalent to, Superintendent of
857 Education.

858
859 A complete term of office shall begin as of the date of the election at a regular constituency meeting and
860 shall end as of the date of the election at the next regular constituency meeting. A half term of office will
861 begin or end at a date midway between the beginning and ending dates of a complete term. A partial term
862 of office greater than a half term shall represent a complete term of office.

863
864 Termination for cause: Relating to the removal from an elected or appointed position, or from
865 employment, this term shall include but not be limited to 1) incompetence; 2) persistent failure to
866 cooperate with duly constituted authority in substantive matters and with relevant employment and
867 denominational policies; 3) actions which may be the subject of discipline under the Seventh-day
868 Adventist Church Manual; 4) failure to maintain regular standing as a member of the Seventh-day
869 Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea to a crime.

870

871
872
873
874
875
876
877
878
879
880
881
882
883

ARTICLE 19
DISSOLUTION

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

DRAFT