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3 **BYLAWS**
4 *of the*
5 **NORTH PACIFIC UNION CONFERENCE OF SEVENTH-DAY ADVENTISTS**
6 *As adopted August 7, 2022*

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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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32 **ARTICLE 1**
33 **NAME**

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

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48 **ARTICLE 2**
49 **PRINCIPAL OFFICE**

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56 The principal office for the transaction of the business of the Union is fixed and located at 5709 North
57 20th Street, Ridgefield, Clark County, State of Washington. The Executive Committee may at any time
58 or from time to time change the location of the principal office from one location to another.

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65 **ARTICLE 3**
66 **PURPOSE**

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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, and community services.
 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.

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107 **ARTICLE 4**
108 **RELATIONSHIPS**

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115 The North Pacific Union Conference of Seventh-day Adventists is part of the North American Division of

the General Conference of Seventh-day Adventists, a world church organization; and all purposes, policies, and procedures of this Union shall be in basic harmony with the working policies and procedures of the North American Division and the General Conference of Seventh-day Adventists. This Union shall pursue the mission of the Church in basic harmony with the doctrines, programs, and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its regular sessions.

ARTICLE 5 TERRITORY

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

ARTICLE 6 ARTICLES AND BYLAWS

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

ARTICLE 7 MEMBERSHIP AND DELEGATES

SECTION 1: MEMBERSHIP

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

SECTION 2: DELEGATES

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

- a. Appointed delegates which shall represent the local conferences within the Union territory. Each local conference shall appoint three (3) delegates without regard to conference membership and one (1) additional delegate for each four hundred (400) church members or major fraction thereof, based on its membership on the last day of the third full calendar quarter preceding the constituency meeting. At least fifty-one percent (51%) of the delegates in this category shall be lay persons as defined in Article 18. Delegates shall be selected in a manner determined by each local conference executive committee unless otherwise specified by the local conference constitution or bylaws
- b. The following ex officio, as defined in Article 18, and other delegates.
 - (1) The individual members of the Executive Committee of this Union.
 - (2) The individual members of the General Conference Executive Committee and the North American Division Executive Committee who may be present at any constituency meeting of this Union. The number of such delegates representing the General Conference of Seventh-day Adventists and/or the North American Division shall not exceed five percent (5%) of the total number of appointed delegates provided for hereinabove in Section 2, Paragraph a. of Article 7.

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- (3) The Vice President for Academic Administration, the Vice President for Financial Administration, the Dean of the School of Theology of Walla Walla University, plus two (2) additional delegates appointed by and representing the faculty and staff of Walla Walla University, and two (2) additional delegates appointed by and representing the students of Walla Walla University. The student delegates shall hold membership in one of the churches within this Union territory.
 - (4) Two (2) employees of Adventist Health, appointed by its governing board. At least one of these individuals shall be the president of a hospital within this Union territory.
 - (5) Two (2) employees of Pacific Press Publishing Association, appointed by its governing board.
 - (6) The members of the Articles and Bylaws Committee and the non-Executive Committee members of the Nominating Committee of this Union.
 - (7) The Directors of all recognized Departments of this Union, as determined by the Executive Committee of this Union.
 - (8) Such other persons as may be appointed by the Executive Committee, including officers of the North Pacific Union Conference Association of Seventh-day Adventists. The total number of delegates from this category shall not exceed five percent (5%) of the total number of appointed delegates provided for hereinabove in Section 2, Paragraph a. of Article 7.

134 SECTION 3: CHURCH MEMBERSHIP REQUIREMENT

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136 All delegates at any constituency meeting shall be members of the Seventh-day Adventist
137 Church in regular standing.
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139 SECTION 4: TIMING OF DELEGATE SELECTION

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141 Appointed delegates shall be selected no later than five months prior to any regular
142 constituency meeting, except for delegates selected to replace previously selected delegates
143 who are unable to serve.
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145 **ARTICLE 8**
146 **CONSTITUENCY MEETINGS**
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148 SECTION 1: REGULAR CONSTITUENCY MEETINGS

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150 This Union shall hold a regular constituency meeting by the end of the calendar year
151 following the year in which the regularly scheduled session of the General Conference of
152 Seventh-day Adventists convenes, at such time and place as the Executive Committee of this
153 Union shall designate.
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155 In the event of exceptional and exigent circumstances, as determined by the Executive
156 Committee, that make it necessary to postpone the calling of the constituency meeting, the
157 Executive Committee, in a regular or special meeting, shall have authority to make such a
158 postponement, not to exceed one year, giving notice to all constituent organizations. In the
159 event that the Executive Committee exercises its authority to postpone a constituency

meeting, it shall also have the authority to set the subsequent regular constituency meeting at such time and place as it shall see fit, not to exceed five calendar years after the adjournment of the postponed constituency meeting.

Notice of the time and place of any constituency meeting shall be given by:

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

SECTION 2: SPECIAL CONSTITUENCY MEETINGS

- a. Special constituency meetings of this Union shall be convened at such time and place as the Executive Committee deems proper, following receipt by the Executive Committee or the Executive Vice President for Administration of this Union of a request for such meeting by any of the following:
 - (1) When a special constituency meeting is requested by the Executive Committee;
 - (2) When, within a six-month period starting upon receipt of the first request, the Executive Committee or the Executive Vice President for Administration receives a written request(s) for a special constituency meeting, for whatever reason, signed by at least twenty percent (20%) of the total delegates named to the immediately prior regular or special constituency meeting;
 - (3) When, within a six-month period starting upon receipt of the first request, the Executive Committee or the Executive Vice President for Administration receives a request for a special constituency meeting, for whatever reason, from at least two (2) local conference executive committees of this Union;
 - (4) When a special constituency meeting is requested by the North American Division Executive Committee (NAD) or the General Conference Executive Committee, and
 - (5) When a special constituency meeting is requested by the delegates at any constituency meeting.
- b. Special constituency meetings shall be convened within one hundred twenty (120) days following the receipt of a request by the Executive Vice President for 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, 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) Meet when called at any time by:
 - a) The President of the North American Division or designee;
 - b) Written request to the President of the North American Division for any reason by twenty-five percent (25%) of the members of the Executive Committee;
 - c) A majority vote of the Executive Committee.
- (2) Review formal officer performance evaluations and recommend names of individuals for the election of the officers of this Union. ~~The nominations~~ [The Nominating Committee report](#) 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;
- (3) Appoint officers to fill vacancies which occur between constituency meetings.

c. If the delegates at a constituency meeting do not approve one or more individuals recommended by the Nominating Committee, the delegates shall at their option (a)

reconvene the Nominating Committee at the constituency meeting to place before the delegates the name or names of alternate recommendations, or (b) direct the Nominating Committee to ~~complete the selection~~ fill any vacancies remaining after the constituency meeting.

SECTION 5: ARTICLES AND BYLAWS COMMITTEE

- a. The purpose of the Articles and Bylaws Committee shall be to review the Articles of Incorporation and Bylaws of this Union and to recommend any amendments or changes therein to the next regular or special constituency meeting.
- b. The membership of the Articles and Bylaws Committee shall consist of the Executive Vice President for Administration of this Union as chair and two (2) members selected by each local conference executive committee, unless otherwise specified by the local conference constitution or bylaws, at least one (1) of which shall be a lay person as defined in Article 18. Any vacancies that may occur shall be filled by the original appointing entity.
- c. At least one (1) year prior to each regular constituency meeting, the Executive Vice President for Administration of this Union shall request the executive committee of each local conference to select individuals to serve on the Articles and Bylaws Committee.
- d. The Executive Vice President for Administration of this Union shall call the first meeting of the Articles and Bylaws Committee at least ten (10) months prior to the regular constituency meeting. The Articles and Bylaws Committee selects its own secretary.
- e. The Articles and Bylaws Committee shall serve as a standing committee until a new Articles and Bylaws Committee is selected.

SECTION 6: AGENDA COMMITTEE

- a. Appointment and Duties. An Agenda Committee shall be appointed by the Executive Committee at least six (6) months prior to any regular constituency meeting. The members of the Agenda Committee shall be the Executive Vice President for Administration of this Union, one (1) pastor and two (2) lay persons as defined in Article 18. The Executive Vice President for Administration of this Union shall be the chair of the committee. The duties of the committee shall be to:
 - (1) Recommend meeting personnel including the chair, recording secretary, parliamentarian, and such other personnel it deems necessary or appropriate;
 - (2) Solicit agenda item proposals at least four (4) months in advance of the meeting from the local conference executive committees and Union institutions, committees, boards and commissions;
 - ~~(3) Review all agenda proposals and prepare the meeting agenda;~~
 - ~~(4) Distribute meeting agenda proposals to the constituent conferences and the Union institutions, committees, boards and commissions not less than three (3) months prior to the meeting with an invitation for written comments, and~~
 - ~~(5) Prepare a statement of the rationale for each proposal, when applicable.~~

- (3) Receive all agenda item proposals submitted pursuant to Section 6, Paragraph a(2), as well as any proposed agenda items requested in writing by at least twenty percent (20%) of the total delegates to the meeting; Distribute all received agenda item proposals to the constituent conferences and the Union institutions, committees, boards and commissions not less than three (3) months prior to the meeting with an invitation for written comments, and
- (4) Prepare and forward to the Executive Committee recommendations for meeting personnel, a proposed meeting agenda with all proposed agenda items, and, when applicable, a statement of the rationale for each agenda item proposal.

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

b. Executive Committee Review. The Agenda Committee's recommendations for meeting personnel and the proposed agenda items shall be reviewed by the Executive Committee, which shall determine the final agenda for the constituency meeting.

Any agenda item requested in writing by at least twenty percent (20%) of the total delegates to the meeting shall be included on the agenda.

Nothing contained in these Bylaws is intended to restrict or limit the consideration of items which are not on the agenda at a regular constituency meeting.

SECTION 7: MEETING ~~BOOKLET~~ MATERIALS

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

- a. The agenda;
- b. The Nominating Committee's recommendations for officers;
- c. A brief summary of the background and content of each proposal. The summary shall be intended to be informative only and shall not be written or presented with the intent to constitute advocacy for or against any proposal;
- d. When applicable, a brief estimate of the fiscal impact of each proposal, prepared by the Chief Financial Officer of this Union. The financial information in the meeting ~~booklet materials~~ shall be intended to be informative only and shall not be written or presented with the intent to constitute advocacy for or against any proposal;

- e. A statement of the rationale for each proposal, when applicable;
- f. A statement concerning the organization and procedures of the constituency meeting and the responsibilities of delegates;
- g. A list of the delegates ~~with a contact address and telephone number and/or e-mail address~~ will be provided with an indication of their status (appointed or ex officio) and the conference, institution, or other entity they represent or with which they are affiliated;
- h. A copy of the Articles of Incorporation and these Bylaws, and any proposed amendments thereto; and
- i. Any additional information the Agenda Committee believes will be useful to the delegates.

SECTION 8: QUORUM

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

SECTION 9: PROXY VOTING

All delegates must be present (as defined in Article 18) in order to be eligible to vote. There shall be no voting by proxy.

SECTION 10: VOTING RIGHTS OF THE DELEGATES

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

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

- a. 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.
- 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 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~~ Ministries, Vice President for Hispanic Ministries of this Union; the ~~e~~Chief ~~e~~Executive ~~e~~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.

(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 in a manner provided by its constitution or bylaws or by its executive committee, if there be no local conference constitutional or bylaws 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.

f. The Secretary and Treasurer of the North Pacific Union Conference Association of Seventh-day Adventists shall ~~each be nonvoting members~~ invitees with voice but no vote of the Executive Committee.

SECTION 3: TERM OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS

a. Local conference treasurers as selected in Section ~~1~~ 2, Paragraph d. of this Article shall serve half terms of office as defined in Article 18. No conference shall be represented by a treasurer or secretary for two (2) consecutive half terms.

b. Executive Committee members selected as specified in Section ~~1~~ 2, 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.

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

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

SECTION 4: 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.

- 538 b. The Executive Committee shall appoint such committees and shall employ such
539 personnel as may be necessary to execute its work effectively.
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541 c. The Executive Committee shall issue or revoke all Union licenses, credentials and
542 commissions.
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544 SECTION 5: OFFICER EVALUATION, DISCIPLINE AND TERMINATION
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- 546 a. The Executive Committee, ~~under the chairmanship of~~ with the President of the North
547 American Division, or designee, as chairperson, less the officers of this Union, shall
548 meet not less than once every half term of office as defined in Article 18 to coincide
549 with the regular constituency meetings specifically to do a formal performance
550 evaluation of the officers. This evaluation is to be reported to the Nominating
551 Committee that is appointed for the next constituency meeting.
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553 b. ~~Written~~ Formal performance evaluations of the officers shall be solicited and collated
554 by the President of the North American Division, or designee, from the following:
555 applicable officers of the North American Division, the Union, and its local
556 conferences, Union department directors, Union Executive Committee, Union
557 associate department directors, and others determined by the Executive Committee.
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559 c. The Executive Committee, as constituted in Paragraph a. of this Section ~~4~~ 5, shall take
560 any action it deems appropriate, at any time, to discipline or terminate an officer for
561 cause.
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563 SECTION 6: MEETINGS
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- 565 a. The Executive Committee may schedule regular meetings subject to adjustment by the
566 executive officers at such times and places as it deems appropriate.
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568 b. Special meetings of the Executive Committee may be called at any time or place, and
569 by whatever means, by the president or, in his absence, by the Executive Vice
570 President for Administration. A special meeting shall also be called by the Executive
571 Vice President for Administration in response to the written request of a majority of
572 the members of the Executive Committee. The notice of special meeting shall specify
573 the main purpose of the meeting. Such meeting may also consider other matters.
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575 c. Generally, regular and special meetings of the Executive Committee shall be held in
576 person and onsite. However, the Executive Committee may convene by means of an
577 electronic conference or similar communications by which all persons can hear each
578 other at the same time and participate in the proceedings. Votes cast by electronic
579 means shall have the same validity as votes cast in person.
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581 SECTION 7: NOTICE OF MEETINGS
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- 583 a. Written notice of the time and place of any Executive Committee meeting shall be
584 given to the members of the Executive Committee not less than ten (10) days prior to
585 the date of such a meeting. Notice may be contained within the minutes of the prior
586 meeting. Notice shall be deemed effective when personally delivered, or deposited in
587 the United States mail, postage prepaid, to the last-known address of the member, or
588 sent by FAX, telegram, e-mail or express mail service.
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590 b. Notice for any meeting of the Executive Committee may be waived by a member
591 either prior to, during, or at any time after the meeting of the Executive Committee.

Such waiver of notice shall be given in written form by personal delivery, United States mail, FAX, telegram, or e-mail, and be filed with the minutes of the meeting for which notice is waived. Any member who attends a meeting in which notice has not been properly given and fails to object thereto, shall be deemed to have waived proper notice.

SECTION 8: QUORUM

A majority of the Executive Committee ~~under the chairmanship of~~ with the ranking executive officer or the President of the North American Division, or designee, as chairperson, shall constitute a quorum.

SECTION 9: DEPARTMENTS/SERVICES

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

SECTION 10: STANDING SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE

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

SECTION 11: EXECUTIVE COMMITTEE ATTENDANCE

- a. Expectation of Attendance: Members of the Executive Committee are expected to attend all regularly scheduled and specially called meetings of the Executive

Committee.

- b. Excused and Unexcused Absences: An absence shall be considered excused when the member notifies the Secretary in advance of the meeting and the reason for absence is illness, family emergency, unavoidable employment or ministry conflict, travel disruption, or other circumstance deemed reasonable by the Secretary. An unexcused absence is failure to attend a duly called meeting without advance notice or absence for reasons not deemed reasonable by the Secretary. The Secretary shall determine whether an absence is excused or unexcused.
- c. Excessive Unexcused Absences: If a member has three (3) consecutive unexcused absences from regularly scheduled meetings or five (5) unexcused absences from regularly scheduled meetings within any rolling twenty-four (24) month period, the Secretary shall review the member's attendance record and shall recommend to the appointing entity that a replacement be named, unless extraordinary circumstances justify continued service.

ARTICLE 10

EXECUTIVE OFFICERS

SECTION 1: EXECUTIVE OFFICERS

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

SECTION 2: PRESIDENT

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

SECTION 3: EXECUTIVE VICE PRESIDENT FOR ADMINISTRATION

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

SECTION 4: CHIEF FINANCIAL OFFICER

The Chief Financial Officer shall work with the other executive officers toward the accomplishment of the mission of the church. It shall be the duty of the Chief Financial

Officer to receive all funds, to disburse them in harmony with the actions of the Executive Committee, and to ~~render~~ produce such financial statements at regular intervals ~~as may be desired by the President of this Union or by the Executive Committee~~ in harmony with North American Division Working Policy. Copies of these financial statements shall be furnished to the officers of the North American Division. Bank accounts approved by the Executive Committee shall be operated by the Chief Financial Officer and/or such other individuals as may be authorized by the Executive Committee, and to perform such other duties as usually pertain to the office.

ARTICLE 11 VICE PRESIDENTS AND DIRECTORS OF DEPARTMENTS/SERVICES

SECTION 1: VICE PRESIDENTS

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

The vice presidents and their areas of responsibilities are:

a. Vice President for Education

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

b. Vice President for Hispanic Ministries

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

c. Vice President for Regional ~~Affairs~~ Ministries

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

SECTION 2: APPOINTMENT AND TERMINATION OF DEPARTMENT DIRECTORS

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

754 **ARTICLE 12**
755 **SUBSIDIARY MINISTRIES**
756

757 SECTION 1: CORPORATIONS AND AGENCIES
758

759 This Union may carry on its ministry through subsidiary and/or affiliated agencies,
760 organizations and institutions that may, where necessary and appropriate, function as
761 unincorporated or incorporated entities. Such subsidiaries and/or affiliated agencies shall be
762 formed only with the approval of the Executive Committee.
763

764 SECTION 2: CONSTITUENCY MEETINGS OF SUBSIDIARIES
765

766 The constituency meetings of ~~incorporated subsidiaries~~ subsidiaries (incorporated or
767 unincorporated) of this Union shall be held in conjunction with the regularly scheduled
768 constituency meetings of this Union or as provided by the Articles of Incorporation of the
769 respective subsidiary corporation. Election of the board of directors or executive committee
770 of each incorporated entity will be in harmony with the statutory laws applicable to such
771 entity.
772

773 ~~SECTION 3: WALLA WALLA UNIVERSITY~~
774

775 ~~—— Walla Walla University is an institution which is wholly operated and controlled by this~~
776 ~~Union as a religious, educational institution of the Seventh-day Adventist Church. The~~
777 ~~particular objectives for which this institution is formed are set forth in the Articles of~~
778 ~~Incorporation of Walla Walla University and include the establishment, maintenance and~~
779 ~~conduct of a Seventh-day Adventist institution of higher learning, as part of the system of~~
780 ~~educational institutions established and operated throughout the world by the Seventh-day~~
781 ~~Adventist Church.~~
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783 **ARTICLE 13**
784 **FINANCE**
785

786 SECTION 1: TITHES AND OFFERINGS
787

788 The funds of this Union shall consist of the tithe it receives from the local conferences
789 within its territory and such gifts, endowments, legacies, bequests, devises and other
790 donations as may be made to it.
791

792 SECTION 2: POLICIES
793

794 The tithe and all other funds shall be used in harmony with the financial policies of the
795 North American Division of the General Conference of Seventh-day Adventists. Other
796 donations shall be used in harmony with the specifications of donors and in compliance with
797 Internal Revenue Service regulations, and other applicable laws.
798

799 SECTION 3: BANK ACCOUNTS
800

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

SECTION 4: FINANCIAL STATEMENTS

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

ARTICLE 14
BUDGET, SALARY SCALE REVIEW AND AUDIT

SECTION 1: BUDGET

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

SECTION 2: SALARY SCALE AND EMPLOYEE BENEFITS REVIEW

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

SECTION 3: INDEPENDENT AUDIT

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

ARTICLE 15
AMENDMENT, REVISION AND REPEAL

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

ARTICLE 16
PARLIAMENTARY PROCEDURE

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

ARTICLE 17
INDEMNIFICATION

This Union shall indemnify any person, his executor, administrator and heirs, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a member of the Executive Committee, officer, employee or agent of this Union, or is or was serving at the request of this Union as a committee member, director, officer or agent of another corporation or association, against

expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding if he acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this Union, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in respect to any action or suit by or in the right of this Union to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to this Union, or any act of self-dealing which may be deemed by law to be against public policy because of intentional misconduct unless and only to the extent that the court in which the action or suit was brought shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses, judgments and fines which the court shall deem proper.

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

ARTICLE 18

DEFINITIONS

For the purposes of this document the following definitions apply:

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

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

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

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

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

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

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

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

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

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ARTICLE 19
DISSOLUTION

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