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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**

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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**

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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**

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

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

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

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

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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.
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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.
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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.
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138 SECTION 4: TIMING OF DELEGATE SELECTION

139
140 Appointed delegates shall be selected no later than five months prior to any regular
141 constituency meeting, except for delegates selected to replace previously selected delegates
142 who are unable to serve.
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144 **ARTICLE 8**
145 **CONSTITUENCY MEETINGS**

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147 SECTION 1: REGULAR CONSTITUENCY MEETINGS

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149 This Union shall hold a regular constituency meeting by the end of the calendar year
150 following the year in which the regularly scheduled session of the General Conference of

151 Seventh-day Adventists convenes, at such time and place as the Executive Committee of this
152 Union shall designate.

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

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171 b. A method approved by the Executive Committee, provided all constituent
172 organizations receive notice with sufficient time to select delegates.

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175 SECTION 2: SPECIAL CONSTITUENCY MEETINGS

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

181
182 (1) When a special constituency meeting is requested by the Executive Committee;

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

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

194
195 (4) When a special constituency meeting is requested by the North American
196 Division Executive Committee (NAD) or the General Conference Executive
197 Committee, and

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

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202 b. Special constituency meetings shall be convened within one hundred twenty (120)

PROPOSED REVISIONS VERSION C

203 days following the receipt of a request by the Executive Vice President for
204 Administration of this Union as provided in Section 2, Paragraph a. of Article 8,
205 unless that time period is extended by the requesting body.
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- 207 c. The representation of the delegates and notice of the time and place of any special
208 constituency meeting shall be the same as for regular constituency meetings. The
209 actions of special constituency meetings shall have the same authority as those of the
210 regular constituency meetings. If it is proposed to amend the Articles of Incorporation,
211 these Bylaws or select officers at a special constituency meeting, notice that an
212 amendment is proposed or officer selection will be considered shall be given in the
213 notice for such special constituency meeting. The agenda of any special constituency
214 meeting may include any item that could be included on the agenda of a regular
215 constituency meeting, except that the agenda at any special constituency meeting shall
216 be limited to items which are stated in the public notice for the meeting. The
217 formation and duties of the Agenda Committee shall be the same as for regular
218 constituency meetings to the extent permitted by the number of weeks available prior
219 to the special constituency meeting.
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221 SECTION 3: VIRTUAL CONSTITUENCY MEETINGS

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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.
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227 SECTION 4: NOMINATING COMMITTEE.

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

255 ~~(1) Recommend names of individuals for the election of the officers of this Union.~~
256 ~~The nominations shall be sent to all delegates at least one (1) month prior to a~~
257 ~~regular or special constituency meeting which considers the selection,~~
258 ~~discipline, or termination of officers;~~

260 (1) Meet ~~not less than once every half term of office as defined in Article 18 and~~
261 ~~may be called at any time~~ when called at any time by:

- 262 a) The President of the North American Division or designee;
- 263 b) Written request to the President of the North American Division for any
- 264 reason by twenty-five percent (25%) of the members of the Executive
- 265 Committee;
- 266 c) A majority vote of the Executive Committee.

268 (2) Review formal officer performance evaluations and recommend names of
269 individuals for the election of the officers of this Union. The nominations
270 shall be sent to all delegates at least one (1) month prior to a regular or special
271 constituency meeting which considers the selection, discipline, or termination
272 of officers;

- 273 a) In the case where there is no incumbent, the Nominating Committee shall
274 consider at least one woman and one ethnic or racial minority person for
275 each position except:
 - 276 i. For the office of President, the Nominating Committee shall consider at
277 least one ethnic or racial minority person. In the event the ordination of
278 women is approved by this Union, this exception shall not apply.

284 ~~(3) Review the officer formal performance evaluations which are done in~~
285 ~~accordance with Article 9, Section 4, Paragraph b.;~~

- 286 (3) Appoint officers to fill vacancies which occur between constituency meetings.
- 287 c. If the delegates at a constituency meeting do not approve one or more individuals
- 288 recommended by the Nominating Committee, the delegates shall at their option (a)
- 289 reconvene the Nominating Committee at the constituency meeting to place before the
- 290 delegates the name or names of alternate recommendations, or (b) direct the
- 291 Nominating Committee to complete the selection.

292 SECTION 5: ARTICLES AND BYLAWS COMMITTEE

- 293 a. The purpose of the Articles and Bylaws Committee shall be to review the Articles of
- 294 Incorporation and Bylaws of this Union and to recommend any amendments or
- 295 changes therein to the next regular or special constituency meeting.
- 296 b. The membership of the Articles and Bylaws Committee shall consist of the Executive
- 297 Vice President for Administration of this Union as chair and two (2) members selected
- 298 by each local conference executive committee, unless otherwise specified by the local
- 299 conference constitution or bylaws, at least one (1) of which shall be a lay person as
- 300 defined in Article 18. Any vacancies that may occur shall be filled by the original
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307 appointing entity.

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309 c. At least one (1) year prior to each regular constituency meeting, the Executive Vice
310 President for Administration of this Union shall request the executive committee of
311 each local conference to select individuals to serve on the ~~Union Conference~~ Articles
312 and Bylaws Committee.

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314 d. The Executive Vice President for Administration of this Union shall call the first
315 meeting of the Articles and Bylaws Committee at least ten (10) months prior to the
316 regular constituency meeting. The Articles and Bylaws Committee selects its own
317 secretary.

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

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323 SECTION 6: AGENDA COMMITTEE

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325 a. An Agenda Committee shall be appointed by the Executive Committee at least six (6)
326 months prior to any regular constituency meeting. The members of the Agenda
327 Committee shall be the Executive Vice President for Administration of this Union,
328 one (1) pastor and two (2) lay persons as defined in Article 18. The Executive Vice
329 President for Administration of this Union shall be the chair. The duties of the
330 committee shall be to

331

332 (1) Recommend meeting personnel including chair, recording secretary,
333 parliamentarian, and other personnel it deems necessary or appropriate;

334

335 (2) Solicit agenda proposals at least four (4) months in advance of the meeting
336 from the local conference executive committees and Union institutions,
337 committees, boards and commissions;

338

339 (3) Review all agenda proposals and prepare the meeting agenda;

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341 (4) Distribute meeting agenda proposals to the constituent conferences and the
342 Union institutions, committees, boards and commissions not less than three (3)
343 months prior to the meeting with an invitation for written comments, and

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345 (5) Prepare a statement of the rationale for each proposal, when applicable.

346

347 b. The Agenda Committee's recommendations for meeting personnel and the proposed
348 agenda items shall be reviewed and approved by the Executive Committee, except that
349 any agenda proposal, requested in writing by at least twenty percent (20%) of the total
350 delegates to the meeting shall be placed on the agenda. Nothing contained in these
351 Bylaws is intended to restrict or limit the consideration of items which are not on the
352 agenda at a regular constituency meeting.

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354 SECTION 7: MEETING BOOKLET

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356 Not later than one (1) month prior to any constituency meeting the Agenda Committee shall
357 prepare a meeting booklet and shall send it in physical or digital format to each delegate,
358 each member of the respective local conference executive committees, each Union officer,

359 departmental director, and each member of a permanent Union commission, committee or
360 board. Physical or digital Copies of the booklet shall be available for distribution at the
361 Union office to other persons requesting it. The meeting booklet shall contain:

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- 363 a. The agenda;
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- 365 b. The Nominating Committee's recommendations for officers;
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- 367 c. A brief summary of the background and content of each proposal. The summary shall
368 be intended to be informative only and shall not be written or presented with the intent
369 to constitute advocacy for or against any proposal;
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- 371 d. When applicable, a brief estimate of the fiscal impact of each proposal, prepared by
372 the Chief Financial Officer of this Union. The financial information in the meeting
373 booklet shall be intended to be informative only and shall not be written or presented
374 with the intent to constitute advocacy for or against any proposal;
- 375
- 376 e. A statement of the rationale for each proposal, when applicable;
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- 378 f. A statement concerning the organization and procedures of the constituency meeting
379 and the responsibilities of delegates;
- 380
- 381 g. A list of the delegates with a contact address and telephone number and/or e-mail
382 address will be provided with an indication of their status (appointed or ex officio) and
383 the conference, institution, or other entity they represent or with which they are
384 affiliated;
- 385
- 386 h. A copy of the Articles of Incorporation and these Bylaws, and any proposed
387 amendments thereto; and
- 388
- 389 i. Any additional information the Agenda Committee believes will be useful to the
390 delegates.
- 391

392 SECTION 8: QUORUM

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

399

400 SECTION 9: PROXY VOTING

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

404

405 SECTION 10: VOTING RIGHTS OF THE DELEGATES

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

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ARTICLE 9
BOARD OF DIRECTORS

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

SECTION 2: MEMBERSHIP OF EXECUTIVE COMMITTEE

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

- a. Appointments to the Executive Committee shall include consideration of diversity in gender, age, race and ethnicity.
- b. The membership of the Executive Committee shall include at least four (4) individuals of minority ethnic groups within the territory of this Union. Two of the four include the ex officio members as referenced in Article 9, Section 1.2, Paragraph c. The other two members need not be distinct from the ethnicity of the ex officio members, but shall be ethnically distinct from each other. If such representation does not otherwise exist, the Executive Committee shall designate, from time to time, which local conference(s) shall be responsible for including such representation in the members it selects.
- c. Ex officio members of the Executive Committee shall be: the President, Executive Vice President for Administration, Chief Financial Officer, Vice President for Education, Vice President for Regional Affairs, and Vice President for Hispanic Ministries of this Union; the chief executive officer of Walla Walla University; the President of the Pacific Press Publishing Association; and the president of each local conference within this Union territory.
- d. Representative members of the Executive Committee shall be: an individual selected by Adventist Health's governing board; the treasurer of one (1) of the three (3) smallest local conferences in this Union, and the treasurer of one (1) of the three (3) largest local conferences within this Union. The local conference treasurers shall be selected by the Executive Committee.
- e. Each local conference shall have the following representative members:
 - (1) Local conferences with fewer than 7,500 church members shall be represented by:
 - (a) One (1) local church pastor.
 - (b) Two (2) lay persons as defined in Article 18.
 - (2) Local conferences with between 7,500 and 15,000 church members shall be represented by:
 - (a) One (1) local church pastor.

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- (b) Three (3) lay persons as defined in Article 18.
 - (3) Local conferences with between 15,000 and 22,500 church members shall be represented by:
 - (a) One (1) local church pastor.
 - (b) Four (4) lay persons as defined in Article 18.
 - (4) Local conferences with more than 22,500 church members shall be represented by:
 - (a) One (1) local church pastor.
 - (b) Five (5) lay persons as defined in Article 18.
 - (5) Church membership of the local conferences shall be determined as of the last day of the third full calendar quarter preceding the constituency meeting.
 - (6) Representatives shall reside in and be a member of a church within their local conference's territory.
 - (7) Each local conference shall nominate a slate of persons or fill vacancies which may occur between regular constituency meetings sessions in a manner provided by its constitution or bylaws or by its executive committee, if there be no local conference constitutional provision.
 - (a) Nominees shall be submitted to that local conference's delegates in caucus at the constituency meeting. Each caucus shall select its representative members from the nominees and from any additional persons the caucus deems appropriate to add to the slate of nominees. The caucus's selection shall be subject to confirmation by the entire delegation at the constituency meeting.
 - (b) Persons selected to fill vacancies shall be subject to confirmation by the Executive Committee.
 - g. The Secretary and Treasurer of the North Pacific Union Conference Association of Seventh-day Adventists shall each be nonvoting members of the Executive Committee.

504 SECTION 2: TERM OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS

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

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

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522 d. If an Executive Committee member no longer resides in, or is no longer a member of a
523 church within the territory of the represented local conference, the Executive Vice
524 President for Administration of this Union shall so advise the local conference, and a
525 new representative shall be appointed by the original nominating or selecting entity to
526 complete the term of the member.
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528 SECTION 3: DELEGATED AUTHORITY

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530 a. The Executive Committee is hereby delegated the authority to act on behalf of the
531 constituency between constituency meetings and is given the power to direct and
532 control all of the business and affairs of this Union, consistent with the Articles of
533 Incorporation and these Bylaws. This delegated authority includes, but is not limited
534 to, the power to select, discipline and terminate directors and/or associates, and
535 assistants of departments/services, and committee members, with the exception that
536 the appointive entity shall elect committee members to fill vacancies that may occur in
537 positions that were originally filled by those entities.
538

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

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542 c. The Executive Committee shall issue or revoke all Union licenses, credentials and
543 commissions.
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545 SECTION 4: OFFICER EVALUATION, DISCIPLINE AND TERMINATION

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547 a. The Executive Committee, under the chairmanship of the President of the North
548 American Division, or designee, less the officers of this Union, shall meet not less
549 than once every half term of office as defined in Article 18 to coincide with the regular
550 constituency meetings specifically to do a formal performance evaluation of the
551 officers. This evaluation is to be reported to the Nominating Committee that is
552 appointed for the next constituency meeting.
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554 b. Written evaluations of the officers shall be solicited and collated by the President of
555 the North American Division, or designee, from the following: applicable officers of
556 the North American Division, the Union, and its local conferences, Union department
557 directors, Union associate department directors, and others determined by the
558 Executive Committee.
559

560 c. The Executive Committee, as constituted in Paragraph a. of this Section 4, shall take
561 any action it deems appropriate, at any time, to discipline or terminate an officer for
562 cause.
563

564 SECTION 5: MEETINGS

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- 566 a. The Executive Committee may schedule regular meetings subject to adjustment by the
567 executive officers at such times and places as it deems appropriate.
568
569 b. Special meetings of the Executive Committee may be called at any time or place, and
570 by whatever means, by the president or, in his absence, by the Executive Vice
571 President for Administration. A special meeting shall also be called by the Executive
572 Vice President for Administration in response to the written request of a majority of
573 the members of the Executive Committee. The notice of special meeting shall specify
574 the main purpose of the meeting. Such meeting may also consider other matters.
575
576 c. Generally, regular and special meetings of the Executive Committee shall be held in
577 person and onsite. However, the Executive Committee may convene by means of an
578 electronic conference or similar communications by which all persons can hear each
579 other at the same time and participate in the proceedings. Votes cast by electronic
580 means shall have the same validity as votes cast in person.
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582 SECTION 6: NOTICE OF MEETINGS
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- 584 a. Written notice of the time and place of any Executive Committee meeting shall be
585 given to the members of the Executive Committee not less than ten (10) days prior to
586 the date of such a meeting. Notice may be contained within the minutes of the prior
587 meeting. Notice shall be deemed effective when personally delivered, or deposited in
588 the United States mail, postage prepaid, to the last-known address of the member, or
589 sent by FAX, telegram, e-mail or express mail service.
590
591 b. Notice for any meeting of the Executive Committee may be waived by a member
592 either prior to, during, or at any time after the meeting of the Executive Committee.
593 Such waiver of notice shall be given in written form by personal delivery, United
594 States mail, FAX, telegram, or e-mail, and be filed with the minutes of the meeting for
595 which notice is waived. Any member who attends a meeting in which notice has not
596 been properly given and fails to object thereto, shall be deemed to have waived proper
597 notice.
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599 SECTION 7: QUORUM
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601 A majority of the Executive Committee under the chairmanship of the ranking executive
602 officer or the President of the North American Division, or designee, shall constitute a
603 quorum.
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605 SECTION 8: DEPARTMENTS/SERVICES
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- 607 a. Accountability: Departments/Services of this Union shall work under the direction of
608 the Executive Committee of the Union and the President and shall serve in an advisory
609 relationship to the field.
610
611 b. Departments/Services Structure: Union departments/services shall be organized in
612 harmony with the departmental/service structure of the General Conference, but shall
613 not necessarily duplicate the departments/services in the divisions or the General
614 Conference.
615

616 SECTION 9: STANDING SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE
617

- 618 a. Appointment of Standing Committees. Standing Committees shall be appointed as
 619 sub-committees of the Executive Committee to assist it in its duties. These shall
 620 include, but not be limited to, the committee named below.
 621
- 622 b. Personnel Policy Committee. The responsibilities of the Personnel Policy Committee
 623 shall be to review, modify, and/or develop models, policies, procedures and methods
 624 as needed for the effective management of personnel. Recommendations of the
 625 Personnel Policy Committee shall be considered and acted upon by the Executive
 626 Committee.
 627
- 628 c. Audit Review Committee. The Audit Review Committee shall meet periodically to:
 629
- 630 (1) Review annual audited financial reports;
 - 631
 - 632 (2) Serve as a focal point for communication among the Executive Committee, the
 633 auditors, and management regarding financial accounting, reporting and
 634 internal controls;
 - 635
 - 636 (3) Assist the Executive Committee in fulfilling its fiduciary responsibilities as to
 637 accounting policies and reporting practices;
 - 638
 - 639 (4) Review annually the salaries and expenses of all employees of this union.
 640
 - 641 (5) Perform any other duties assigned to it by the Executive Committee.
 642

643 **ARTICLE 10**
 644 **EXECUTIVE OFFICERS**

645 SECTION 1: **EXECUTIVE OFFICERS**
 646

647 The executive officers of this Union shall be a President, Executive Vice President for
 648 Administration and Chief Financial Officer. The duties of the executive officers are
 649 described in Sections 2, 3 and 4 below; however, the offices of Executive Vice President for
 650 Administration and Chief Financial Officer may be filled by one person.
 651

652 SECTION 2: **PRESIDENT**
 653

654 The President is the chief executive officer who would ordinarily act as chairman of any
 655 constituency meeting and who, except as otherwise provided in these Bylaws, shall be
 656 chairman of the Executive Committee and work in the general interests of this Union as the
 657 Executive Committee may advise. One of the primary functions of the chief executive
 658 officer shall be to think through and give strong direction toward the accomplishment of the
 659 purpose of the Church as stated in Article 3 of these Bylaws. The President shall adhere to
 660 the policies of the North American Division of the General Conference of Seventh-day
 661 Adventists and work in counsel with the North American Division Committee on
 662 Administration.
 663

664 SECTION 3: **EXECUTIVE VICE PRESIDENT FOR ADMINISTRATION**
 665

666 The Executive Vice President for Administration shall work with the other executive
 667
 668

669 officers toward the accomplishment of the mission of the church. The Executive Vice
670 President for Administration shall act as vice chairman of the Executive Committee. It shall
671 be the duty of the Executive Vice President for Administration to keep the minutes of the
672 Union Constituency meetings and of the Executive Committee meetings; to furnish copies of
673 these minutes to all members of the Executive Committee and to the officers of the North
674 American Division; to collect such data as may be desired by the president or by the
675 Executive Committee; and to perform such other duties as usually pertain to the office.
676

677 SECTION 4: CHIEF FINANCIAL OFFICER

678
679 The Chief Financial Officer shall work with the other executive officers toward the
680 accomplishment of the mission of the church. It shall be the duty of the Chief Financial
681 Officer to receive all funds, to disburse them in harmony with the actions of the Executive
682 Committee, and to render such financial statements at regular intervals as may be desired by
683 the President of this Union or by the Executive Committee. Copies of these financial
684 statements shall be furnished to the officers of the North American Division. Bank accounts
685 approved by the Executive Committee shall be operated by the Chief Financial Officer
686 and/or such other individuals as may be authorized by the Executive Committee, and to
687 perform such other duties as usually pertain to the office.
688

689 **ARTICLE 11**

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

691
692
693 SECTION 1: VICE PRESIDENTS

694
695 The vice presidents of this Union shall work under the direction of the Executive Committee
696 of this Union and the executive officers.
697

698 The vice presidents and their areas of responsibilities are:

699
700 a. Vice President for Education

701
702 The Vice President for Education leads the Office of Education in providing support to
703 local conferences, schools and Early Childhood Education and Care programs
704 throughout the Union territory, directs teacher certification and school accreditation,
705 coordinates curriculum development and professional growth opportunities for
706 educators, oversees the development of appropriate policies for the *Education Code*,
707 and leads in the promotion of Seventh-day Adventist education from early childhood
708 through grade 12. The Vice President for Education serves as Secretary of the Board of
709 Education.
710

711 b. Vice President for Hispanic Ministries

712
713 The Vice President for Hispanic Ministries directs the Hispanic work in this Union by
714 providing support to the local conferences and churches with leadership, consultation,
715 resources, and evangelism.
716

717 c. Vice President for Regional Affairs

718
719 The Vice President for Regional Affairs directs the regional work in this Union by

720 providing support to the local conferences and churches with leadership, consultation,
721 resources, and evangelism.
722

723 SECTION 2: APPOINTMENT AND TERMINATION OF DEPARTMENT DIRECTORS

724
725 The directors, associate and assistant directors of departments/services of this Union shall
726 work under the direction of the Executive Committee and report to the executive officers.
727 They shall be evaluated, appointed, terminated, and disciplined, if appropriate, by the
728 Executive Committee. Upon a majority vote at any constituency meeting, the delegates may
729 direct the Executive Committee to discipline or remove any director. These positions in each
730 term shall be appointed by the first regular meeting of the Executive Committee.
731

732 **ARTICLE 12**
733 **SUBSIDIARY MINISTRIES**

734
735 SECTION 1: CORPORATIONS AND AGENCIES

736
737 This Union may carry on its ministry through subsidiary and/or affiliated agencies,
738 organizations and institutions that may, where necessary and appropriate, function as
739 unincorporated or incorporated entities. Such subsidiaries and/or affiliated agencies shall be
740 formed only with the approval of the Executive Committee.
741

742 SECTION 2: CONSTITUENCY MEETINGS OF SUBSIDIARIES

743
744 The constituency meetings of incorporated subsidiaries of this Union shall be held in
745 conjunction with the regularly scheduled constituency meetings of this Union or as provided
746 by the Articles of Incorporation of the respective subsidiary corporation. Election of the
747 board of directors or executive committee of each incorporated entity will be in harmony
748 with the statutory laws applicable to such entity.
749

750 SECTION 3: WALLA WALLA UNIVERSITY

751
752 Walla Walla University is an institution which is wholly operated and controlled by this
753 Union as a religious, educational institution of the Seventh-day Adventist Church. The
754 particular objectives for which this institution is formed are set forth in the Articles of
755 Incorporation of Walla Walla University and include the establishment, maintenance and
756 conduct of a Seventh-day Adventist institution of higher learning, as part of the system of
757 educational institutions established and operated throughout the world by the Seventh-day
758 Adventist Church.
759

760 **ARTICLE 13**
761 **FINANCE**

762
763 SECTION 1: TITHES AND OFFERINGS

764
765 The funds of this Union shall consist of the tithe it receives from the local conferences
766 within its territory and such gifts, endowments, legacies, bequests, devises and other
767 donations as may be made to it.
768

769 SECTION 2: POLICIES

770

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

775
776 SECTION 3: BANK ACCOUNTS

777
778 The funds of this Union shall be safeguarded in harmony with the financial policies of the
779 North American Division of the General Conference of Seventh-day Adventists. Monies
780 shall be deposited, in the name of the North Pacific Union Conference of Seventh-day
781 Adventists, in regular or special accounts, in such banks or savings institutions as the
782 Executive Committee shall designate, and shall be withdrawn only by persons authorized by
783 resolution of the Executive Committee.

784
785 SECTION 4: FINANCIAL STATEMENTS

786
787 This Union shall prepare annually appropriate statements of income and fund balances and
788 shall be responsible for filing financial information directly with the North American
789 Division and the General Conference of Seventh-day Adventists.

790
791 **ARTICLE 14**
792 **BUDGET, SALARY SCALE REVIEW AND AUDIT**

793
794 SECTION 1: BUDGET

795
796 This Union shall prepare an annual budget in harmony with the policies of the North
797 American Division of the General Conference of Seventh-day Adventists.

798
799 SECTION 2: SALARY SCALE AND EMPLOYEE BENEFITS REVIEW

800
801 The Executive Committee shall annually review the salary scale and employee
802 benefits policies for this Union and set the salary scale and employee benefits policies for
803 the subsequent year.

804
805 SECTION 3: INDEPENDENT AUDIT

806
807 All accounting records of this Union shall be audited in conformity with General Conference
808 policy; and the financial records of this Union or any of its subsidiaries, agencies or
809 institutions shall at all times be open to the General Conference Auditing Services.

810
811 **ARTICLE 15**
812 **AMENDMENT, REVISION AND REPEAL**

813
814 The Articles of Incorporation and Bylaws of this Union may be amended, revised and repealed at any
815 duly called constituency meeting by a two-thirds (2/3) vote of the delegates present and voting at any
816 such constituency meeting of this Union; provided, that if it is proposed to amend the Articles of
817 Incorporation and/or Bylaws at any special constituency meeting, notice that an amendment is proposed
818 shall be given in conjunction with the publication of notice for such special constituency meeting. Within
819 sixty (60) days after amendments have been adopted by the delegates at a constituency meeting, the
820 Articles and Bylaws Committee shall edit the language, if necessary, of any adopted amendment(s) to
821 correspond with the literary style of the Articles of Incorporation and Bylaws and have final drafts of the

822 amended documents available for circulation.

823

824

ARTICLE 16

825

PARLIAMENTARY PROCEDURE

826

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

828

829

ARTICLE 17

830

INDEMNIFICATION

831

832 This Union shall indemnify any person, his executor, administrator and heirs, who was or is a party or is
833 threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether
834 civil, criminal, administrative or investigative by reason of the fact that he or she is or was a member of
835 the Executive Committee, officer, employee or agent of this Union, or is or was serving at the request of
836 this Union as a committee member, director, officer or agent of another corporation or association, against
837 expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and
838 reasonably incurred by such person in connection with the action, suit or proceeding if he acted in good
839 faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this
840 Union, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or
841 her conduct was unlawful, except that no indemnification shall be made in respect to any action or suit by
842 or in the right of this Union to which such person shall have been adjudged to be liable for gross
843 negligence or misconduct in the performance of his or her duty to this Union, or any act of self-dealing
844 which may be deemed by law to be against public policy because of intentional misconduct unless and
845 only to the extent that the court in which the action or suit was brought shall determine upon application,
846 that despite the adjudication of liability but in view of all circumstances of the case, the person is fairly
847 and reasonably entitled to indemnity for the expenses, judgments and fines which the court shall deem
848 proper.

849

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

852

853

ARTICLE 18

854

DEFINITIONS

855

856 For the purposes of this document the following definitions apply:

857

858 [Present or Presence: Attendance at a meeting whether in person or by electronic means, unless otherwise](#)
859 [provided in this document.](#)

860

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

863

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

867

868 Officer or Officers: When unmodified, these words refer to both the executive officers and the vice
869 presidents.

870

871 The titles Executive Vice President for Administration and Vice President for Administration may be
872 deemed to be, and equivalent to, Secretary.

873
874 The titles Chief Financial Officer and Vice President for Finance may be deemed to be, and equivalent to,
875 Treasurer.

876
877 The title Vice President for Education may be deemed to be, and equivalent to, Superintendent of
878 Education.

879
880 A complete term of office shall begin as of the date of the election at a regular constituency meeting and
881 shall end as of the date of the election at the next regular constituency meeting. A half term of office will
882 begin or end at a date midway between the beginning and ending dates of a complete term. A partial term
883 of office greater than a half term shall represent a complete term of office.

884
885 Termination for cause: Relating to the removal from an elected or appointed position, or from
886 employment, this term shall include but not be limited to 1) incompetence; 2) persistent failure to
887 cooperate with duly constituted authority in substantive matters and with relevant employment and
888 denominational policies; 3) actions which may be the subject of discipline under the Seventh-day
889 Adventist Church Manual; 4) failure to maintain regular standing as a member of the Seventh-day
890 Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea to a crime.

891

892

ARTICLE 19
DISSOLUTION

893

894

895 This Union may be dissolved only by a two-thirds majority vote of the delegates present and voting at any
896 constituency meeting. In the event of the dissolution of this Union, its remaining assets, if any, shall be
897 distributed to the General Conference of Seventh-day Adventists, a non-profit organization which is
898 operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal
899 Revenue Code. In the event that the above-mentioned General Conference of Seventh-day Adventists
900 should for any reason be unqualified to receive such assets or should not be in existence as of the date of
901 the dissolution of this Union, then in that event all remaining assets, if any, of this Union shall be
902 distributed to the General Conference Corporation of Seventh-day Adventists, a non-profit corporation
903 which is an organization operated exclusively for religious purposes within the meaning of Section
904 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended.