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2
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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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".

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34 **ARTICLE 2**
35 **PRINCIPAL OFFICE**

36
37 The principal office for the transaction of the business of the Union is fixed and located at 5709 North
38 20th Street, Ridgefield, Clark County, State of Washington. The Executive Committee may at any time
39 or from time to time change the location of the principal office from one location to another.

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41 **ARTICLE 3**
42 **PURPOSE**

43
44 The primary purpose for which this Union is formed is:

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48
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.

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

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

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

SECTION 3: VIRTUAL CONSTITUENCY MEETINGS

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

SECTION 4: NOMINATING COMMITTEE.

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

- 255
256 (1) Meet ~~not less than once every half term of office as defined in Article 18 and~~
257 ~~may be called at any time~~ when called at any time by:
258
259 a) The President of the North American Division or designee;
260
261 b) Written request to the President of the North American Division for any
262 reason by twenty-five percent (25%) of the members of the Executive
263 Committee;
264
265 c) A majority vote of the Executive Committee.
266
267 (2) Review formal officer performance evaluations and recommend names of
268 individuals for the election of the officers of this Union. The nominations
269 shall be sent to all delegates at least one (1) month prior to a regular or special
270 constituency meeting which considers the selection, discipline, or termination
271 of officers;
272
273 ~~(3) — Review the officer formal performance evaluations which are done in~~
274 ~~accordance with Article 9, Section 4, Paragraph b.;~~
275
276 (3) Appoint officers to fill vacancies which occur between constituency meetings.
277
278
279 c. If the delegates at a constituency meeting do not approve one or more individuals
280 recommended by the Nominating Committee, the delegates shall at their option (a)
281 reconvene the Nominating Committee at the constituency meeting to place before the
282 delegates the name or names of alternate recommendations, or (b) direct the
283 Nominating Committee to complete the selection.
284

285 SECTION 5: ARTICLES AND BYLAWS COMMITTEE
286

- 287 a. The purpose of the Articles and Bylaws Committee shall be to review the Articles of
288 Incorporation and Bylaws of this Union and to recommend any amendments or
289 changes therein to the next regular or special constituency meeting.
290
291 b. The membership of the Articles and Bylaws Committee shall consist of the Executive
292 Vice President for Administration of this Union as chair and two (2) members selected
293 by each local conference executive committee, unless otherwise specified by the local
294 conference constitution or bylaws, at least one (1) of which shall be a lay person as
295 defined in Article 18. Any vacancies that may occur shall be filled by the original
296 appointing entity.
297
298 c. At least one (1) year prior to each regular constituency meeting, the Executive Vice
299 President for Administration of this Union shall request the executive committee of
300 each local conference to select individuals to serve on the Union Conference Articles
301 and Bylaws Committee.
302
303 d. The Executive Vice President for Administration of this Union shall call the first
304 meeting of the Articles and Bylaws Committee at least ten (10) months prior to the
305 regular constituency meeting. The Articles and Bylaws Committee selects its own
306 secretary.

- 307
308 e. The Articles and Bylaws Committee shall serve as a standing committee until ~~one (1)~~
309 ~~year prior to the next regular constituency meeting following the constituency meeting~~
310 ~~for which it was called~~ a new Articles and Bylaws Committee is selected.
311

312 SECTION 6: AGENDA COMMITTEE
313

- 314 a. An Agenda Committee shall be appointed by the Executive Committee at least six (6)
315 months prior to any regular constituency meeting. The members of the Agenda
316 Committee shall be the Executive Vice President for Administration of this Union,
317 one (1) pastor and two (2) lay persons as defined in Article 18. The Executive Vice
318 President for Administration of this Union shall be the chair. The duties of the
319 committee shall be to
- 320 (1) Recommend meeting personnel including chair, recording secretary,
321 parliamentarian, and other personnel it deems necessary or appropriate;
 - 322 (2) Solicit agenda proposals at least four (4) months in advance of the meeting
323 from the local conference executive committees and Union institutions,
324 committees, boards and commissions;
 - 325 (3) Review all agenda proposals and prepare the meeting agenda;
 - 326 (4) Distribute meeting agenda proposals to the constituent conferences and the
327 Union institutions, committees, boards and commissions not less than three (3)
328 months prior to the meeting with an invitation for written comments, and
329
 - 330 (5) Prepare a statement of the rationale for each proposal, when applicable.
- 331 b. The Agenda Committee's recommendations for meeting personnel and the proposed
332 agenda items shall be reviewed and approved by the Executive Committee, except that
333 any agenda proposal, requested in writing by at least twenty percent (20%) of the total
334 delegates to the meeting shall be placed on the agenda. Nothing contained in these
335 Bylaws is intended to restrict or limit the consideration of items which are not on the
336 agenda at a regular constituency meeting.
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343 SECTION 7: MEETING BOOKLET
344

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

- 351 a. The agenda;
- 352 b. The Nominating Committee's recommendations for officers;
- 353 c. A brief summary of the background and content of each proposal. The summary shall
354 be intended to be informative only and shall not be written or presented with the intent
355 to constitute advocacy for or against any proposal;
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- 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.

381 SECTION 8: QUORUM

382
383 At least fifty-one percent (51%) of the delegates authorized hereinabove under Section 2 of
384 Article 7 of these Bylaws must be present at the opening of any regular or special
385 constituency meeting to constitute a quorum for the transaction of business. Once the
386 constituency meeting is declared open, the delegates remaining present thereafter shall
387 constitute a quorum.
388

389 SECTION 9: PROXY VOTING

390
391 All delegates must be present (as defined in Article 18) in person at any constituency
392 meeting in order to be eligible to vote. There shall be no voting by proxy.
393

394 SECTION 10: VOTING RIGHTS OF THE DELEGATES

395
396 Each delegate shall be entitled to one (1) vote on each measure presented for decision to the
397 body. The voting rights of the delegates shall be limited to the particular constituency
398 meeting of this Union to which they have been selected. Votes cast by delegates
399 electronically shall have the same validity as if the delegates cast their votes in person.
400

401
402 **ARTICLE 9**
403 **BOARD OF DIRECTORS**
404

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

406
407 SECTION 2: MEMBERSHIP OF EXECUTIVE COMMITTEE

- 408
409 a. The membership of the Executive Committee of this Union shall be members of the

410 Seventh-day Adventist Church in regular standing and shall be selected as specified in
411 the following paragraphs. At least fifty-one percent (51%) of the members of the
412 Executive Committee of this Union shall be lay persons as defined in Article 18.
413

414 b. The membership of the Executive Committee shall include at least four (4) individuals
415 of minority ethnic groups within the territory of this Union. Two of the four include
416 the ex officio members as referenced in Article 9, Section ~~1~~ 2, Paragraph c. The other
417 two members need not be distinct from the ethnicity of the ex officio members, but
418 shall be ethnically distinct from each other. If such representation does not otherwise
419 exist, the Executive Committee shall designate, from time to time, which local
420 conference(s) shall be responsible for including such representation in the members it
421 selects.
422

423 c. Ex officio members of the Executive Committee shall be: the President, Executive
424 Vice President for Administration, Chief Financial Officer, Vice President for
425 Education, Vice President for Regional Affairs, and Vice President for Hispanic
426 Ministries of this Union; the chief executive officer of Walla Walla University; the
427 President of the Pacific Press Publishing Association; and the president of each local
428 conference within this Union territory.
429

430 d. Representative members of the Executive Committee shall be: an individual selected
431 by Adventist Health's governing board; the treasurer of one (1) of the three (3)
432 smallest local conferences in this Union, and the treasurer of one (1) of the three (3)
433 largest local conferences within this Union. The local conference treasurers shall be
434 selected by the Executive Committee.
435

436 e. Each local conference shall have the following representative members:
437

438 (1) Local conferences with fewer than 7,500 church members shall be represented
439 by:
440

441 (a) One (1) local church pastor.
442

443 (b) Two (2) lay persons as defined in Article 18.
444

445 (2) Local conferences with between 7,500 and 15,000 church members shall be
446 represented by:
447

448 (a) One (1) local church pastor.
449

450 (b) Three (3) lay persons as defined in Article 18.
451

452 (3) Local conferences with between 15,000 and 22,500 church members shall be
453 represented by:
454

455 (a) One (1) local church pastor.
456

457 (b) Four (4) lay persons as defined in Article 18.
458

459 (4) Local conferences with more than 22,500 church members shall be represented
460 by:
461

- 462 (a) One (1) local church pastor.
463
464 (b) Five (5) lay persons as defined in Article 18.
465
466 (5) Church membership of the local conferences shall be determined as of the last
467 day of the third full calendar quarter preceding the constituency meeting.
468
469 (6) Representatives shall reside in and be a member of a church within their local
470 conference's territory.
471
472 (7) Each local conference shall nominate a slate of persons or fill vacancies which
473 may occur between regular constituency meetings sessions in a manner
474 provided by its constitution or bylaws or by its executive committee, if there be
475 no local conference constitutional provision.
476
477 (a) Nominees shall be submitted to that local conference's delegates in
478 caucus at the constituency meeting. Each caucus shall select its
479 representative members from the nominees and from any additional
480 persons the caucus deems appropriate to add to the slate of nominees.
481 The caucus's selection shall be subject to confirmation by the entire
482 delegation at the constituency meeting.
483
484 (b) Persons selected to fill vacancies shall be subject to confirmation by the
485 Executive Committee.
486
487 f. The Secretary and Treasurer of the North Pacific Union Conference Association of
488 Seventh-day Adventists shall each be nonvoting members of the Executive
489 Committee.
490

491 SECTION 2: TERM OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS
492

- 493 a. Local conference treasurers as selected in Section 1, Paragraph d. of this Article shall
494 serve half terms of office as defined in Article 18. No conference shall be represented
495 by a treasurer for two (2) consecutive half terms.
496
497 b. Executive Committee members selected as specified in Section 1, Paragraph e. of this
498 Article shall not serve more than two (2) consecutive complete terms of office as
499 defined in Article 18, without one (1) intervening complete term.
500
501 c. If an Executive Committee member selected as specified in Section 1, Paragraph e. of
502 this Article does not attend three (3) consecutive regular Executive Committee
503 meetings, or a total of five (5) Executive Committee meetings in any twenty-four-
504 month (24) period, the Executive Vice President for Administration of this Union shall
505 so advise the local conference, and a new representative shall be appointed by the
506 original nominating or selecting entity to complete the term of the member who has
507 not attended the specified number of meetings.
508
509 d. If an Executive Committee member no longer resides in, or is no longer a member of a
510 church within the territory of the represented local conference, the Executive Vice
511 President for Administration of this Union shall so advise the local conference, and a
512 new representative shall be appointed by the original nominating or selecting entity to
513 complete the term of the member.

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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 [that is appointed for the next constituency meeting.](#)
- 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 [for cause.](#)

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.
- b. Special meetings of the Executive Committee may be called at any time or place, [and by whatever means,](#) 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.
- c. [Generally, regular and special meetings of the Executive Committee shall be held in person and onsite. However, the Executive Committee may convene by means of an electronic conference or similar communications by which all persons can hear each](#)

566 other at the same time and participate in the proceedings. Votes cast by electronic
567 means shall have the same validity as votes cast in person.
568

569 SECTION 6: NOTICE OF MEETINGS
570

- 571 a. Written notice of the time and place of any Executive Committee meeting shall be
572 given to the members of the Executive Committee not less than ten (10) days prior to
573 the date of such a meeting. Notice may be contained within the minutes of the prior
574 meeting. Notice shall be deemed effective when personally delivered, or deposited in
575 the United States mail, postage prepaid, to the last-known address of the member, or
576 sent by FAX, telegram, e-mail or express mail service.
577
- 578 b. Notice for any meeting of the Executive Committee may be waived by a member
579 either prior to, during, or at any time after the meeting of the Executive Committee.
580 Such waiver of notice shall be given in written form by personal delivery, United
581 States mail, FAX, telegram, or e-mail, and be filed with the minutes of the meeting for
582 which notice is waived. Any member who attends a meeting in which notice has not
583 been properly given and fails to object thereto, shall be deemed to have waived proper
584 notice.
585

586 SECTION 7: QUORUM
587

588 A majority of the Executive Committee under the chairmanship of the ranking executive
589 officer or the President of the North American Division, or designee, shall constitute a
590 quorum.
591

592 SECTION 8: DEPARTMENTS/SERVICES
593

- 594 a. Accountability: Departments/Services of this Union shall work under the direction of
595 the Executive Committee of the Union and the President and shall serve in an advisory
596 relationship to the field.
597
- 598 b. Departments/Services Structure: Union departments/services shall be organized in
599 harmony with the departmental/service structure of the General Conference, but shall
600 not necessarily duplicate the departments/services in the divisions or the General
601 Conference.
602

603 SECTION 9: STANDING SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE
604

- 605 a. Appointment of Standing Committees. Standing Committees shall be appointed as
606 sub-committees of the Executive Committee to assist it in its duties. These shall
607 include, but not be limited to, the committee named below.
608
- 609 b. Personnel Policy Committee. The responsibilities of the Personnel Policy Committee
610 shall be to review, modify, and/or develop models, policies, procedures and methods
611 as needed for the effective management of personnel. Recommendations of the
612 Personnel Policy Committee shall be considered and acted upon by the Executive
613 Committee.
614
- 615 c. Audit Review Committee. The Audit Review Committee shall meet periodically to:
616
617 (1) Review annual audited financial reports;

- 618
619 (2) Serve as a focal point for communication among the Executive Committee, the
620 auditors, and management regarding financial accounting, reporting and
621 internal controls;
622
623 (3) Assist the Executive Committee in fulfilling its fiduciary responsibilities as to
624 accounting policies and reporting practices;
625
626 (4) Review annually the salaries and expenses of all employees of this union.
627
628 (5) Perform any other duties assigned to it by the Executive Committee.
629
630

631 **ARTICLE 10**
632 **EXECUTIVE OFFICERS**

633
634 SECTION 1: **EXECUTIVE OFFICERS**
635

636 The executive officers of this Union shall be a President, Executive Vice President for
637 Administration and Chief Financial Officer. The duties of the executive officers are
638 described in Sections 2, 3 and 4 below; however, the offices of Executive Vice President for
639 Administration and Chief Financial Officer may be filled by one person.
640

641 SECTION 2: **PRESIDENT**
642

643 The President is the chief executive officer who would ordinarily act as chairman of any
644 constituency meeting and who, except as otherwise provided in these Bylaws, shall be
645 chairman of the Executive Committee and work in the general interests of this Union as the
646 Executive Committee may advise. One of the primary functions of the chief executive
647 officer shall be to think through and give strong direction toward the accomplishment of the
648 purpose of the Church as stated in Article 3 of these Bylaws. The President shall adhere to
649 the policies of the North American Division of the General Conference of Seventh-day
650 Adventists and work in counsel with the North American Division Committee on
651 Administration.
652

653 SECTION 3: **EXECUTIVE VICE PRESIDENT FOR ADMINISTRATION**
654

655 The Executive Vice President for Administration shall work with the other executive
656 officers toward the accomplishment of the mission of the church. The Executive Vice
657 President for Administration shall act as vice chairman of the Executive Committee. It shall
658 be the duty of the Executive Vice President for Administration to keep the minutes of the
659 Union Constituency meetings and of the Executive Committee meetings; to furnish copies of
660 these minutes to all members of the Executive Committee and to the officers of the North
661 American Division; to collect such data as may be desired by the president or by the
662 Executive Committee; and to perform such other duties as usually pertain to the office.
663

664 SECTION 4: **CHIEF FINANCIAL OFFICER**
665

666 The Chief Financial Officer shall work with the other executive officers toward the
667 accomplishment of the mission of the church. It shall be the duty of the Chief Financial
668 Officer to receive all funds, to disburse them in harmony with the actions of the Executive

669 Committee, and to render such financial statements at regular intervals as may be desired by
670 the President of this Union or by the Executive Committee. Copies of these financial
671 statements shall be furnished to the officers of the North American Division. Bank accounts
672 approved by the Executive Committee shall be operated by the Chief Financial Officer
673 and/or such other individuals as may be authorized by the Executive Committee, and to
674 perform such other duties as usually pertain to the office.
675

676 **ARTICLE 11**

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

678 679 680 SECTION 1: **VICE PRESIDENTS**

681
682 The vice presidents of this Union shall work under the direction of the Executive Committee
683 of this Union and the executive officers.

684
685 The vice presidents and their areas of responsibilities are:

686
687 a. Vice President for Education

688
689 The Vice President for Education leads the Office of Education in providing support to
690 local conferences, schools and Early Childhood Education and Care programs
691 throughout the Union territory, directs teacher certification and school accreditation,
692 coordinates curriculum development and professional growth opportunities for
693 educators, oversees the development of appropriate policies for the *Education Code*,
694 and leads in the promotion of Seventh-day Adventist education from early childhood
695 through grade 12. The Vice President for Education serves as Secretary of the Board of
696 Education.

697
698 b. Vice President for Hispanic Ministries

699
700 The Vice President for Hispanic Ministries directs the Hispanic work in this Union by
701 providing support to the local conferences and churches with leadership, consultation,
702 resources, and evangelism.

703
704 c. Vice President for Regional Affairs

705
706 The Vice President for Regional Affairs directs the regional work in this Union by
707 providing support to the local conferences and churches with leadership, consultation,
708 resources, and evangelism.
709

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

711
712 The directors, associate and assistant directors of departments/services of this Union shall
713 work under the direction of the Executive Committee and report to the executive officers.
714 They shall be evaluated, appointed, terminated, and disciplined, if appropriate, by the
715 Executive Committee. Upon a majority vote at any constituency meeting, the delegates may
716 direct the Executive Committee to discipline or remove any director. These positions in each
717 term shall be appointed by the first regular meeting of the Executive Committee.
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ARTICLE 12
SUBSIDIARY MINISTRIES

SECTION 1: **CORPORATIONS AND AGENCIES**

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

SECTION 2: **CONSTITUENCY MEETINGS OF SUBSIDIARIES**

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

SECTION 3: **WALLA WALLA UNIVERSITY**

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

ARTICLE 13
FINANCE

SECTION 1: **TITHES AND OFFERINGS**

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

SECTION 2: **POLICIES**

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

SECTION 3: **BANK ACCOUNTS**

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

770 resolution of the Executive Committee.

771

772 SECTION 4: FINANCIAL STATEMENTS

773

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

777

778

ARTICLE 14

779

BUDGET, SALARY SCALE REVIEW AND AUDIT

780

781 SECTION 1: BUDGET

782

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

785

786 SECTION 2: SALARY SCALE AND EMPLOYEE BENEFITS REVIEW

787

788 The Executive Committee shall annually review the salary scale and employee
789 benefits policies for this Union and set the salary scale and employee benefits policies for
790 the subsequent year.

791

792 SECTION 3: INDEPENDENT AUDIT

793

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

797

798

ARTICLE 15

799

AMENDMENT, REVISION AND REPEAL

800

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

810

811

ARTICLE 16

812

PARLIAMENTARY PROCEDURE

813

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

815

816

ARTICLE 17

817

INDEMNIFICATION

818

819 This Union shall indemnify any person, his executor, administrator and heirs, who was or is a party or is
820 threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether

PROPOSED REVISION VERSION B

821 civil, criminal, administrative or investigative by reason of the fact that he or she is or was a member of
822 the Executive Committee, officer, employee or agent of this Union, or is or was serving at the request of
823 this Union as a committee member, director, officer or agent of another corporation or association, against
824 expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and
825 reasonably incurred by such person in connection with the action, suit or proceeding if he acted in good
826 faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this
827 Union, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or
828 her conduct was unlawful, except that no indemnification shall be made in respect to any action or suit by
829 or in the right of this Union to which such person shall have been adjudged to be liable for gross
830 negligence or misconduct in the performance of his or her duty to this Union, or any act of self-dealing
831 which may be deemed by law to be against public policy because of intentional misconduct unless and
832 only to the extent that the court in which the action or suit was brought shall determine upon application,
833 that despite the adjudication of liability but in view of all circumstances of the case, the person is fairly
834 and reasonably entitled to indemnity for the expenses, judgments and fines which the court shall deem
835 proper.

836
837 This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such
838 member of the Executive Committee or officer may be entitled.

839
840 **ARTICLE 18**
841 **DEFINITIONS**

842
843 For the purposes of this document the following definitions apply:

844
845 Present or Presence: Attendance at a meeting whether in person or by electronic means, unless otherwise
846 provided in this document.

847
848 Ex officio delegates: Those individuals who are delegates by virtue of positions they hold as officers or
849 committee members in this Union or its affiliated organizations.

850
851 Lay persons: Those individuals who are members in regular standing of a church in a local conference of
852 this Union other than active or retired: church pastors, officers, department directors, associate or assistant
853 department directors of General Conference, division, union, or local conferences.

854
855 Officer or Officers: When unmodified, these words refer to both the executive officers and the vice
856 presidents.

857
858 The titles Executive Vice President for Administration and Vice President for Administration may be
859 deemed to be, and equivalent to, Secretary.

860
861 The titles Chief Financial Officer and Vice President for Finance may be deemed to be, and equivalent to,
862 Treasurer.

863
864 The title Vice President for Education may be deemed to be, and equivalent to, Superintendent of
865 Education.

866
867 A complete term of office shall begin as of the date of the election at a regular constituency meeting and
868 shall end as of the date of the election at the next regular constituency meeting. A half term of office will
869 begin or end at a date midway between the beginning and ending dates of a complete term. A partial term
870 of office greater than a half term shall represent a complete term of office.

871
872 Termination for cause: Relating to the removal from an elected or appointed position, or from

873 employment, this term shall include but not be limited to 1) incompetence; 2) persistent failure to
874 cooperate with duly constituted authority in substantive matters and with relevant employment and
875 denominational policies; 3) actions which may be the subject of discipline under the Seventh-day
876 Adventist Church Manual; 4) failure to maintain regular standing as a member of the Seventh-day
877 Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea to a crime.
878
879

880 **ARTICLE 19**
881 **DISSOLUTION**

882 This Union may be dissolved only by a two-thirds majority vote of the delegates present and voting at any
883 constituency meeting. In the event of the dissolution of this Union, its remaining assets, if any, shall be
884 distributed to the General Conference of Seventh-day Adventists, a non-profit organization which is
885 operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal
886 Revenue Code. In the event that the above-mentioned General Conference of Seventh-day Adventists
887 should for any reason be unqualified to receive such assets or should not be in existence as of the date of
888 the dissolution of this Union, then in that event all remaining assets, if any, of this Union shall be
889 distributed to the General Conference Corporation of Seventh-day Adventists, a non-profit corporation
890 which is an organization operated exclusively for religious purposes within the meaning of Section
891 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended.

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