

# PROPOSED BYLAWS CHANGES & RATIONALE

The bylaws section of the agenda items contains the SCC bylaws with the proposed changes inserted into the text. Additions proposed to the bylaws text are shown by **red type**. Deletions proposed are shown in **red type with ~~strikeout~~**. In this summary and rationale below of the proposed changes, additions proposed are shown by **blue underline type**. Deletions proposed are shown in **red type with ~~strikeout~~**.

## Article 2. Conference Constituency: Section 2.2

**2.2 Regular Delegates.** Regular delegates shall consist of the delegates from the churches, each church being entitled to a minimum of one (1) delegate, plus one (1) additional delegate for each seventy-five (75) members or major fraction thereof. (No delegates will be elected for the 'conference church.') If, using this formula, the number of regular delegates will exceed one thousand (1,000), then prior to the election of regular delegates, the executive committee shall increase the number seventy-five (75) in the preceding sentence to that

largest whole, ~~even~~ number that will cause the number of regular delegates not to exceed one thousand (1,000). Delegates shall be elected as outlined in the Church Manual.

**Rationale:** To clarify...

- that the “conference church,” which is not an actual congregation, does not elect delegates.
- the process that will be used to keep the delegate number below 1,000.

## Article 3. Pre-Session Procedures: Section 3.3.4

**3.3.4 Session Report Town Halls.** No later than three (3) weeks prior to the regular session the Conference executive officers shall conduct town halls for regular delegates, delegates at large and other church members for consideration and discussion of the session agenda items. The town halls shall be scheduled at various times, dates and places throughout the geographical area of the Conference so as to facilitate optimum attendance by persons described above. Town halls may be held virtually by video conference or similar

communication technology, so long as those participating can hear and communicate with one another. No later than six (6) weeks prior to the regular session the Conference shall give written notice of the date, time and place of the town halls to each church pastor and regular delegate and delegate at large in accordance with the terms of paragraph 12.19 herein.

**Rationale:** To clarify that virtual town halls may be permitted.

## Article 4. Constituency Session. Sections 4.5.1 & 4.5.2

**4.5.1 Quorum.** A quorum shall be established at the beginning of a duly called or held session, set at sixty percent (60%) of the regular elected delegates, rounded up to the nearest whole number. With the exceptions described below, where there is no quorum, no business shall be transacted, and the only motion that the chair shall entertain is a motion to adjourn.

**4.5.2 Exceptions to Quorum Requirements.** After the start of a duly called or held meeting, if the withdrawal

of regular delegates leaves those remaining at less than what is required for a quorum, transactions until adjournment may still be done if more than 30 percent (30%) of the regular elected delegates at the start of the meeting are still present.

**Rationale:** To clarify that the quorum is established by “regular” delegates, which are understood to be “elected delegates,” not delegates at large.

## Executive Committee Article 5.3 & 5.6.1

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**5.3 Qualifications.** Any person nominated and elected to serve as a member of the executive committee shall be or shall become a member of a constituent church and shall remain a member in good standing during his/her term of office. Any member who is absent from a duly called meeting of the executive committee three (3) times in one (1) year or eight (8) times during his/her term of office shall cease to be qualified to serve as a member but might be re-elected by the executive committee upon a showing of good cause. At least five (5) of all non-administrative members ~~shall~~ should, if

**5.6.1 Regular Meetings.** At least four (4) regular meetings shall be held each calendar year at the principal office of this Conference, or other locations specified in the notice, at stated times determined by the executive committee. Meetings may be held

possible, be re-elected at each session. Each member is expected to have the ability to receive e-mail and other electronic communications and have regular access to the Internet.

**Rationale:** To aide with continuity on the executive committee, it is necessary to have some former members continue into the new quinquennium. However, the word “shall” and “if possible” are contradictory. The word “should” continues the emphasis on this important continuation and yet allows “freedom” to the committee to choose.

virtually by video conference or similar communication technology, so long as those participating can hear and communicate with one another.

**Rationale:** To clarify that virtual executive committee meetings may be permitted.

## Article 6. Officers. 6.2.6

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**6.2.6 Region Directors.** The qualifications, election and term of office of the region directors shall be as set forth in the “Region Structure Proposal of May 19, 1996” as subsequently amended ~~revised September 30, 2003~~. The duties of the region directors of this

Conference shall be as follows:

**Rationale:** To be recognized the most recent Region Structure document without amending the bylaws because of each new revision.

## Article 8. Committees. Bylaws Committee

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**Rationale:** The bylaws committee, as constituted in the 2019 bylaws, has no real authority according to a plain reading of the bylaws language. As presently written, the bylaws committee reviews the articles and bylaws of the Conference, receives proposals for amendments, and issues a report. That is all the bylaws committee is to do. The bylaws committee has no power to evaluate or to pass judgement upon the wisdom of any proposed bylaw or article amendment, no ability to propose such amendments as may seem to the bylaws committee members to be necessary or prudent, and no gatekeeping responsibilities to the Conference or the Church. As currently written, the Bylaws committee receives proposals and issues a report.

Therefore, if the bylaws committee was to remain a part of the Southern California Conference and was to have some meaningful function in the Conference worthy of the time and mental investment asked of its members, then it appeared that the bylaws committee section of the bylaws needed an overhaul. Thus, the extensive changes to Article 8 that appear in your materials. As proposed to you, and set forth in Article 8, the bylaws committee now has real work to do and the authority to do it.

**8.1.1 Purpose and Organization.** The bylaws committee shall be composed of ten (10) members, (two (2) members from each region within the Conference). It shall review the articles of incorporation and bylaws to determine their continued relevance and appropriateness. No later than three (3) years following the session during which this committee was elected, the president shall call committee members together for the initial meeting of this committee. The president shall preside over the initial meeting of the committee solely for the purpose of overseeing the committee's election of its chair and a committee secretary. The Conference executive secretary shall serve as a nonvoting invitee of the committee.

**8.1.2 Proposals for Amendments.** The bylaws committee shall announce at least twelve (12) weeks prior to a regular session a time and place for submitting written proposals for and consideration for amendments. Such announcement shall be by written notice to (i) the pastors, (ii) delegates, and (iii) the first

**8.1.1 Purpose.** The bylaws committee shall review the current articles of incorporation and bylaws to determine their continued relevance and appropriateness and recommend amendments. Additionally, the bylaws committee shall review proposals to amend the current articles of incorporation and bylaws. Such proposals may revise the language and effect, in whole or in part, of any articles and bylaws. The articles and bylaws may be amended by a 2/3 vote

**8.1.2 Composition and Organization.** The bylaws committee shall be composed of two (2) members from each region, as elected during regular session (see Section 3.2.2). The bylaws committee shall be dissolved upon the adjournment of the regular session that elects its successor committee.

The executive secretary shall serve as a nonvoting invitee member of the bylaws committee. Not later than three (3) years twelve (12) months following a regular session, the president shall call and preside over an initial meeting of the bylaws committee solely

elders. A church may submit proposed amendments to the bylaws that have been approved by either a majority of its (i) delegates, (ii) church board, or (iii) the church in business meeting. All proposals submitted for review and consideration for amendments shall be in writing. Written proposals for consideration for amendments by this committee shall be delivered only to the committee chair or Conference executive secretary. Written proposals for consideration for amendments may be delivered by hand, by e-mail, facsimile or by U.S. mail. All proposals regardless of method of delivery must be received by the bylaws committee chair or Conference executive secretary at least one (1) week prior to the meeting of the committee where such proposal shall be presented. The proposal shall include indicated changes with a justification for such proposal.

**8.1.3 Report of Proposed Amendments to the Executive Committee.** The bylaws committee report to the executive committee shall be submitted as provided on article 3.3.2-

of the delegates present at a regular session and/or special session of this Conference.

**Rationale:** The committee will review the articles and bylaws for continued relevance and may recommend amendments thereto. The bylaws committee shall review proposals to amend either the articles or the bylaws. In addition, the SCC bylaws must be amended only by a 2/3 vote of the delegates present. (Previously, in article 12.2 it was by the majority vote.)

for the purpose of overseeing the bylaws committee's election of its chair and a secretary, both from within its voting membership.

**Rationale:** Clarifies several items: 1) when the committee is dissolved; 2) that the executive secretary is a member of the committee (although not able to vote); 3) changed the organizing of the committee from 3 years (36 months) to 12 months; 4) makes it clear that the chair will be chosen from within the elected members.

**8.1.3 Amendment Proposals.** The bylaws committee shall receive proposals for amendments to the bylaws only from sources listed in Section 8.1.4. The bylaws committee shall act on such proposals, which may include acceptance, modification, and/or rejection of such proposals. The bylaws committee may choose to engage in dialogue with the submitter regarding any aspect of the submission, at the sole discretion of the bylaws committee.

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**8.1.4 Amendment Proposal Sources.** The bylaws committee shall consider proposals from the following:

**8.1.4.1 Church.** Proposals referred by a church and submitted to the bylaws committee from (i) the church board, (ii) the church in business meeting or (iii) the local church delegation to the session shall be considered.

**8.1.4.2 Region Committee.** Proposals referred by a region committee and submitted by the region committee chair to the bylaws committee shall be

**Rationale:** To clarify the authority of the bylaws committee receiving bylaw proposals. The bylaws committee shall evaluate and act upon such proposals by accepting, modifying or outright rejecting amendment proposals that the committee receives, which would include proposals made by bylaws committee members themselves. The committee may, but is not required to, engage with dialogue with any amendment proposal source as part of its activities.

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considered.

**8.1.4.3 Bylaws Committee Members.** Proposals submitted by current members of the bylaws committee shall be considered.

**Rationale:** To clarify the process for submitting amendments to the bylaws of the Conference, which we found to be vague, and to broaden sources to include the region committee and empower the bylaws committee itself to also submit amendments.

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**8.1.5 Amendment Proposal Submission Announcement and Timeline.** The bylaws committee shall announce at least fourteen (14) weeks prior to a duly noticed regular session a deadline for the entities listed in Section 8.1.4 to submit proposals for amendments to the bylaws. Such announcement shall be by written notice to (i)

each church pastor, (ii) each church first elder and (iii) each regular session delegate. The specified deadline shall be no later than twelve (12) weeks prior to the duly noticed regular session.

**Rationale:** Extended announcement for submissions of amendments by two weeks.

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**8.1.6 Amendment Proposal Submission Requirements.** All amendment proposals submitted to the bylaws committee shall be delivered in writing, and only to the bylaws committee chair or executive secretary. Delivery may be by hand, email, facsimile, or U.S. Mail. All proposals must be received by the submission deadline specified in Section 8.1.5. Each proposal shall include the specific changes proposed to the bylaws, along with

the justification for the changes.

**8.1.7 Report to the Constituency.** The bylaws committee shall produce a report to the constituency of recommended amendments submitted in conformance with Section 8.1.3. A copy of this report will be delivered to the executive committee in conformance with Section 3.3.2.

**Rationale:** Clarify submission of report.

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**8.3.4 Committees Lay Membership.** For any committee requiring lay persons membership, a constituent church may submit any number of lay persons nominees to their respective region director [to submit to the executive committee members of their region](#) for consideration.

**Rationale:** To identify that the names given to the region director are to be submitted to the “region members of the executive committee” to become part of a pool of names that can be considered for committee members of various conference committees that are formed by the executive committee.

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## Article 12. General Provisions

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**12.1 Parliamentary Rules.** The usual parliamentary rules as laid down in the current edition of *Robert's Rules of Order, Newly Revised* [General Conference Rules of Order](#) shall govern all deliberations at constituency sessions, executive committee meetings and meetings of all committees of this Conference when not in conflict with these bylaws. [Whenever those rules do not cover a procedure, Robert's Rules of Order, Newly Revised shall govern.](#)

**Rationale:** This Conference has used *Robert's Rules of Order, Revised* as its guide to parliamentary process. Some time ago, the denomination promulgated the *General Conference Rules of Order*, which is a simplified version of Robert's and is now widely used across the denomination. Article 12 of the bylaws has been revised to choose the *General Conference Rules of Order*.

**12.7 ~~Amendments; Dissolution.~~** ~~These bylaws may be amended by the majority vote of the delegates present at a regular or special session of this Conference.~~ This Conference may be dissolved by a three-fourth (3/4) vote of the delegates present and voting at a regular or special session of this Conference, provided notice of the proposal to dissolve shall be given in the call for the

session.

**Rationale:** This article is now only about the dissolution of the Conference. The part about the amending the bylaws by a “majority vote” is moved to Article 8, where the bylaws are discussed, and the suggestion is for these amendments be approved by a 2/3rds vote.