

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

6 **PREAMBLE**
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8 The North Pacific Union Conference recognizes that these Bylaws are consistent with the Seventh-day
9 Adventist concept of church organization and governance. The fruitage of that concept is a representative
10 and constituency-based system. Its authority is rooted in God and distributed to the whole people of God.
11 It recognizes the committee system. It provides for shared administration rather than a presidential
12 system. It recognizes a linkage of local churches, conferences, unions, the General Conference and its
13 divisions that binds the believers together in a universal fellowship. It assures essential unity of purpose
14 and mission. While the integrity of each entity is recognized, each is seen to be a part of the whole.
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16 **ARTICLE 1**
17 **NAME**
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19 The name of this organization shall be: North Pacific Union Conference of Seventh-day Adventists, a
20 religious nonprofit corporation, hereinafter referred to as the "Union".
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22 **ARTICLE 2**
23 **PRINCIPAL OFFICE**
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25 The principal office for the transaction of the business of the Union is fixed and located at 5709 North
26 20th Street, Ridgefield, Clark County, State of Washington. The Executive Committee may at any time
27 or from time to time change the location of the principal office from one location to another.
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29 **ARTICLE 3**
30 **PURPOSE**
31

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

- 33 1. To facilitate the proclamation of the everlasting gospel of our Lord and Savior, Jesus Christ, in
34 the context of the three angels of Revelation 14: 6-12 to all peoples within its territory, leading
35 them to accept Jesus as personal Savior and to unite with His church, and nurturing them in
36 preparation for His soon return.
37
- 38 2. To facilitate Christian ministries including, but not limited to, pastoral, teaching, evangelism, and
39 health ministries.
40
- 41 3. To facilitate a system of Christian education devoted to the harmonious development of the
42 spiritual, mental, physical, and social powers of mankind.
43
- 44 4. To promote the worldwide mission of the Seventh-day Adventist Church.
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- 46 5. To provide opportunity for the sharing of resources, thus encouraging the accomplishment of the
47 Church's mission throughout the entire territory of the Union.
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49 **ARTICLE 4**
50 **RELATIONSHIPS**
51

52 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 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 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 who may be present at any constituency meeting of this Union. The number of such delegates representing the General Conference of Seventh-day Adventists shall not exceed five percent (5%) of the total number of appointed delegates provided for hereinabove in Section 2, Paragraph a. of Article 7.

- (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.

SECTION 3: CHURCH MEMBERSHIP REQUIREMENT

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

SECTION 4: TIMING OF DELEGATE SELECTION

Appointed delegates shall be selected no later than five months prior to any regular constituency meeting, except for delegates selected to replace previously selected delegates who are unable to serve.

ARTICLE 8

CONSTITUENCY MEETINGS

SECTION 1: REGULAR CONSTITUENCY MEETINGS

This Union shall hold a regular constituency meeting by the end of the calendar year following the year in which the regularly scheduled session of the General Conference of Seventh-day Adventists convenes, at such time and place as the Executive Committee of this Union shall designate.

In the event of exceptional and exigent circumstances, as determined by the Executive Committee, that make it necessary to postpone the calling of the constituency meeting, the Executive Committee, in a regular or special meeting, shall have authority to make such a postponement, not to exceed one year, giving notice to all constituent organizations. In the 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

214 constituency meetings to the extent permitted by the number of weeks available prior
215 to the special constituency meeting.

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217 SECTION 3: VIRTUAL CONSTITUENCY MEETINGS
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219 The Executive Committee may authorize that a regular or specially called constituency
220 meeting convene by means of electronic conference by which all attendees can hear each
221 other at the same time and participate in the proceedings.
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223 SECTION 4: NOMINATING COMMITTEE.
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225 a. The Nominating Committee is a standing committee and shall consist of:

- 226
- 227 1. The President of the North American Division of the General Conference of
228 Seventh-day Adventist, or designee, who will serve as chair;
 - 229 2. The Executive Committee, as constituted in Section 2 of Article 9 of these
230 Bylaws, excluding the Union officers;
 - 231 3. One (1) local church pastor and two (2) lay persons as defined in Article 18 from
232 each of the three (3) largest conferences and one (1) local church pastor and one
233 (1) lay person as defined in Article 18 from each of the other conferences. These
234 additional conference representatives shall be appointed by the executive
235 committee of each local conference within this Union territory at least ninety (90)
236 days prior to each regular constituency meeting and shall serve until a new
237 Nominating Committee is appointed for the next regular constituency meeting, so
238 long as they are members in regular standing in a church of the local conference
239 from which they were appointed. These additional representatives may not serve
240 more than two (2) consecutive full terms without one (1) intervening full term.
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244 b. The Nominating Committee shall:

- 245
- 246 (1) Meet when called at any time by:
 - 247 a) The President of the North American Division or designee;
 - 248 b) Written request to the President of the North American Division for any
249 reason by twenty-five percent (25%) of the members of the Executive
250 Committee;
 - 251 c) A majority vote of the Executive Committee.
 - 252 (2) Review formal officer performance evaluations and recommend names of
253 individuals for the election of the officers of this Union. The nominations
254 shall be sent to all delegates at least one (1) month prior to a regular or special
255 constituency meeting which considers the selection, discipline, or termination
256 of officers;
 - 257 (3) Appoint officers to fill vacancies which occur between constituency meetings.
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265 c. If the delegates at a constituency meeting do not approve one or more individuals
266 recommended by the Nominating Committee, the delegates shall at their option (a)
267 reconvene the Nominating Committee at the constituency meeting to place before the

delegates the name or names of alternate recommendations, or (b) direct the Nominating Committee to complete the selection.

SECTION 5: ARTICLES AND BYLAWS COMMITTEE

- a. The purpose of the Articles and Bylaws Committee shall be to review the Articles of Incorporation and Bylaws of this Union and to recommend any amendments or changes therein to the next regular or special constituency meeting.
- b. The membership of the Articles and Bylaws Committee shall consist of the Executive Vice President for Administration of this Union as chair and two (2) members selected by each local conference executive committee, unless otherwise specified by the local conference constitution or bylaws, at least one (1) of which shall be a lay person as defined in Article 18. Any vacancies that may occur shall be filled by the original appointing entity.
- c. At least one (1) year prior to each regular constituency meeting, the Executive Vice President for Administration of this Union shall request the executive committee of each local conference to select individuals to serve on the 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. 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. The duties of the committee shall be to:
 - (1) Recommend meeting personnel including chair, recording secretary, parliamentarian, and other personnel it deems necessary or appropriate;
 - (2) Solicit agenda 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.

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

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329 SECTION 7: MEETING BOOKLET
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331 Not later than one (1) month prior to any constituency meeting the Agenda Committee shall
332 prepare a meeting booklet and shall send it in physical or digital format to each delegate,
333 each member of the respective local conference executive committees, each Union officer,
334 departmental director, and each member of a permanent Union commission, committee or
335 board. Physical or digital copies of the booklet shall be available for distribution at the
336 Union office to other persons requesting it. The meeting booklet shall contain:

- 337
338 a. The agenda;
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340 b. The Nominating Committee's recommendations for officers;
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342 c. A brief summary of the background and content of each proposal. The summary shall
343 be intended to be informative only and shall not be written or presented with the intent
344 to constitute advocacy for or against any proposal;
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346 d. When applicable, a brief estimate of the fiscal impact of each proposal, prepared by
347 the Chief Financial Officer of this Union. The financial information in the meeting
348 booklet shall be intended to be informative only and shall not be written or presented
349 with the intent to constitute advocacy for or against any proposal;
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351 e. A statement of the rationale for each proposal, when applicable;
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353 f. A statement concerning the organization and procedures of the constituency meeting
354 and the responsibilities of delegates;
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356 g. A list of the delegates with a contact address and telephone number and/or e-mail
357 address will be provided with an indication of their status (appointed or ex officio) and
358 the conference, institution, or other entity they represent or with which they are
359 affiliated;
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361 h. A copy of the Articles of Incorporation and these Bylaws, and any proposed
362 amendments thereto; and
363
364 i. Any additional information the Agenda Committee believes will be useful to the
365 delegates.
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367 SECTION 8: QUORUM
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369 At least fifty-one percent (51%) of the delegates authorized hereinabove under Section 2 of
370 Article 7 of these Bylaws must be present at the opening of any regular or special
371 constituency meeting to constitute a quorum for the transaction of business. Once the
372 constituency meeting is declared open, the delegates remaining present thereafter shall
373 constitute a quorum.
374

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, 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.
- (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 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 of the Executive Committee.

SECTION 3: TERM OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS

- 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.

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

501 SECTION 4: DELEGATED AUTHORITY
502

- 503 a. The Executive Committee is hereby delegated the authority to act on behalf of the
504 constituency between constituency meetings and is given the power to direct and
505 control all of the business and affairs of this Union, consistent with the Articles of
506 Incorporation and these Bylaws. This delegated authority includes, but is not limited
507 to, the power to select, discipline and terminate directors and/or associates, and
508 assistants of departments/services, and committee members, with the exception that
509 the appointive entity shall elect committee members to fill vacancies that may occur in
510 positions that were originally filled by those entities.
511
- 512 b. The Executive Committee shall appoint such committees and shall employ such
513 personnel as may be necessary to execute its work effectively.
514
- 515 c. The Executive Committee shall issue or revoke all Union licenses, credentials and
516 commissions.
517

518 SECTION 5: OFFICER EVALUATION, DISCIPLINE AND TERMINATION
519

- 520 a. The Executive Committee, under the chairmanship of the President of the North
521 American Division, or designee, less the officers of this Union, shall meet not less
522 than once every half term of office as defined in Article 18 to coincide with the regular
523 constituency meetings specifically to do a formal performance evaluation of the
524 officers. This evaluation is to be reported to the Nominating Committee that is
525 appointed for the next constituency meeting.
526
- 527 b. Written evaluations of the officers shall be solicited and collated by the President of
528 the North American Division, or designee, from the following: applicable officers of
529 the North American Division, the Union, and its local conferences, Union department
530 directors, Union associate department directors, and others determined by the
531 Executive Committee.
532
- 533 c. The Executive Committee, as constituted in Paragraph a. of this Section 4, shall take
534 any action it deems appropriate, at any time, to discipline or terminate an officer for
535 cause.
536

537 SECTION 6: MEETINGS

- 538
- 539 a. The Executive Committee may schedule regular meetings subject to adjustment by the
- 540 executive officers at such times and places as it deems appropriate.
- 541
- 542 b. Special meetings of the Executive Committee may be called at any time or place, and
- 543 by whatever means, by the president or, in his absence, by the Executive Vice
- 544 President for Administration. A special meeting shall also be called by the Executive
- 545 Vice President for Administration in response to the written request of a majority of
- 546 the members of the Executive Committee. The notice of special meeting shall specify
- 547 the main purpose of the meeting. Such meeting may also consider other matters.
- 548
- 549 c. Generally, regular and special meetings of the Executive Committee shall be held in
- 550 person and onsite. However, the Executive Committee may convene by means of an
- 551 electronic conference or similar communications by which all persons can hear each
- 552 other at the same time and participate in the proceedings. Votes cast by electronic
- 553 means shall have the same validity as votes cast in person.
- 554

555 SECTION 7: NOTICE OF MEETINGS

- 556
- 557 a. Written notice of the time and place of any Executive Committee meeting shall be
- 558 given to the members of the Executive Committee not less than ten (10) days prior to
- 559 the date of such a meeting. Notice may be contained within the minutes of the prior
- 560 meeting. Notice shall be deemed effective when personally delivered, or deposited in
- 561 the United States mail, postage prepaid, to the last-known address of the member, or
- 562 sent by FAX, telegram, e-mail or express mail service.
- 563
- 564 b. Notice for any meeting of the Executive Committee may be waived by a member
- 565 either prior to, during, or at any time after the meeting of the Executive Committee.
- 566 Such waiver of notice shall be given in written form by personal delivery, United
- 567 States mail, FAX, telegram, or e-mail, and be filed with the minutes of the meeting for
- 568 which notice is waived. Any member who attends a meeting in which notice has not
- 569 been properly given and fails to object thereto, shall be deemed to have waived proper
- 570 notice.
- 571

572 SECTION 8: QUORUM

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574 A majority of the Executive Committee under the chairmanship of the ranking executive

575 officer or the President of the North American Division, or designee, shall constitute a

576 quorum.

577

578 SECTION 9: DEPARTMENTS/SERVICES

- 579
- 580 a. Accountability: Departments/Services of this Union shall work under the direction of
- 581 the Executive Committee of the Union and the President and shall serve in an advisory
- 582 relationship to the field.
- 583
- 584 b. Departments/Services Structure: Union departments/services shall be organized in
- 585 harmony with the departmental/service structure of the General Conference, but shall
- 586 not necessarily duplicate the departments/services in the divisions or the General
- 587 Conference.
- 588

589 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.

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 of any constituency meeting and who, except as otherwise provided in these Bylaws, shall be chairman 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 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 such financial statements at regular intervals as may be desired by the President of this Union or by the Executive Committee. 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

The Vice President for Regional Affairs 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.

ARTICLE 12 SUBSIDIARY MINISTRIES

SECTION 1: CORPORATIONS AND AGENCIES

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

SECTION 2: CONSTITUENCY MEETINGS OF SUBSIDIARIES

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

SECTION 3: WALLA WALLA UNIVERSITY

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

ARTICLE 13 FINANCE

SECTION 1: TITHES AND OFFERINGS

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

SECTION 2: POLICIES

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

SECTION 3: BANK ACCOUNTS

The funds of this Union shall be safeguarded in harmony with the financial policies of the

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

ARTICLE 19

DISSOLUTION

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