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**BYLAWS  
OF  
CENTRAL CALIFORNIA CONFERENCE  
OF SEVENTH-DAY ADVENTISTS  
a California nonprofit religious corporation**

**ARTICLE 1. NAME.**

**1.1.** The name of this corporation is CENTRAL CALIFORNIA CONFERENCE OF SEVENTH-DAY ADVENTISTS.

**ARTICLE 2. PRINCIPAL OFFICE.**

**2.1.** The principal office for the transaction of the activities and affairs of this corporation is fixed and located at 2820 Willow Avenue, Clovis, Fresno County, State of California. In an emergency, the board of directors of this corporation (also referred to in these bylaws as the "Executive Committee") may change the location of the principal office of the corporation on a temporary basis. Any permanent change in the location of the principal office may only be made upon a vote by two-thirds (2/3) of the delegates initially present at a regular or special constituency meeting (as described in Articles 4 and 5 of these bylaws). Any such change of location must be noted by this corporation's executive secretary on these bylaws opposite this article; alternatively, this article may be amended to state the new location.

**ARTICLE 3. GENERAL AND SPECIFIC PURPOSES.**

**3.1. Preamble to Statements of Purposes.** The Seventh-day Adventist denomination ("the church") is a community of faith composed of people who accept Jesus Christ as Savior and Lord and commit their lives and service to Him as head over the church. It is what they are, collectively and corporately, and not an impersonal entity to which they belong. In this community of faith, all are equal, all are one in Christ, bound together in allegiance to Him by the bond of the Holy Spirit. As a collective body, the church belongs equally to all its members; hence each member has a legitimate, inalienable interest in and concern for its effective operation and a God-given responsibility to contribute to the success of its mission.

The church provides an environment and a fellowship within which its members, as members of the body of Christ, can cooperate together for their mutual edification and encouragement, and for the accomplishment of their individual and corporate mission to the world. This ministry includes the present well-being of all people and their reconciliation to Jesus Christ in preparation for His soon return and life eternal.

Applied to the present time, gospel principles concerning the relationship of members to one another and between them and their leaders, make a constitutional, representative form of government most appropriate. In such a form of government, each constituent local congregation delegates to representatives of its choice, in concert with those chosen by its sister local congregations, the task of devising ways and means by which all can work together for their mutual good as units of a larger whole and for their corporate mission to the world.



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- b) Each local congregation that is duly accepted as an organized church shall belong to the sisterhood of churches of the Conference and shall participate fully in all the rights, benefits, privileges, and responsibilities accruing to any and all such local congregations having that status. Each such organized church shall remain an indivisible part of the sisterhood of churches unless dissolved (due to loss of members) by the Conference Executive Committee or expelled (due to disciplinary reasons) in a duly called Conference constituency meeting and in accordance with the policies and procedures of the Seventh-day Adventist denomination.
- c) Each local congregation that is recognized as an organized company of Seventh-day Adventists shall participate fully in all the rights, benefits, privileges, and responsibilities accruing to any and all such local congregations having that status. Such companies shall be recognized as local congregations of the Conference unless disbanded voluntarily or by act of the Conference Executive Committee and in accordance with the policies and procedures of the Seventh-day Adventist denomination.

**4.3. Regular Delegates.** Regular delegates to any regular or special Conference constituency meeting shall be the persons duly selected as delegates by each local congregation and holding membership in the local congregation which has selected them. Each local congregation shall be entitled to one (1) delegate for each fifty (50) members or major fraction thereof, but in no case less than two (2) delegates, based upon the year-end congregation membership of the prior calendar year. Regular delegates shall be chosen and contact information for each regular delegate shall be submitted to the Office of the Executive Secretary at least ninety (90) days prior to any regular constituency meeting or any special constituency meeting for which an Organizing Committee is to be formed; for any other special constituency meeting, they shall be chosen and contact information for each regular delegate shall be submitted to the Office of the Executive Secretary at least forty-five (45) days prior to such constituency meeting.

**4.4. Delegates at Large.** Delegates at large to any regular or special Conference constituency meeting shall be:

- a) Elected officers, the vice president for education, department directors, associate department directors, and associate superintendents of schools of the Conference.
- b) Principals of the junior and senior academies operated by the Conference or its local congregations.
- c) One (1) teacher from, and selected by the faculty of, each elementary school or junior academy and each senior academy operated by the Conference or its local congregations.
- d) Members of the Conference Executive Committee.
- e) Members of the Conference Lay Advisory Council.
- f) Members of the Conference Bylaws Committee.

g) The ~~president officers~~ of the Pacific Union Conference, ~~or the president's representative,~~ plus three (3) additional members of, and chosen by, the Executive Committee of the Pacific Union Conference.

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1 ~~h) Three (3) ethnic directors of the Pacific Union Conference.~~

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3 ~~h)~~ Senior and associate pastors of local congregations.

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5 ~~ij) The president, or president's representative, and vice president for financial~~  
6 ~~administration~~ of Pacific Union College.

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8 ~~jk)~~ Such other persons as may be recommended by the Conference Executive Committee  
9 and accepted by vote of the delegates in session; provided, however, the delegates at  
10 large selected for any constituency meeting under this paragraph shall not exceed three  
11 percent (3%) of the regular delegates initially present at that constituency meeting.  
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15 **ARTICLE 5. CONSTITUENCY MEETINGS.**

16 **5.1. Regular Meetings.** The Conference shall hold a regular constituency meeting in every  
17 fifth calendar year after the adoption of these bylaws. Regular constituency meetings shall be held on  
18 such dates and at such places within the territory of the Conference as the Conference Executive  
19 Committee shall designate. The purposes of such meeting shall be: to receive reports; to elect a  
20 president, an executive secretary, a treasurer, a vice president for ministries, an associate executive  
21 secretary, and any other such officers as deemed necessary by the delegates; to elect such director(s) for  
22 ethnic ministries as deemed necessary by the delegates; to elect members of the Executive Committee  
23 and the Bylaws Committee; and to transact such other business as may come before the meeting.  
24

25 **5.2. Special Meetings.** The Conference Executive Committee shall call a special Conference  
26 constituency meeting at such date and at such place within the territory of the Conference as it deems  
27 proper when one (1) or more of the following conditions exist:  
28

- 29 a) It is deemed necessary by the Executive Committee;
- 30
- 31 b) It is voted by the majority of the delegates present and voting at any regular or special  
32 Conference constituency meeting;
- 33
- 34 c) It is requested by twenty-five percent (25%) of the local congregations acting through  
35 duly held business sessions of each such local congregation; or
- 36
- 37 d) It is requested by the Pacific Union Conference Executive Committee, the North  
38 American Division Executive Committee, or the General Conference Executive  
39 Committee.  
40

41 **5.3. Emergency Reschedule or Change of Venue of Meeting.**

42  
43 ~~a) In cases where the Conference Executive Committee determines emergency~~  
44 ~~circumstances make a regular or special meeting, described in Article 5, impossible or~~  
45 ~~highly impractical (e.g., war, disease, disaster, pandemic, civil disorder, government~~  
46 ~~regulation, threats, or acts of terrorism or similar events), the Conference Executive~~  
47 ~~Committee may change the venue and/or postpone the Constituency Meeting until the~~  
48 ~~circumstances above allow. Any such postponement of a regular session for which~~  
49 ~~election of officers, directors of ethnic ministries, and Executive Committee members is~~  
50 ~~due per Article 5, Paragraph 5.1, shall extend the five-year term of the current officers~~  
51 ~~and other elected personnel until such time as a regular session can be held.~~

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1 b) In the event the Conference Executive Committee postpones an in-person Constituency  
2 Meeting pursuant to this section, the next regular meeting shall be scheduled as soon as  
3 possible, but no longer than twelve (12) months. If an in-person Constituency meeting  
4 cannot be held within twelve (12) months the Conference Executive Committee shall  
5 call a virtual meeting to be conducted by electronic or other remote means. The virtual  
6 meeting shall be set as soon as reasonably practicable with sufficient time to satisfy all  
7 remaining pre-meeting procedures and notices under Article 5. The Conference shall  
8 take reasonable measures to ensure all persons participating can communicate with and  
9 hear each other and participate fully in the meeting. Any action that could be taken at  
10 an in-person meeting may also be taken at the virtual meeting.

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12 c) No emergency reschedule or postponement under this Article 5, Paragraph 5.3, shall  
13 cause a change in the five-year schedule required under Article 5, Paragraph 5.1, for  
14 any subsequent Constituency Meeting unless otherwise approved by the delegates at the  
15 rescheduled or postponed meeting.

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17 **5.43. Notice.** Notice of the time and place of any constituency meeting shall be given as set  
18 forth below. The notice shall state the time and place of the meeting and, in general terms, the matters  
19 to be taken up at the meeting.

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21 a) Notice of the constituency meeting shall be published at least once in the official  
22 journal of the Pacific Union Conference at least two (2) weeks before the date of the  
23 meeting.

24  
25 b) The Conference executive secretary shall distribute to each local congregation: 1) a  
26 copy of the notice of the meeting; 2) a statement of the number of delegates and, if  
27 applicable, members of the Organizing Committee to which the local congregation is  
28 entitled; and 3) instructions for selecting such persons and for informing the  
29 Conference executive secretary of the names and mailing addresses of persons selected.  
30 Such distribution shall be by one of the following methods: (a) by personal delivery to  
31 the church clerk; (b) by United States mail, postage prepaid; or ~~(c) by telephone~~  
32 ~~facsimile machine~~ or (c) by electronic mail or other similarly effective electronic  
33 method. For regular constituency meetings and any special constituency meetings for  
34 which an Organizing Committee is to be formed, this notice shall be given at least one  
35 hundred twenty (120) days before the date of the meeting. For any other special  
36 constituency meeting, this notice shall be given at least sixty (60) days before the  
37 meeting.

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39 c) The Conference executive secretary shall distribute copies of the following to all  
40 delegates: (1) notice of the meeting, (2) the then-current Conference bylaws, (3) an  
41 informative and detailed agenda for the meeting prepared by the Conference Executive  
42 Committee, in consultation with the Conference officers and including any proposed  
43 amendments to these bylaws and/or any proposed amendment to the Conference's  
44 articles of incorporation, (4) any written reports to be presented at the meeting, (5) a  
45 list of the names of members of the Nominating Committee appointed in connection  
46 with the meeting, if a Nominating Committee has been appointed by that time, and (6)  
47 an explanation of any committees to be chosen as well as the methods of transacting the  
48 business of the meeting. These shall be distributed by one of the following methods:  
49 (a) by personal delivery to the delegate; (b) by United States mail, postage prepaid; ~~or~~  
50 ~~(c) by telephone facsimile machine~~ or (c) by electronic mail or other similarly effective  
51 electronic method; provided, however, any of the documents described in this  
52 subsection, other than the notice of the meeting, may be delivered by having the notice

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of the meeting contain: i) instructions for accessing the Conference’s website, where the other documents described in this subsection may be downloaded by delegates; and ii) a telephone number which delegates can call to receive the documents via any one of the other distribution methods provided for in this subsection. These shall be distributed at least forty-five (45) days before any regular constituency meeting or any special constituency meeting for which an Organizing Committee is formed; they shall be distributed at least thirty (30) days before any other special constituency meeting.

d) If, before or during any constituency meeting, sufficient delegates to constitute a quorum sign a written waiver of notice, the transactions of such meeting shall be valid regardless of proper notice.

**5.54. Organizing Committee.** Prior to any regular or, if applicable, special constituency meeting, each local congregation shall choose one (1) of its delegates to the constituency meeting or one (1) of its pastors, plus one (1) additional delegate or one (1) additional pastor of the local congregation for each five hundred (500) members, or major fraction thereof, of the local congregation, to serve on an Organizing Committee. The Organizing Committee shall meet at least seventy-five (75) days before the constituency meeting and shall appoint, on behalf of the delegates to that meeting, a Nominating Committee and such other committees as are deemed necessary by the Organizing Committee; provided, however, no person shall serve on more than two (2) of the following three (3) committees: Organizing, Nominating, and Executive. The chairperson of the Organizing Committee shall be the president of the Pacific Union Conference or the president’s representative. Members of the Organizing Committee may caucus by geographic area or other designations for the purpose of bringing suggestions to the Organizing Committee. ~~The meeting of the Organizing Committee, at the discretion of the chairperson, may be held by videoconference or other electronic means provided all persons participating can communicate with and hear each other and participate fully in the meeting.~~

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**5.65. Nominating Committee.** The Nominating Committee shall consist of twenty-two (22) members, including the Pacific Union Conference president or the president’s designee, who shall act as chairperson. Those chosen as members of the Nominating Committee shall be duly appointed delegates in attendance at the Constituency Meeting and other than the chairperson, the church membership of the members of the Nominating Committee shall be from twenty-one (21) different churches of the Conference. At least sixty percent (60%) of the membership of the Nominating Committee shall not be Regular Employees of the Conference. (As used in these bylaws, the term “Regular Employees” shall refer to persons who are employed by the Conference and work for more than ninety (90) days or in an employment position of the Conference designed to have the employee work for more than ninety (90) days.) The Nominating Committee shall meet and begin its work at least sixty (60) days prior to any constituency meeting at which positions are to be filled by the delegates. Not later than the first meeting of the committee, the Conference administration shall provide the committee with complete job descriptions for any and all positions to be filled at the constituency meeting. ~~When nominating candidates for the executive officers, consideration for diversity is to be valued.~~ The Nominating Committee shall meet in closed session; provided, however, the Nominating Committee shall give delegates to the regular session a reasonable opportunity to appear before it to express their viewpoints. Meetings of the Nominating Committee ~~at the discretion of the chairperson~~ may be held by videoconference ~~telephone or similar communication equipment~~ other electronic means provided all persons, ~~as long as all Committee members,~~ participating ~~can communicate with and hear each other and participate fully in the meeting in the meeting can hear one another.~~ All such Committee members shall be deemed to be present in person at such meeting. At least two (2) weeks before the date of the constituency meeting, the Nominating Committee shall distribute a slate of individuals the Committee has nominated to serve in the positions to be filled by the delegates at that constituency meeting; the slate shall contain only one name for each position to be filled. This slate shall be distributed in cooperation with the Office of the Executive Secretary by one of the following methods: (a) by personal

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1 delivery to the delegate; (b) by United States mail, postage prepaid; ~~or (c) by telephone facsimile~~  
2 ~~machine~~ or ~~(c) by electronic mail or other similarly effective electronic method.~~ The Nominating  
3 Committee shall also submit that slate of persons for approval to the delegates in session at the  
4 constituency meeting. At the constituency meeting, names may not be placed in nomination from the  
5 floor. If the delegates vote to reject one or more nominees, the Nominating Committee shall  
6 immediately go into session to present the delegates, prior to the end of the meeting, with other  
7 nominees in place of those rejected by the delegates (with only one name for each position to be filled  
8 being presented at any one time). If any position to be filled at the constituency meeting is not filled  
9 (either because the delegates have rejected all nominees for the position or a nominee has not yet  
10 accepted his or her office) the task of filling that position or those positions shall be referred to the  
11 Executive Committee.

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13 ~~5.87.~~ **Quorum.** Three hundred (300) delegates present at any constituency meeting shall  
14 constitute a quorum for the transaction of business. Except as otherwise provided in these bylaws, the  
15 transaction of business during the meeting may continue until adjournment once the opening quorum  
16 requirement has been satisfied even if enough delegates withdraw from the meeting to leave less than a  
17 quorum present; provided, however, any action (other than to adjourn) taken after such withdrawal  
18 must be approved by the vote of at least the required majority of delegates necessary to constitute a  
19 quorum.

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21 ~~5.87.~~ **Voting.** Each delegate shall be entitled to cast one (1) vote on each matter submitted to  
22 a vote of the delegates; a delegate may not cumulate votes. All delegates must be present in person at  
23 any constituency meeting in order to be eligible to vote; no delegate may vote by proxy. The  
24 affirmative vote of a majority (unless some other percentage is expressly set forth in these bylaws) of the  
25 delegates voting on any matter shall be the act of the Conference.

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27 ~~5.98.~~ **Rules of Order.** The then-current edition of Robert's Rules of Order shall be the  
28 procedural authority for any constituency meeting, and one of the delegates shall be elected as  
29 parliamentarian at the meeting. However, the Conference's articles of incorporation, these bylaws, the  
30 working policies and procedures of the North American Division, and the tenets and doctrines of the  
31 Seventh-day Adventist denomination shall all take precedence over Robert's Rules of Order, should there  
32 be any conflict.

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34 ~~5.109.~~ **Adjournment.** Any constituency meeting, whether or not a quorum is present, may be  
35 adjourned by the vote of the majority of the delegates present and voting at the time of adjournment.

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## ARTICLE 6. EXECUTIVE COMMITTEE.

43 **6.1. General Corporate Powers.** Subject to the provisions and limitations of the California  
44 Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the  
45 Conference's articles of incorporation or these bylaws (including, but not limited to those powers  
46 expressly reserved to the delegates acting in any Conference constituency meeting), the Conference's  
47 activities and affairs shall be managed, and all corporate powers shall be exercised, between regular or  
48 special Conference constituency meetings, by or under the direction of the board of directors (also  
49 referred to in these bylaws as the "Executive Committee").

50 **6.2. Specific Powers.** Without prejudice to the general powers set forth above, but subject  
51 to the same limitations, the Executive Committee shall have the power to do the following:  
52

- 1 a) The power to appoint members of the Board of Education, members of the Lay Advisory  
2 Council and such other persons as the Executive Committee deems necessary to fulfill  
3 the mission of the Conference.
- 4
- 5 b) The power to employ such ministers, secretaries, teachers, and such other persons as  
6 the Executive Committee deems necessary to fulfill the mission of the Conference.  
7 Pastoral staff will be assigned in accordance with a formula which shall be established  
8 by the Executive Committee.
- 9
- 10 c) The power to borrow money and incur indebtedness on the Conference's behalf and  
11 cause to be executed and delivered for the Conference's purposes, in the Conference's  
12 name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges,  
13 hypothecations, and other evidences of debt and securities.
- 14
- 15 d) The power to fill (for the current term if subject to a term), any vacancies which may  
16 occur by death, resignation, or otherwise, in any Conference boards, committees,  
17 departments (including the Education Department), or offices. Except for a vacancy  
18 created by removal of an Executive Committee member by the delegates at a  
19 Conference constituency meeting, vacancies on the Executive Committee may be filled  
20 by the vote of a majority of the Executive Committee members then in office; provided,  
21 however, if less than a quorum of the Executive Committee remains in office, the  
22 remaining Committee members shall call a special Conference constituency meeting to  
23 fill the vacancies on the committee. If a new Conference president is to be elected  
24 other than at a Conference constituency meeting, open forum meetings shall be held  
25 throughout the Conference territory for the purpose of obtaining the views of members  
26 of local congregations and to select delegates to meet with the Executive Committee for  
27 the purpose of electing the new president. This shall include the right to make motions  
28 and nominations and to vote on such motions and nominations. The Executive  
29 Committee shall determine a procedure and formula for selecting these delegates. As  
30 far as possible, such delegates shall be selected to provide a cross section of Conference  
31 employees and persons who are not Conference employees, gender, the various ethnic  
32 groups represented within Conference local congregations, and the geographic areas  
33 within the Conference territory; provided, however, ethnic representation shall be  
34 considered from the viewpoint of the Conference constituency as a whole without  
35 regard to geographic area within the Conference territory. The president of the Pacific  
36 Union Conference or the president's designee shall serve as chairperson of the  
37 expanded Executive Committee for purposes of such election.
- 38
- 39 e) The power to remove any officer, department director, associate director, associate  
40 superintendent of schools, department staff person, member of any Conference board,  
41 committee, or council, and any employee of the Conference.
- 42
- 43 f) The power to grant and withdraw credentials and licenses.
- 44
- 45 g) The power to establish, merge, or disestablish departments, offices, agencies, positions,  
46 and ancillary services whenever the Executive Committee deems such action to be  
47 necessary to fulfill the mission of the Conference.
- 48
- 49 h) The power to adopt policies, procedures, rules, and regulations applicable to and in  
50 governance of the affairs of the Conference, provided that such do not conflict with the  
51 Conference's articles of incorporation, these bylaws, or with the working policies of the  
52 Pacific Union Conference or the North American Division.

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- i) The power to adopt and use a corporate seal and prescribe and alter the form of the seal.
- j) The power to exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws.

**6.3. Number and Qualifications for Executive Committee Members.** The members of the Executive Committee shall be elected at a regular Conference constituency meeting, for a term which shall extend until the next regular Conference constituency meeting, or until their respective successors are chosen. Members of the Executive Committee whose terms end at a Conference constituency meeting and who are not reelected to the committee at that constituency meeting shall be non-voting invitees to the first meeting of the Executive Committee after that constituency meeting. The Executive Committee shall be comprised of thirty (30) members, including: the Conference president, executive secretary, treasurer, vice president for ministries, associate executive secretary, vice president for education, three (3) directors of ethnic ministries, a Conference school principal, four (4) other persons employed by the Conference, the Lay Advisory Council chairperson, and fifteen (15) persons who are not Regular Employees of the Conference. As far as possible, the members of the Executive Committee shall be selected to provide a cross section of gender, the various ethnic groups represented within Conference local congregations, and the geographic areas within the Conference territory; provided, however, ethnic representation shall be considered from the viewpoint of the Conference constituency as a whole without regard to geographic area within the Conference territory. The Executive Committee shall be chaired by the Conference president, or by the president's designee; provided, however, the Conference executive secretary shall serve as vice-chair of the Executive Committee.

~~**6.4. Limitations on Other Service.** Members of the Executive Committee, other than ex officio members, may not serve on additional, standing Conference committees other than subcommittees of the Executive Committee or as otherwise specifically provided in these bylaws. (As used in these bylaws, "subcommittee of the Executive Committee" means a committee consisting of two or more Executive Committee members and no one who is not an Executive Committee member.)~~

~~**6.45. Meetings.** Regular meetings of the Executive Committee shall be convened not fewer than nine (9) times each calendar year. Special meetings of the Executive Committee may be convened at any time at the call of the president of the Conference. In addition, upon receiving the written request of at least five (5) members of the Executive Committee, the president or the executive secretary of the Conference must convene a special meeting of the Executive Committee, at which meeting the members of the Executive Committee may designate a chairperson *pro tem* should the president or the president's designee be absent. Meetings of the Executive Committee may be held at any place within or outside the Conference territory that the Executive Committee may designate or, if not so designated, at the Conference's principal office. Any meeting of the Executive Committee may be held by conference telephone or similar communication equipment, as long as all Committee members participating in the meeting can hear one another. All such Committee members shall be deemed to be present in person at such meeting.~~

~~**6.56. Notice.** Regular meetings of the Executive Committee may be held without notice at such time and place as the Executive Committee shall fix from time to time. Notice of the time and place of special meetings shall be given to each Committee member by one of the following methods: (a) personal delivery of written notice; (b) United States mail, postage prepaid; (c) by telephone, either directly to the Committee member or to a person at the member's home or office who would reasonably be expected to communicate that notice promptly to the member; ~~or (d) by telephone facsimile machine, (d)~~ or electronic mail ~~or other similarly effective electronic method~~. All such notices shall be given or sent to the Committee member's address or telephone ~~or facsimile machine~~, number or such~~

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1 electronic mail address as shown on the records of the Conference. Notice given by United States mail  
2 shall be deposited in the United States mail at least four (4) business days, before the time set for the  
3 meeting. Notice by any other authorized method shall be at least two (2) business days before the time  
4 set for the meeting. Such notice shall state the time and place of the meeting and, in general terms, the  
5 matters to be taken up at the meeting. If either before or after any meeting, a majority of the members of  
6 the Committee sign a written waiver of notice, or a consent to the holding of a meeting, or an approval  
7 of the minutes thereof, the transactions of such meeting shall be valid regardless of proper notice to the  
8 members.

9  
10 **6.67. Quorum.** A majority of the Executive Committee (sixteen members), including a  
11 minimum of nine (9) members who are not Regular Employees of the Conference, and the chairperson  
12 or the designee of the chairperson shall constitute a quorum for the transaction of business, except to  
13 adjourn. A meeting at which a quorum is initially present may continue to transact business, despite the  
14 withdrawal of enough Executive Committee members to leave less than a quorum, if any action taken or  
15 decision made, after such withdrawal, is approved by the specified majority of the required quorum for  
16 that meeting.

17  
18 **6.78. Attendance.** If any Executive Committee member misses more than three (3)  
19 consecutive meetings, or more than four (4) of the meetings in a calendar year, he/she shall be replaced  
20 by the Executive Committee.

21  
22 **6.89. Discipline, Removal from Office or Termination.**

23  
24 a) The Executive Committee may, by a two-thirds (2/3) vote of its members, discipline,  
25 withdraw the credentials or license of, remove from office or terminate: (1) any person  
26 holding an office which is specifically named in section 8.1 of these bylaws and (2) any  
27 licensed or credentialed minister ~~who is assigned to a local congregation of the~~  
28 ~~Conference or credentialed Bible worker.~~ ~~The Conference Personnel Committee (if~~  
29 ~~established by the Executive Committee,~~ ~~an ad hoc committee (which shall include the~~  
30 ~~Vice President for Personnel and Human Resources or a representative from the Human~~  
31 ~~Resources Department)~~ may recommend to the Executive Committee such actions as  
32 the ~~Personnel Committee ad hoc committee~~ deems appropriate regarding such  
33 discipline, removal from office or termination. Such discipline, removal from office,  
34 termination or recommendation regarding the same shall be done only under the  
35 following circumstances:

- 36  
37 i) Upon a clear showing that a person has been removed from membership by  
38 church discipline pursuant to the tenets and procedures of the Seventh-day  
39 Adventist denomination; or  
40  
41 ii) Upon a clear showing of cause for church discipline as outlined in the then-  
42 current Seventh-day Adventist Church Manual; or  
43  
44 iii) Upon a clear showing of: misconduct in office or position; or of failure to  
45 satisfactorily perform the duties of office or position.

46  
47 b) In any proceeding of the ~~Executive Committee or Personnel Committee, ad hoc~~  
48 ~~committee or the Executive Committee,~~ where action regarding such person's profes-  
49 sional qualifications and/or suitability for continued employment is to be considered,  
50 that person shall have the following rights:

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- 1 i) The right to at least two (2) weeks written notice of the time and location of the  
 2 proceeding ~~and~~ a clear, concise statement of ~~each the~~ possible action to be  
 3 considered, ~~and including~~ the reasons therefor. This notice shall include a  
 4 statement of the person's rights as herein set forth, along with a copy of ~~the~~  
 5 ~~Conference~~ any disciplinary procedure policy ~~applicable to such person~~.
- 6  
 7 ii) The right to be present in any such proceeding. (The decision of the committee  
 8 ~~may shall~~ be made in executive session ~~outside the presence of the subject~~  
 9 ~~employee~~, but no new evidence may be considered nor new issues raised in  
 10 executive session.)
- 11  
 12 iii) The right to question witnesses and/or accusers. (This shall require the  
 13 committee to make reasonable efforts to obtain the attendance of all relevant  
 14 witnesses and/or accusers but shall not require the committee to compel the  
 15 attendance of such witnesses and/or accusers. The failure of any such witness  
 16 and/or accuser to attend any such proceeding shall not, in and of itself,  
 17 constitute a violation of the rights contained herein.)
- 18  
 19 iv) The right to present witnesses and evidence, to be questioned by committee  
 20 members, and to be heard in his/her own defense.
- 21  
 22 ~~v) The right to have the matter referred to a committee of his/her peers for their~~  
 23 ~~report and recommendation before any final action is taken by the Executive~~  
 24 ~~Committee. The committee of peers shall be selected by the Executive~~  
 25 ~~Committee in consultation with the person who is the subject of the possible~~  
 26 ~~action.~~
- 27  
 28 ~~vi) The right to be accompanied at all times by a counselor. (No party or other~~  
 29 ~~entity involved in the proceedings shall be represented or accompanied therein~~  
 30 ~~by legal counsel, though the Executive Committee may consult with legal~~  
 31 ~~counsel during its executive session where a decision is made to obtain advice~~  
 32 ~~on whether its decision complies with applicable law and conference policy.)~~
- 33  
 34 c) The Executive Committee shall adopt an employment policy which implements the  
 35 provisions and guards the rights set forth herein and which endeavors to make such  
 36 proceedings collegial and non-adversarial in nature.

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## ARTICLE 7. COMMITTEES.

7.1. **Creation and Powers of Committees.** The Conference shall have the standing committees listed below in these bylaws. In addition, the Executive Committee may, from time to time, by resolution, create such other *ad hoc* or standing committees, to serve at the pleasure of the Executive Committee, as the Executive Committee deems appropriate. The resolution establishing any such committee shall state the committee's purpose, the committee's size, how committee members are to be appointed, the procedures for the committee, and whether members of the Executive Committee may also be members of the committee. Appointments to any such committee, including those set forth in these bylaws, shall be as set forth in these bylaws or, if no such provision is located in these bylaws, by majority vote of the Executive Committee. Any such committee, including those set forth in these

1 bylaws, shall have the authority expressed herein or to the extent provided in the Executive Committee  
2 resolution, except that no committee may do the following:

- 3
- 4 a) Take final action on any matter that, under law or these bylaws, also requires approval  
5 of the Executive Committee or the constituency of the Conference;
- 6
- 7 b) Create, appoint members to, or fill vacancies on the Executive Committee or any board  
8 or committee of the Executive Committee;
- 9
- 10 c) Establish or fix compensation of Executive Committee members or any member of any  
11 board or committee of the Executive Committee for serving on the Executive Committee  
12 or any board or committee of the Executive Committee;
- 13
- 14 d) Amend or repeal the Conference's articles of incorporation or these bylaws or adopt  
15 new bylaws for the Conference; or
- 16
- 17 e) Amend or repeal any resolution of the Executive Committee.
- 18

19 All such committees, including those set forth in these bylaws, are ultimately subject to the authority of  
20 the Executive Committee.

21  
22 **7.2. Lay Advisory Council.**

- 23
- 24 a) The Lay Advisory Council shall function as an advisory body to the Conference  
25 administration and the Executive Committee and shall also evaluate the efficiency and  
26 cost effectiveness of Conference programs.
- 27
- 28 b) The Lay Advisory Council shall consist of twenty-four (24) members who are not  
29 Regular Employees of the Seventh-day Adventist denomination or any of its entities and,  
30 other than the chairperson and *ex officio* members, who are not members of the  
31 Conference Executive Committee. Each local congregation may choose one (1)  
32 nominee to the Council at the time the local congregation chooses its delegates to a  
33 regular Conference constituency meeting. At its first meeting after the regular  
34 constituency meeting, the Conference Executive Committee shall select the members of  
35 the Council from the list of nominees provided by the local congregations. Members  
36 shall be selected to serve a term which shall extend until the first meeting of the  
37 Executive Committee after the next regular Conference constituency meeting. As far as  
38 possible, the members of the Council shall be selected to provide a cross section of  
39 gender, the various ethnic groups represented within Conference local congregations,  
40 and the geographic areas within the Conference territory; provided, however, ethnic  
41 representation shall be considered from the viewpoint of the Conference constituency as  
42 a whole without regard to geographic area within the Conference territory.
- 43
- 44 c) The Lay Advisory Council shall present such reports at any Conference constituency  
45 meeting or Executive Committee meeting as are deemed necessary or appropriate by the  
46 Council chairperson, the Conference president, or a majority of the Council.
- 47
- 48 d) The Lay Advisory Council shall elect a chairperson, a secretary and such other officers  
49 as it deems appropriate from among its members. The executive secretary of the  
50 Conference shall call the first meeting of the Council and shall preside until a  
51 chairperson is selected. The Conference executive officers are *ex officio* members, but  
52 are not eligible to be officers of the Council.

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- e) The Lay Advisory Council shall meet at the request of the Conference president and/or the Executive Committee, or at the request of a majority of the Council members, but in no case shall the frequency of Council meetings be less than once per calendar year.
- f) A majority of the Lay Advisory Council, including the chairperson, and provided that the majority of the Council members in attendance are non-ex *officio* members, shall constitute a quorum for the transaction of business except to adjourn. Meetings of the Lay Advisory Council may be held by conference telephone or similar communication equipment, as long as all Council members participating in the meeting can hear one another. All such Council members shall be deemed to be present in person at such meeting. Every action taken or decision made by a majority of the Council members present at a duly held meeting at which a quorum is present shall be the act of the Council. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of enough Council members to leave less than a quorum, if any action taken or decision made, after such withdrawal, is approved by the specified majority of the required quorum for that meeting.
- g) The Executive Committee shall replace any non-ex *officio* Lay Advisory Council member after more than two (2) consecutive unexcused absences. Should it become necessary to replace a member of the Council for any reason prior to the end of his or her term, the Council shall recommend a replacement member to the Executive Committee. The recommended person shall be a person nominated by a local congregation at the time of the previous regular Conference constituency meeting; provided, however, the Council may recommend a person not originally nominated by a local congregation if the Council makes a specific finding, recorded in its minutes, that it is necessary to recommend a person not originally nominated by a local congregation in order to carry out the provisions of these bylaws regarding gender, ethnic and geographic diversity on the Council.

**7.3. Board of Education.**

- a) The Conference Board of Education shall pursue the educational goals and objectives established by the delegates at Conference constituency meetings or by the Executive Committee. The mission and operation of the Board of Education shall be in harmony with the working policies of this corporation, the Pacific Union Conference, and the North American Division.
- b) The Board of Education shall consist of twenty-four (24) persons and shall represent a mix of educators, lay persons, pastors and Conference administrators. The Board of Education members shall be appointed by the Conference Executive Committee. The following persons serve as ex officio members: President, Executive Secretary, Treasurer, Vice President for Ministries, Vice President for Education, Associate Superintendents of Education, Vice President for Personnel and Human Resources, Director of Asian Pacific Ministries, Director of Black Ministries, Director of Hispanic Ministries, Principal of Monterey Bay Academy, Principal of a Conference School, a pastor of a congregation of the Conference, and Pacific Union Conference Vice President of Education (or representative). The Board of Education shall also consist of eight (8) other persons who are members of the Conference and not regular employees of the Conference. ~~Each member of the Board of Education shall serve a four (4) year term with approximately one-fourth (1/4) of the Board members appointed by the Executive Committee at its first meeting of each calendar year; provided, however, in~~

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1 ~~the first appointment of members of this Board after the adoption of this provision, the~~  
2 ~~Executive Committee shall appoint the entire Board with approximately one-fourth (1/4)~~  
3 ~~of the Board members being appointed to a four (4) year term, approximately one-fourth~~  
4 ~~(1/4) of the Board members being appointed to a three (3) year term, approximately one-~~  
5 ~~fourth (1/4) of the Board members being appointed to a two (2) year term, and~~  
6 ~~approximately one-fourth (1/4) of the Board members being appointed to a one (1) year~~  
7 ~~term.~~ As far as possible, the members of the Board of Education shall be selected to  
8 provide a cross section of gender, the various ethnic groups represented within  
9 Conference local congregations, and the geographic areas within the Conference  
10 territory; provided, however, ethnic representation shall be considered from the  
11 viewpoint of the Conference constituency as a whole without regard to geographic area  
12 within the Conference territory.

- 13
- 14 c) The Board of Education shall submit such reports to the Executive Committee as the  
15 Executive Committee shall request.
  - 16
  - 17 d) The Conference president or the president's designee shall serve as chairperson of the  
18 Board of Education and the Conference vice president for education shall serve as  
19 secretary.
  - 20
  - 21 e) The Board of Education shall meet as often as it deems necessary to accomplish its tasks.
  - 22
  - 23 f) A majority of the Board of Education, including the chairperson, shall constitute a  
24 quorum for the transaction of business, except to adjourn. Meetings of the Board of  
25 Education may be held by conference telephone or similar communication equipment,  
26 as long as all Board members participating in the meeting can hear one another. All  
27 such Board members shall be deemed to be present in person at such meeting. Every  
28 action taken or decision made by a majority of the Board members present at a duly  
29 held meeting at which a quorum is present shall be the act of the Board of Education. A  
30 meeting at which a quorum is initially present may continue to transact business,  
31 despite the withdrawal of enough Board of Education members to leave less than a  
32 quorum, if any action taken or decision made, after such withdrawal, is approved by the  
33 specified majority of the required quorum for that meeting.
  - 34
  - 35 g) The Executive Committee shall replace any non ex officio Board of Education member  
36 after more than two (2) consecutive unexcused absences.

37  
38 **7.4. Bylaws Committee.**

- 39
- 40 a) The Bylaws Committee shall: review these bylaws in their entirety; determine whether  
41 these bylaws properly reflect current Seventh-day Adventist denominational policies and  
42 the manner in which the Conference functions or should function; provide members of  
43 local Conference congregations with an opportunity to express their viewpoints on  
44 these bylaws to the Committee; and recommend amendments to these bylaws as set  
45 forth below.
- 46
- 47 b) The Bylaws Committee shall consist of eleven (11) members, including the Conference  
48 executive secretary, and at least six (6) of whom are not Regular Employees of the  
49 Conference. Non-ex officio members shall be elected by the delegates at a regular  
50 Conference constituency meeting to serve for a term of five (5) years or until their  
51 successors are elected, whichever is later. Members of the Bylaws Committee may, but  
52 need not be members of the Executive Committee. As far as possible, the members of

1 the Bylaws Committee shall be selected to provide a cross section of gender, the various  
2 ethnic groups represented within Conference local congregations, and the geographic  
3 areas within the Conference territory; provided, however, ethnic representation shall be  
4 considered from the viewpoint of the Conference constituency as a whole without  
5 regard to geographic area within the Conference territory.

- 6
- 7 c) The Bylaws Committee shall submit a report and recommendation regarding these  
8 bylaws to the delegates at the regular Conference constituency meeting following the  
9 constituency meeting at which the Bylaws Committee members were elected.
- 10
- 11 d) The Bylaws Committee shall elect from among its members, a chairperson, a secretary,  
12 and any other officers which it may deem necessary from time to time to help  
13 accomplish its task. The executive secretary of the Conference shall call the first  
14 meeting and shall preside until a chairperson is selected.
- 15
- 16 e) The Bylaws Committee shall meet as often as it deems necessary to accomplish its tasks.
- 17
- 18 f) A majority of the Bylaws Committee, including the chairperson, shall constitute a  
19 quorum for the transaction of business, except to adjourn. Meetings of the Bylaws  
20 Committee may be held by conference telephone or similar communication equipment,  
21 as long as all Committee members participating in the meeting can hear one another.  
22 All such Committee members shall be deemed to be present in person at such meeting.  
23 Every action taken or decision made by a majority of the Bylaws Committee members  
24 present at a duly held meeting at which a quorum is present shall be the act of the  
25 Bylaws Committee. A meeting at which a quorum is initially present may continue to  
26 transact business, despite the withdrawal of enough Bylaws Committee members to  
27 leave less than a quorum, if any action taken or decision made, after such withdrawal, is  
28 approved by the specified majority of the required quorum for that meeting.
- 29
- 30 g) Any Bylaws Committee member who has been absent for three (3) meetings, shall be  
31 replaced by the Executive Committee from a name or list of names submitted by the  
32 Bylaws Committee.
- 33

## 34 **ARTICLE 8. ADMINISTRATION.**

### 35 **8.1. Officers and Department Directors.**

- 36
- 37
- 38
- 39 a) The executive officers of the Conference shall be a president, an executive secretary, a  
40 treasurer, and a vice president for ministries. When selecting the executive officers,  
41 consideration for diversity is to be valued. It is the duty of the executive officers of the  
42 Conference, as more fully set forth elsewhere in these bylaws, in consultation with one  
43 another, to: (1) implement the plans, policies and programs duly voted by the delegates  
44 at a Conference constituency meeting and/or by the Executive Committee; and (2) to  
45 oversee the carrying out of those plans, policies and programs by the other officers,  
46 department directors, and employees of the Conference. (Such plans, policies and  
47 programs shall be in strict compliance with section 3.2 of these bylaws.) The  
48 Conference shall also have an associate executive secretary, ~~and~~ a vice president for  
49 education, ~~and a vice president for personnel and human resources~~ as officers. In addi-  
50 tion, the Executive Committee may appoint ~~such~~ additional officers as it may deem  
51 necessary to fulfill the mission of the Conference; the duties of such additional officers  
52 shall be established by the Executive Committee from time to time.

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b) The department directors of the Conference shall be a director of ~~African-American~~, ~~Asian Pacific~~ ministries, a director of ~~Asian/Pacific Black~~ ministries, and a director of Hispanic ministries (known collectively as “directors of ethnic ministries”). In addition the Executive Committee may appoint such additional department directors, associate department directors, and associate superintendents of schools as may be deemed necessary to fulfill the mission of the Conference. The department directors of the Conference shall work under the direction of the Executive Committee, through the executive officers of the Conference, and shall serve in an advisory relationship to the local congregations and other entities of the Conference.

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**8.2. Election/Appointment and Term of Office.**

~~a)~~ The president, executive secretary, treasurer, vice president for ministries, associate executive secretary and directors of ethnic ministries shall be elected at a regular Conference constituency meeting. They shall take office sixty (60) days after the constituency meeting at which they were elected and the president, executive secretary, treasurer, vice president for ministries, and directors of ethnic ministries shall continue in office until: i) their voluntary retirement or resignation; ii) sixty (60) days after being replaced as such officer at the next regular constituency meeting; or iii) being otherwise removed from office as provided by these bylaws. The associate executive secretary shall serve for a term of approximately two and one-half (2 1/2 ) years, unless removed from office as provided by these bylaws, after which the Executive Committee shall appoint a successor associate executive secretary to serve until sixty (60) days after the next regular constituency meeting, unless removed from office as provided by these bylaws.

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~~b)~~ ~~All other officers, all other department directors and associate department directors, and all associate superintendents of schools shall be appointed by the Executive Committee to serve at the will of the Executive Committee or for such term as the Executive Committee shall specifically appoint.~~

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**8.3. Powers and Duties.**

**8.3.1. President.** The president, who shall be an ordained minister of experience, is the first officer and shall report to the Executive Committee in consultation with the other executive officers of the Conference. The president shall serve in the best interests of the Conference as the delegates to special and regular Conference constituency meetings and as the Executive Committee shall determine. The president shall adhere to the policies of the Pacific Union Conference, the North American Division, and the General Conference, and shall act in close counsel with the officers of the Pacific Union Conference. To that end, the specific powers and duties of the president are:

- a) To preside at all Conference constituency meetings and at all Executive Committee meetings.
- b) To call Conference constituency meetings and meetings of the Executive Committee as herein provided.
- c) To affix the president’s signature to all papers and instruments in writing as may be required; to supervise, subject to the direction of the Executive Committee all of the officers and employees of the Conference; and to exercise the powers



1 and duties usually exercised by a president which are not inconsistent with  
2 these bylaws.

- 3  
4 d) If the president cannot be present at any meeting of the Executive Committee in  
5 which the Conference executive secretary is unable to act in the president's  
6 place or if the president cannot be present at any meeting of the Conference  
7 constituency, the president may designate an officer of the Conference, a  
8 member of the Executive Committee, a member of the Pacific Union  
9 Conference Executive Committee, or a member of the General Conference  
10 Executive Committee to preside in the president's absence; a president *pro tem*  
11 may be chosen at such a meeting should the president's designee also be  
12 absent.
- 13  
14 e) In the event of the death or incapacity of the president, or vacating of office by  
15 the president for any reason, the executive secretary of the Conference shall  
16 serve as interim president until such time as the president can assume the  
17 duties of office or until a new president is elected, or until the Executive  
18 Committee appoints another interim president.

19  
20 **8.3.2. Executive Secretary.** The executive secretary, associated with the president as  
21 a Conference executive officer, shall serve under the direction of the Executive Committee. The  
22 executive secretary shall report to the Executive Committee after consultation with the president. To that  
23 end, the specific powers and duties of the executive secretary are:

- 24  
25 a) To keep a full and complete record of the proceedings of the Executive  
26 Committee and of the Conference constituency meetings.
- 27  
28 b) To serve as vice-chair of the Executive Committee.
- 29  
30 c) To countersign all papers and instruments in writing that may require the  
31 signature of the executive secretary.
- 32  
33 d) To serve and publish all necessary and proper notices. In case of the absence,  
34 inability, refusal, or neglect of the executive secretary to serve or publish any  
35 notice, such notice may be served or published by the associate executive  
36 secretary, the president, or any person authorized by the president or the  
37 Executive Committee.
- 38  
39 e) To do and perform generally all such duties as may pertain to this office and as  
40 may be required by the Executive Committee, provided that such powers and  
41 duties are not inconsistent with these bylaws.

42  
43 **8.3.3. Treasurer.** The treasurer, associated with the president as a Conference  
44 executive officer, shall serve under the direction of the Executive Committee. The treasurer shall report  
45 to the Executive Committee after consultation with the president. The treasurer shall provide financial  
46 leadership to the Conference. The treasurer shall act in harmony with the actions of the Executive  
47 Committee. To that end, the specific powers and duties of the treasurer are:

- 48  
49 a) To keep safely all monies of the Conference which may be deposited with the  
50 treasury from time to time.
- 51

- 1 b) To draw, accept, sign, make, endorse, negotiate, and dispose of all or any bills  
2 of exchange, promissory notes, checks, drafts, and orders for payment of  
3 money.  
4  
5 c) To pay and receive all monies, and to account for them.  
6  
7 d) To remit all required funds to the Pacific Union Conference, the North  
8 American Division and the General Conference in harmony with the North  
9 American Division policy.  
10  
11 e) To discount, or deposit with or transfer to banking concerns, any negotiable  
12 paper, stocks, bonds, and other securities.  
13  
14 f) To countersign the promissory notes of the Conference.  
15  
16 g) To supervise and control the keeping of the accounts and books of the  
17 Conference.  
18  
19 h) To make and file in the principal office of the Conference during each calendar  
20 year, a report in writing, showing the amount and nature of the business done  
21 by the Conference during the preceding calendar year, and to make and submit  
22 such other written reports and statements as may be required by the Executive  
23 Committee, and to provide copies of any reports referred to in this paragraph h)  
24 to the Pacific Union Conference officers.  
25  
26 i) To make a report to the delegates at regular Conference constituency meetings,  
27 which will include a complete disclosure of all cash deposits, investments,  
28 loans and encumbrances of the Conference.  
29  
30 j) To conduct an audit of all financial records of local congregations, elementary  
31 schools and junior academies operated by the Conference or its local  
32 congregations.  
33  
34 k) To do and to perform all such other duties as pertain to the office of treasurer  
35 and as may be required by the Executive Committee, provided that such  
36 powers and duties are not inconsistent with these bylaws. The treasurer may  
37 be required to file a bond for the faithful performance of the treasurer's duties.  
38

39 **8.3.4. Vice President for Ministries.** The vice president for ministries, associated with  
40 the president as a Conference executive officer, shall serve under the direction of the Executive  
41 Committee. The vice president for ministries shall report to the Executive Committee after consultation  
42 with the president. To that end, the specific powers and duties of the vice president for ministries are:  
43

- 44 a) To provide support for the local congregations by fostering research and by  
45 helping the local congregations develop and coordinate plans and programs for  
46 the accomplishment of their mission.  
47  
48 b) To be responsible to the Conference Executive Committee through the office of  
49 the president.  
50  
51 c) To coordinate the plans and activities of the department directors.  
52



1 American Division Executive Committee, and with the General Conference on fixed percentages as set  
2 by the General Conference Executive Committee.

3  
4 **10.4. Bank Accounts.** The funds of the Conference shall be safeguarded in harmony with the  
5 financial policies of the North American Division. Monies shall be deposited in the name of the  
6 Conference in regular or special accounts in such banks, or savings institutions, as the Executive  
7 Committee shall designate and shall be withdrawn only by persons authorized by resolution of the  
8 Executive Committee.

9  
10 **10.5. Financial Statements.** The Conference shall prepare annually appropriate statements of  
11 income and fund balances and shall be responsible for the filing of any financial information directly  
12 with the Pacific Union Conference and the North American Division.

13  
14  
15 **ARTICLE 11. BUDGET, SALARY REVIEW, AND AUDIT.**

16  
17 **11.1. Budget.** The Conference shall prepare an annual budget in harmony with the policies  
18 of the North American Division.

19  
20 **11.2. Compensation Review Committee.** The Executive Committee shall establish a  
21 subcommittee known as a Compensation Review Committee so that it can be fully informed about  
22 compensation practices within the Conference and ensure compliance with policies. This committee  
23 shall meet at least annually. The chairperson shall be a representative from the Pacific Union  
24 Conference of Seventh-day Adventists or a member of the Executive Committee who is not an employee  
25 of the Central California Conference. Meetings of the Compensation Review Committee may be held by  
26 conference telephone or similar communication equipment, as long as all Committee members  
27 participating in the meeting can hear one another. All such Committee members shall be deemed to be  
28 present in person at such meeting.

29  
30 **11.3. Audit.** All accounting records of the Conference shall be audited at least annually by an  
31 auditor designated by the General Conference Auditing Service; and the financial records of the  
32 Conference and any of its subsidiaries, agencies, and institutions shall at all times be open to such  
33 auditor for the purpose of that audit.

34  
35 **11.4. Inspection of Records.** Any member(s) in regular standing of a local congregation shall  
36 have the right to inspect the complete books of account of the Conference at any reasonable time or  
37 place, provided the following conditions are met:

- 38  
39 a) Each such member is acting pursuant to specific, written approval for such inspection,  
40 granted by that member's local congregation during a duly called and held business  
41 session;
- 42  
43 b) The inspection is to be made solely for the purpose of recommending to the Executive  
44 Committee actions to be taken by that Committee; and
- 45  
46 c) The inspection shall not include any information regarding specific gifts or donations to  
47 the Conference by any person or any other matter which is required to be kept  
48 confidential by law or the working policies of the Pacific Union Conference or North  
49 American Division.

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3 **ARTICLE 12. INDEMNIFICATION.**

4 **12.1. Right of Indemnity.** To the fullest extent permitted by law, the Conference shall  
5 indemnify its directors, officers, employees, board members, committee members, and other persons  
6 described in Section 9246(a) of the California Corporations Code, including persons formerly occupying  
7 any such position, against all expenses, judgments, fines, settlements, and other amounts actually and  
8 reasonably incurred by them in connection with any "proceeding," as that term is used in that Section,  
9 and including an action by or in the right of the Conference, by reason of the fact that the person is or  
10 was a person described in that Section. "Expenses," as used in this Article, shall have the same meaning  
11 as in Section 9246(a) of the California Corporations Code.

12 **12.2. Approval of Indemnity.** A person seeking indemnification from the Conference  
13 pursuant to this Article shall do so by written request to the Executive Committee. Upon receiving such  
14 request, the Executive Committee shall promptly determine under Section 9246(e) of the California  
15 Corporations Code, whether the applicable standard of conduct set forth in Section 9246(b) or 9246(c)  
16 has been met and, if so, and only if so, the Executive Committee shall authorize indemnification. If the  
17 Executive Committee cannot authorize indemnification because the number of Committee members  
18 who are parties to the proceeding with respect to which indemnification is sought prevents the formation  
19 of a quorum of the Committee by members who are not parties to that proceeding, the Executive  
20 Committee may promptly call a special constituency meeting. At that meeting, the delegates shall  
21 determine under Section 9246(e) of the California Corporations Code whether the applicable standard of  
22 conduct set forth in Section 9246(b) or 9246(c) has been met and, if so, and only if so, the delegates  
23 present at the meeting shall authorize indemnification.  
24

25 **12.3. Advancement of Expenses.** To the fullest extent that would be permitted by law, and  
26 except as otherwise determined by the Executive Committee in a specific instance, expenses incurred by  
27 a person seeking indemnification under this Article in defending any proceeding covered by this Article  
28 shall be advanced by the Conference before final disposition of the proceeding, on receipt of the  
29 Conference of an undertaking by or on behalf of that person that the advance will be repaid unless it is  
30 timely determined that the person is entitled to be indemnified by the Conference for those expenses.  
31  
32

33 **ARTICLE 13. AMENDMENT OF BYLAWS.**

34 **13.1.** These bylaws may be amended or repealed, and other bylaws may be enacted,  
35 amended, or repealed, at any regular or special Conference constituency meeting by a vote of two-thirds  
36 (2/3) of the delegates present at the time of the vote, provided that at least two hundred (200) delegates  
37 are then present. Bylaws so enacted may embrace any provision consistent with the Conference's  
38 articles of incorporation, the tenets and policies of the Seventh-day Adventist denomination, and law.  
39 The delegates may, by the vote of the majority of the delegates initially present at such meeting, delegate  
40 to the Conference Bylaws Committee the authority to draft the specific language to be used in the bylaws  
41 to carry out the conceptual enactment or amendment so voted, subject to the approval of the Conference  
42 Executive Committee.  
43  
44

45 **ARTICLE 14. CONSTRUCTION.**

46 **14.1.** Unless the context requires otherwise, and subject to the provisions of section 3.2 of  
47 these bylaws, the general provisions, rules of construction, and definitions in the California Nonprofit  
48 Corporation Law shall govern the construction of these bylaws.  
49  
50