

1 225-20Ga UNION CONFERENCE MODEL CONSTITUTION AND  
2 BYLAWS - POLICY AMENDMENT

3  
4 VOTED, To amend GC D 10, Union Conference Model Constitution and Bylaws, to  
5 read as follows:

6  
7 D 10 Union Conference Model Constitution and Bylaws

8  
9 **CONSTITUTION OF THE \_\_\_\_\_ UNION**  
10 **CONFERENCE OF SEVENTH-DAY ADVENTISTS**

11  
12 **Article I—Name**

13  
14 **The name of this organization shall be the \_\_\_\_\_ Union Conference of**  
15 **Seventh-day Adventists, hereinafter referred to as the union or union conference.**

16  
17 **Article II—Purpose**

18  
19 **The purpose of this union conference is to call all people within its territory to**  
20 **become disciples of Jesus Christ, to proclaim the everlasting gospel embraced by the three**  
21 **angels' messages (Revelation 14:6-12), and to prepare them for Christ's soon return.**

22  
23 **Article III—Relationships**

24  
25 **The \_\_\_\_\_ Union Conference is a member unit of the global Seventh-day**  
26 **Adventist Church and is located in the territory of the \_\_\_\_\_ Division of the General**  
27 **Conference of Seventh-day Adventists. The purposes, policies, and procedures of this union**  
28 **conference shall be in harmony with the working policies ~~policies, actions,~~ and procedures**  
29 **enacted by the ~~Executive Committee~~ executive committee of the \_\_\_\_\_ Division ~~and~~**  
30 **or the General Conference of Seventh-day Adventists. This union conference shall pursue**  
31 **the mission of the Seventh-day Adventist Church in harmony with the Fundamental**  
32 **Beliefs, programs, initiatives, and actions adopted and approved by the General**  
33 **Conference of Seventh-day Adventists at its sessions, and initiatives adopted and approved**  
34 **~~by the General Conference of Seventh-day Adventists in its quinquennial sessions.~~**

35  
36 **Article IV—Geographic Territory**

37  
38 **The territory of this union conference shall consist of \_\_\_\_\_.**

39  
40 **Article V—Membership/Constituency**

41  
42 **The membership/constituency of this union conference shall consist of such local**  
43 **conferences and local missions/fields/sections as have been or shall be organized in any part**  
44 **of the geographic territory under its jurisdiction and formally approved for membership**  
45 **by vote of the delegates at any regular or special union constituency meeting.**

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1 Article VI—Bylaws  
2

3 The members of this union conference, acting in and through a constituency  
4 meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any  
5 provision not inconsistent with the constitution.  
6

7 Article VII—Dissolution and Disposition of Assets  
8

9 This union conference may be dissolved only by a two-thirds (2/3) majority vote of  
10 the delegates present and voting at any constituency meeting.  
11

12 In the event of the dissolution of this union conference and unless otherwise  
13 required by local law, all assets remaining after all claims have been satisfied shall be  
14 transferred to a legal entity authorized by the \_\_\_\_\_ Division of the General  
15 Conference of Seventh-day Adventists.  
16

17 Article VIII—Amendments  
18

19 The bolded text of this constitution and bylaws shall not be amended except to  
20 conform to the union conference model constitution and bylaws when it is amended by  
21 action of the General Conference Executive Committee at an Annual Council. Such  
22 amendments shall be adopted into the union's constitution and bylaws by a simple majority  
23 vote (unless local law requires a higher majority) of delegates present and voting at a union  
24 conference constituency meeting. This union may amend the unbolded text of the  
25 constitution and bylaws from time to time, at a union conference constituency meeting,  
26 provided any such changes are in harmony with the spirit and intent of the model  
27 constitution and bylaws. ~~constitution~~. Such amendments shall require an affirmative vote  
28 of two-thirds (2/3) of the delegates present and voting. ~~The union constituency meeting~~  
29 ~~and/or the union conference executive committee may recommend to the General~~  
30 ~~Conference through the \_\_\_\_\_ Division of the General Conference of Seventh-day~~  
31 ~~Adventists, amendments to the model constitution.~~  
32

33 BYLAWS OF THE \_\_\_\_\_ UNION  
34 CONFERENCE OF SEVENTH-DAY ADVENTISTS  
35

36 Article I—Principal Office  
37

38 The principal office for the transaction of the business of the \_\_\_\_\_ Union  
39 Conference is fixed and located at \_\_\_\_\_, \_\_\_\_\_. In an emergency, the executive  
40 committee may change the location of the principal office on a temporary basis.  
41

42 Article II—Membership/Constituency Meetings

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1  
2           **Sec. 1. Regular Meeting: This union conference shall hold a regular**  
3 **quinquennial ~~constituency meeting~~ membership/constituency meeting\*** **at such time and**  
4 **place as the executive committee of the union conference shall designate. In the event that**  
5 **the union executive committee fails to call a regular constituency meeting within the**  
6 **quinquennial period, the \_\_\_\_\_ Division Executive ~~Committee~~ Committee, or General**  
7 **Conference Executive Committee in the case of unions directly attached to the General**  
8 **Conference, may give notice for such a meeting and designate the time and place. In case**  
9 **regional conditions make it imperative to postpone the calling of the constituency meeting, the**  
10 **union conference executive committee, in a regular or special meeting, shall have authority to**  
11 **make such postponement, not to exceed one year, giving notice to all constituent organizations.**  
12 **In the event that the executive committee exercises its authority to postpone a constituency**  
13 **meeting, it shall also have the authority to set the subsequent regular constituency meeting at**  
14 **such time and place as it shall see fit, not to exceed five calendar years from the date of the**  
15 **postponed constituency meeting.** Notice of the time and place of the meeting of the delegates  
16 representing the members shall be given by:

17  
18           a.       A notice printed in the official publication of the union conference at least  
19 four weeks before the date of the session, or

20  
21           b.       A method approved by the \_\_\_\_\_ Union Conference Executive  
22 Committee, provided all member units receive notice with sufficient time to select delegates.

23  
24           c.       A method approved by the \_\_\_\_\_ Division Executive  
25 Committee, in the event of inaction or failure to call a constituency meeting by  
26 the \_\_\_\_\_ Union Conference Executive Committee.

27  
28           **Sec. 2. Special Meeting: a. The executive committee of this union conference shall**  
29 **call a special constituency meeting when:**

30  
31                   1)       It is voted by the executive committee, or

32  
33                   2)       It is voted by the delegates at any constituency meeting, or

34  
35                   3)       It is requested by \_\_\_\_\_ percent of the executive committees of  
36 **the conferences and missions/fields/sections within the union conference, or**

37  
38                   4)       It is voted by the \_\_\_\_\_ Division Executive Committee or  
39 **the General Conference Executive Committee.**

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\*The membership/constituency meeting is a business meeting of the membership of this union conference. These meetings may also be called membership/constituency sessions.

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1           The date for such a meeting in response to paragraphs 3) and 4) above shall not be  
2 more than 90 days from the date when the actions described in paragraphs 3) and 4) above  
3 are communicated to the officers/executive committee of the union.  
4

5           b.       In the absence of a timely response by the union executive committee  
6 to paragraphs 2) through 4) in Sec. 2. a. above, the \_\_\_\_\_ Division Executive  
7 Committee or General Conference Executive Committee may call a special constituency  
8 meeting of the union conference and designate the time and place for such a meeting.  
9

10          c.       The agenda for special constituency meetings shall be included in the  
11 notice of the meeting.  
12

13          d.       Notice as to the time and place of special constituency meetings shall  
14 be given in the same manner as for regularly scheduled constituency meetings.  
15

16           Sec. 3. Virtual Attendance at Constituency Meetings: Generally, regular and specially  
17 called constituency meetings are to be held in person and onsite. However, delegates when  
18 requested by the executive committee, and if permitted by local law, may participate by means of  
19 an electronic conference or similar communications by which all persons can hear each other at  
20 the same time, and participation by such means shall constitute presence in person and  
21 attendance at such a meeting.  
22

23           ~~Sec. 3.~~ Sec. 4. Chair and Secretary for Constituency Meetings: The president of this  
24 union conference shall serve as chair and the secretary of this union shall serve as secretary  
25 for constituency meetings of this union. ~~meetings.~~ The president may designate other  
26 individuals to assist in chair duties from time to time. In the event that the president's  
27 office is vacant or that the president is unavailable to serve as chair, the constituency  
28 meeting may be called to order by the ranking division officer present. The first item of  
29 business shall be the election of a chair *pro tem*, selected from the delegates present at the  
30 meeting. When the election of a president has been completed, the new president, ~~or re-~~  
31 ~~elected president,~~ if present at the constituency meeting, shall replace the chair *pro tem*.  
32

33           In a similar manner, arrangements may be made for a secretary *pro tem* if the  
34 secretary's office is vacant or the secretary is unavailable to serve at the constituency  
35 meeting. When the election of a secretary has been completed, the new secretary, ~~or re-~~  
36 ~~elected secretary,~~ if present at the constituency meeting, shall replace the secretary *pro tem*.  
37

38           ~~A person who is not reelected at a constituency meeting does not thereby lose~~  
39 ~~delegate status at the current constituency meeting.~~  
40

41           ~~Sec. 4.~~ Sec. 5. Regular Meeting Business: The business of the regular constituency  
42 meeting shall include the election/appointment of personnel for various positions (see ~~Sec.~~

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1 ~~10. and 11.~~ Sec. 11. and 12. below), the receipt of reports from the president, secretary,  
2 treasurer/chief financial officer (report based on audited statements), departmental  
3 directors, and the auditor. The constituency meeting shall endorse/approve/develop plans  
4 for the conduct of the work as are desirable and in harmony with the policies of  
5 the \_\_\_\_\_ Division. ~~the Division.~~

6  
7 ~~Sec. 5.~~ Sec. 6. **Quorum:** At least \_\_\_\_\_ percent of the delegates authorized hereinafter  
8 under ~~Section 1.~~ Sec. 1. of Article III must be present at the opening of any regular or special  
9 constituency meeting to constitute a quorum for the transaction of business. Once the meeting is  
10 declared open, the delegates remaining present shall constitute a quorum.

11  
12 ~~Sec. 6.~~ Sec. 7. **Proxy Voting:** All delegates must be present in person at any  
13 constituency meeting meeting, or participating by electronic means, in order to be eligible to  
14 vote. There shall be no voting by proxy.

15  
16 ~~Sec. 7.~~ Sec. 8. **Voting Rights of the Delegates:** Each delegate appointed to act on behalf  
17 of the members of this union conference shall be entitled to one vote on each question to be  
18 decided by the body. The voting rights of the individual delegates representing the members as  
19 hereinafter provided shall be limited to the particular constituency meeting of the union  
20 conference in which they have been designated to represent a local conference or local  
21 mission/field/section, institution, the Division. ~~Division~~ or the General Conference of Seventh-  
22 day Adventists.

23  
24 ~~Sec. 8.~~ Sec. 9. **Voting:** The voting on matters of business shall normally be by *viva*  
25 *voce*. The chair may call for the vote by other means, including a secret ballot, when it is  
26 deemed advisable or is requested by the membership. Votes cast remotely shall have the  
27 same validity as if the delegates met and voted onsite.

28  
29 ~~Sec. 9.~~ Sec. 10. **Parliamentary Authority:** The parliamentary authority pertaining to all  
30 rules and procedures for constituency meetings not covered by its bylaws shall be based on those  
31 published in the *General Conference Rules of Order*, and any adaptation or supplement approved  
32 by the division executive committee, unless otherwise determined by a two-thirds (2/3) majority  
33 vote of the constituency meeting. ~~The parliamentary authority pertaining to all rules and~~  
34 ~~procedures for constituency meetings not covered by its bylaws shall be based on those~~  
35 ~~published in the *General Conference Rules of Order*, and any adaptation or supplement~~  
36 ~~approved by the division executive committee, unless otherwise determined by a two-thirds~~  
37 ~~(2/3) majority vote of the constituency meeting.~~

38  
39 ~~Sec. 10.~~ Sec. 11. **Election/Appointment and Term of Office:** a. Elections: Union All  
40 union conference officers and members of the executive committee who are not ex officio  
41 members shall be elected by the delegates at a meeting of the union conference  
42 constituency. The election of departmental directors, associate departmental directors,

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1 associate secretaries, or associate treasurers, if not determined by the delegates at the union  
2 conference constituency meeting, shall be referred to the executive committee for  
3 appointment, committee. Other positions to be filled by election may include the chief  
4 administrator(s) and board members of union institutions if and as required by the  
5 governance documents and structure for each entity.

6  
7 **b. Term of Office: Persons elected at the constituency meeting and those**  
8 **appointed by the executive committee normally serve until the next regular constituency**  
9 **meeting. However, their period of service may be shorter due to resignation, voluntary**  
10 **retirement, retirement in situations where a mandatory retirement age policy is in effect, or**  
11 **removal from office, for cause, by the executive committee or a special constituency**  
12 **meeting.**

13  
14 The phrase “for cause” when used in connection with removal from an elected or  
15 appointed position, or from employment, shall include but not be limited to 1) incompetence; 2)  
16 persistent failure to cooperate with duly constituted authority in substantive matters and with  
17 relevant employment and denominational policies; 3) actions which may be the subject of  
18 discipline under the *Seventh-day Adventist Church Manual*; 4) failure to maintain regular  
19 standing as a member of the Seventh-day Adventist Church; 5) theft or embezzlement; or 6)  
20 conviction of or guilty plea for a crime.

21  
22 **Sec. 11, Sec. 12. Election of Local Mission/Field/Section Officers and Term of Office:**  
23 **a. Elections: ~~The presidents, secretaries, and treasurers/~~chief financial officers The**  
24 **president, secretary, and treasurer/chief financial officer of local missions/fields/sections**  
25 **within the territory of this union conference shall be elected by the union constituency**  
26 **meeting ~~conference in regular session~~ or by the union executive committee between**  
27 **constituency meetings, sessions.**

28  
29 **b. Term of Office: Local mission/field/section officers elected at the**  
30 **constituency meeting normally serve until a midterm meeting of the union executive**  
31 **committee, unless they resign, voluntarily retire, retire in situations where a mandatory**  
32 **retirement age policy is in effect, or are removed from office, for cause, by the union**  
33 **conference executive committee or by a special constituency meeting (see definition of “for**  
34 **cause” in Sec. 10, Sec. 11, paragraph b. above).**

35  
36 *(Note: Section 11 above is applicable to union conferences in whose territory there is a*  
37 *local mission/field/section.)*

38  
39 **Article III—Representation at Constituency Meetings**

40  
41 **Sec. 1. Regular Delegates—Each member organization shall be represented at union**  
42 **conference constituency meetings by duly appointed delegates as follows:**



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1           *(Note: Division executive committees may authorize a process whereby the session*  
2 *organizing and nominating committees may be selected and empowered to perform their tasks in*  
3 *advance of the session. The process to select such committees for a session shall involve*  
4 *constituency representation rather than being accomplished by the executive committee alone.*  
5 *Unless a division executive committee has approved other arrangements as described above, the*  
6 *following provisions shall apply for the appointment and functioning of session committees.)*  
7

8           **Prior to each union conference constituency meeting, the executive committee shall**  
9 **provide for such temporary committees as may be necessary to conduct the preliminary**  
10 **work for the session.**  
11

12           To facilitate the business of the session, constituency meeting committees may convene  
13 by means of an electronic conference or similar communications by which all persons  
14 participating can hear each other at the same time. **These committees include: Committees that**  
15 **facilitate the business of the session include:**  
16

17           **Sec. 1. Organizing Committee: a. An organizing committee for each constituency**  
18 **meeting shall be appointed. It shall consist of \_\_\_\_\_ representatives from each local**  
19 **conference or local mission/field/section, \_\_\_\_\_ representatives from the health care**  
20 **system/institution(s) serving the union, one representative from each of the union**  
21 **conference operated institutions, and the president of the \_\_\_\_\_ Division, or his**  
22 **designee, who shall serve as chair.** ~~Organizing Committee: a. An organizing committee for~~  
23 ~~each constituency meeting shall be appointed. It shall consist of \_\_\_\_\_ representatives from each~~  
24 ~~local conference or local mission/field/section, \_\_\_\_\_ representatives from the health care~~  
25 ~~system/institution(s) serving the union, one representative from each of the union conference~~  
26 ~~operated institutions, and the president of the \_\_\_\_\_ Division, or his designee, who shall~~  
27 ~~serve as chair.~~  
28

29           **b. The members of the organizing committee shall be appointed by their**  
30 **respective delegate groups as one of the first items of business at each regularly scheduled**  
31 **constituency meeting.** ~~The members of the organizing committee shall be appointed by their~~  
32 ~~respective delegate groups as the first item of business at each regularly scheduled constituency~~  
33 ~~meeting.~~  
34

35           ~~The organizing committee shall nominate, and~~ **The organizing**  
36 **committee shall nominate, and the constituency shall elect:**  
37

- 38           1)     **A nominating committee**
- 39
- 40           2)     **A constitution and bylaws committee**
- 41
- 42           3)     **Other committees as may be necessary.**





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1 membership shall be in addition to the number detailed above. Any such officers exercising  
2 their voting rights at any one meeting shall not make up more than ten percent of the  
3 committee membership present.

4  
5 *(Note: A union constituency may indicate in its bylaws the minimum percentage of*  
6 *laypersons on the union executive committee.)*

7  
8 **Sec. 2. Delegated Authority:** The executive committee of this union conference,  
9 unless replaced at a special constituency meeting, is delegated the authority to act on behalf  
10 of the constituents between constituency meetings, ~~regular sessions~~, including the authority  
11 to remove for cause (see definition of “for cause” in Article II, ~~Sec. 10.~~ Sec. 11. above),  
12 persons who have been elected at a union constituency meeting, including officers of the  
13 union conference or local missions/fields/sections, directors of departments/services, chief  
14 administrators of institutions, and members of boards and committees whose election or  
15 appointment is a result of a constituency meeting or executive committee meeting action  
16 and to fill, for the remaining portion of the term, any vacancies thus created. The removal  
17 of those named under Article VI, Sec. 1. shall require the affirmative vote of two-thirds  
18 (2/3) of those voting at a union executive committee meeting where a majority of members  
19 is present.

20  
21 **Sec. 3. Administrative Authority:** The executive committee shall have full  
22 administrative authority:

23  
24 a. To fill for the current term any vacancies that may occur by death,  
25 resignation or otherwise, in its boards, committees, departments, or in offices which have been  
26 filled by union conference constituency meeting election. **If a new president is to be elected,**  
27 **the president of the \_\_\_\_\_ Division, or his designee, shall serve as chair of the**  
28 **executive committee.**

29  
30 b. To appoint committees, such as an administrative committee, with their  
31 terms of reference.

32  
33 c. To employ such personnel as may be necessary to execute its work  
34 effectively.

35  
36 d. To grant and withdraw credentials and licenses. The withdrawal of  
37 credentials shall require the consent of two thirds (2/3) of the members of the union conference  
38 executive committee.

39  
40 **Sec. 4. Regular Meetings:** The executive committee may schedule regular meetings at  
41 such times and places as it may select.

42



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1 chair of the executive committee. The secretary shall report to the executive committee of  
2 the union conference after consultation with the president. It shall be the duty of the  
3 secretary to keep the minutes of the union conference constituency meetings and of the  
4 executive committee meetings; to furnish copies of these minutes to all members of the  
5 executive committee and to the division officers. The secretary shall also be responsible for  
6 providing information as may be requested by the president or by the union or division  
7 executive committee; and shall perform such other duties as usually pertain to the office.

8  
9 c. **Treasurer/Chief Financial Officer:** The treasurer/chief financial  
10 officer, associated with the president as an executive officer, shall serve under the direction  
11 of the executive committee. The treasurer/chief financial officer shall report to the  
12 executive committee of the union conference after consultation with the president. The  
13 treasurer/chief financial officer shall be responsible for providing financial leadership to  
14 the organization which will include, but shall not be limited to, receiving, safeguarding, and  
15 disbursing all funds in harmony with the actions of the executive committee, for remitting  
16 all required funds to the division/General Conference in harmony with  
17 the \_\_\_\_\_ Division policy, and for providing financial information to the president  
18 and to the executive committee. The treasurer/chief financial officer shall also be  
19 responsible for furnishing copies of the financial statements to the division officers.  
20 ~~the \_\_\_\_\_ Division officers.~~

21  
22 **Sec. 2. Other Officers:** Other individuals may serve as officers of the union conference,  
23 such as vice president, associate secretary, and associate treasurer.

24  
25 **Article VII—Directors of Departments/Associations/Services**

26  
27 **Sec. 1. Advisory Role:** The directors of departments/associations/services of this  
28 union conference shall work under the direction of the executive committee ~~of the union~~  
29 ~~conference~~ and the president and shall serve in an advisory relationship to the field.

30  
31 **Sec. 2. Departments/Associations/Services Structure:** Union conference departments,  
32 associations, and services shall be organized in harmony with the department/association/service  
33 structure of the General Conference but shall not necessarily duplicate the departments/  
34 associations/services at the division or the General Conference of Seventh-day Adventists.  
35 ~~Departments/ Services Structure: Union conference departments/services shall be organized in~~  
36 ~~harmony with the departmental/service structure of the General Conference but shall not~~  
37 ~~necessarily duplicate the departments/services in the division or the General Conference.~~

38  
39 **Article VIII—Other Organizations**

40  
41 **Sec. 1. Unincorporated Organizations:** The \_\_\_\_\_ Union Conference may carry on  
42 its ministry through unincorporated subsidiary organizations. Constituency meetings of such

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1 organizations shall be held in conjunction with the regularly scheduled constituency meetings of  
2 the union conference.

3  
4 **Sec. 2. Corporations:** The \_\_\_\_\_ Union Conference may form corporate bodies  
5 provided it obtains prior approval of the \_\_\_\_\_ Division. Membership meetings and  
6 elections of boards of directors shall be held as provided by articles and bylaws of the  
7 corporations and in harmony with applicable laws.

8  
9 **Article IX—Finance**

10  
11 **Sec. 1. Tithes and Offerings:** The church funds managed by this union conference  
12 shall consist of such tithes as it shall be assigned by policy and as received from the local  
13 conferences/missions/fields within its territory, and such gifts, legacies, bequests, devises,  
14 appropriations, reverted funds, and other donations as may be made to it.

15  
16 **Sec. 2. Policies:** The portion of the tithes which is reserved for this union conference,  
17 as specified by policy, and all other funds shall be used in harmony with the financial  
18 policies of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists;  
19 and in the case of ~~donations~~ donations, their use shall be in harmony with the specifications  
20 of donors and in compliance with government regulations. Tithes are shared with the division  
21 on fixed percentages as set by the division executive committee, and with the General  
22 Conference on fixed percentages as set by the Annual Council of the General Conference  
23 Executive Committee.

24  
25 **Sec. 3. Bank Accounts:** The funds of this union conference shall be safeguarded in  
26 harmony with the financial policies of the \_\_\_\_\_ Division of the General Conference  
27 of Seventh-day Adventists. Moneys shall be deposited in the name of the \_\_\_\_\_ Union  
28 Conference of Seventh-day Adventists in regular or special accounts in such banks or  
29 savings institutions as the executive committee shall designate and shall be withdrawn only  
30 by persons authorized by resolution of the executive committee.

31  
32 **Sec. 4. Financial Statements:** The \_\_\_\_\_ Union Conference shall regularly  
33 prepare statements of income and fund balances and shall be responsible for the filing of  
34 copies of the annual financial statement with the \_\_\_\_\_ Division and the General  
35 Conference of Seventh-day Adventists and, to the extent required by law, with any branch  
36 of local or national government.

37  
38 **Article X—Budget, Employee Compensation Review, and Financial Audit**

39  
40 **Sec. 1. Budget:** The \_\_\_\_\_ Union Conference shall prepare an annual budget  
41 in harmony with the policies of the \_\_\_\_\_ Division of the General Conference of  
42 Seventh-day Adventists.



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1 such changes are in harmony with the spirit of the Union Conference Model Constitution  
2 and Bylaws, and have been processed through the union conference executive committee.  
3 Notice of any proposed changes to the Bylaws of this union conference shall be given  
4 specifically in conjunction with the publication of notice for the constituency meeting.

5

6 ~~The constituency or the union conference executive committee may recommend to~~  
7 ~~the General Conference through the \_\_\_\_\_ Division of the General Conference of~~  
8 ~~Seventh-day Adventists amendments to the Union Conference Model Bylaws\~~

