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BYLAWS
OF THE
SOUTHERN CALIFORNIA CONFERENCE
OF SEVENTH-DAY ADVENTISTS

Presented for Approval at the
66th Constituency Session on
September 29, 2024

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198 **SOUTHERN CALIFORNIA CONFERENCE OF SEVENTH-DAY ADVENTISTS**
199 **a California nonprofit religious corporation**

200 **BYLAWS**
201 (September 29, 2024)

202 **ARTICLE 1. NAME; PURPOSE; TERRITORY; PRINCIPAL OFFICE**

203 **1.1 Name.** The name of this corporation is the Southern California Conference of Seventh-
204 day Adventists. All references in these bylaws to “the Conference” or “this Conference,” except where
205 specifically designated otherwise, shall mean the Southern California Conference of Seventh-day
206 Adventists, a California nonprofit religious corporation.

207 **1.2 Purpose.** The objective of this Conference is to teach the everlasting Gospel of our Lord
208 and Savior Jesus Christ and the Commandments of God throughout its territory and throughout the world.
209 The Conference is a nonprofit religious corporation and is not organized for the private gain of any
210 person. It is organized under the California Nonprofit Religious Corporation Law exclusively for religious
211 purposes. The Conference is organized exclusively for religious purposes within the meaning of Section
212 501(c)(3) of the Internal Revenue Code of 1986 or as amended thereafter. Notwithstanding any other
213 provision of the articles of incorporation, the Conference shall not, except to an insubstantial degree,
214 engage in any activities or exercise any powers that are not in furtherance of the purposes of the
215 Conference, and the Conference shall not carry on any other activities not permitted to be carried on
216 (1) by a corporation exempt from federal income taxes under Section 501(c)(3) of the Code; or (2) by a
217 corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

218 **1.3 Territory.** The territory of this Conference shall consist of Los Angeles County, Ventura
219 County and portions of Kern and Santa Barbara Counties, and such other territory as may hereafter come
220 under its supervision.

221 **1.4 Principal Office.** The principal office of this Conference is located at 1535 East Chevy
222 Chase Drive, City of Glendale, County of Los Angeles, California.

223 **ARTICLE 2. CONFERENCE CONSTITUENCY**

224 **2.1 Membership and Constituents.** Conference membership shall consist of such
225 churches as have been or shall be organized in accordance with the published policies of the General
226 Conference and the Pacific Union Conference. All regular delegates to constituency sessions shall be
227 elected from within the Conference membership. Together, the regular delegates and delegates at large
228 shall comprise the Conference constituency. The Conference has no members within the meaning of the
229 California Nonprofit Religious Corporation Law.

230 **2.2 Regular Delegates.** Regular delegates shall consist of the delegates from the churches,
231 each church being entitled to a minimum of one (1) delegate, plus one (1) additional delegate for each
232 seventy-five (75) members or major fraction thereof. (No delegates will be elected for the ‘conference
233 church.’) If, using this formula, the number of regular delegates will exceed one thousand (1,000), then
234 prior to the election of regular delegates, the executive committee shall increase the number seventy-five
235 (75) in the preceding sentence to that largest whole=~~over~~ number that will cause the number of regular
236 delegates not to exceed one thousand (1,000). Delegates shall be elected as outlined in the Church
237 Manual.

238 **2.2.1 Election of Regular Delegates.** Prior to each session the president and
239 executive secretary with the advice and consent of the executive committee, shall initiate and
240 administer procedures for the election of regular delegates. Each church shall elect its delegates
241 in compliance with the Church Manual at a business meeting of the church and provide the
242 information required under Section 2.2.2 not later than sixteen (16) weeks prior to the session.

243 **2.2.2 Election of Delegation Chair and Pre-Session Committee Member.** These
244 delegates shall elect a delegation chair and, for a regular session, a pre-session committee
245 member. Positions of delegation chair and pre-session committee member shall be filled by
246 either a regular delegate or a delegate at large. The pastor, or first elder shall immediately convey
247 to the executive secretary the roster of the church delegation, including an e-mail address for
248 each delegate (except as provided in Section 12.19.2), indicating the delegation chair and the
249 pre-session committee member.

250 **2.2.3 Duties of Delegation Chair.** The delegation chair shall assist the church pastor
251 to encourage active participation of delegates during the session, explain procedures to
252 delegates, answer questions of delegates, and provide other assistance as required or requested
253 by the delegation. The delegation chair should arrange to attend any pre-session town halls or
254 other presentations made prior to the regular session.

255 **2.2.4 Rosters of Delegates, Delegation Chairs and Pre-Session Committee.** The
256 executive secretary shall send to each pastor, first elder and the delegation chair a copy of the
257 rosters of all delegates, delegation chairs and the members of the pre-session committee.

258 **2.3 Delegates at Large.** Delegates at large, who shall not exceed regular delegates in
259 number, shall be as follows:

260 **2.3.1 Committee Members.** Members of the executive committee, the bylaws
261 committee, and the nominating committee who are not otherwise delegates;

262 **2.3.2 Licenses/Credentials.** Persons to whom this Conference has issued, and who
263 are currently holding, administrative ministries credentials, administrative ministries licenses,
264 commissioned minister credentials, commissioned minister licenses, commissioned ministry of
265 teaching credentials, ministerial credentials, ministerial licenses, or missionary credentials; and

266 **2.3.3 Executive Committees of the PUC and the NAD.** Members of the executive
267 committees of the Pacific Union Conference and the North American Division who may be
268 present at any constituency session. The number of delegates under this Section 2.3.3 shall not
269 exceed ten percent (10%) of the total number of the regular delegates provided for in Section 2.2
270 of these bylaws.

271 **ARTICLE 3. PRE-SESSION PROCEDURES**

272 **3.1 Pre-Session Committee.** The pre-session committee shall consist of one (1) delegate
273 member for each church as specified in Section 2.2 of these bylaws. The pre-session committee, chaired
274 by the president of the Pacific Union Conference or his/her appointee, shall elect the nominating
275 committee. The pre-session committee shall complete its work not later than twelve (12) weeks prior to
276 the session and the executive secretary shall deliver (as provided in Section 12.19) the minutes of its
277 meeting to all delegates within ten (10) days of such completion. The pre-session committee shall be
278 dissolved upon the adjournment of the regular session.

279 **3.2 Nominating Committee.** The nominating committee shall commence its work not later
280 than ten (10) weeks, and complete its work not later than four (4) weeks prior to the session, at which
281 time it shall submit a report to the executive secretary. The nominating committee shall be dissolved upon
282 the adjournment of the regular session.

283 **3.2.1 Composition.** The nominating committee shall consist of twenty-one (21)
284 members, including the president of the Pacific Union Conference or his/her appointee, who shall

285 chair this committee. The membership of this committee shall, as nearly as possible,
286 proportionately represent the membership of this Conference, properly recognizing gender, ethnic
287 and geographical backgrounds. No more than five (5) members of the preceding nominating
288 committee may serve on this committee. Incumbent officers, region directors, departmental
289 directors, associate directors and assistant directors shall not be members of this committee. No
290 more than five (5) members of the nominating committee may serve on the executive committee;
291 conversely, no more than five (5) non-administrative members of the executive committee may
292 serve on the nominating committee. At the pre-session, representatives from each region shall
293 make an initial proportionate allocation of the nominating committee members from such region.
294 Regions shall coordinate their final allocations with the entire pre-session committee, with the
295 entire pre-session committee making a final determination of the composition and membership of
296 the nominating committee.

297 **3.2.2 Nominations.** The nominating committee shall nominate the executive officers,
298 the vice president for education, the bylaws committee, and the executive committee. Only the
299 nominations of the nominating committee shall be recognized by the chair for a vote by the
300 delegates.

301 **3.2.3 Procedures.** During its deliberations, the nominating committee shall adhere to
302 the following procedures:

303 a) Prior to any nomination, the members of this committee shall be provided with a
304 written position description and the qualifications for all positions to be filled. The
305 list of positions to be filled and the job descriptions must have been approved by
306 the executive committee.

307 b) Adequate time shall be given this committee to receive information on the
308 qualifications of the nominees. The committee may receive suggestions,
309 comments and other testimony from delegates who may wish to appear before
310 the committee. During all of its deliberations, the nominating committee
311 proceedings shall be conducted in closed-door sessions. However, the
312 nominating committee may invite the president and other knowledgeable and
313 interested persons to be present during its deliberations.

314 c) The members of the nominating committee and other persons who may be
315 present during its deliberations shall preserve the confidentiality of all matters
316 discussed by this committee and shall take the necessary precautions to protect
317 the privacy of individuals who become subjects of their deliberations.

318 **3.2.4 Report.** The executive secretary shall distribute a copy of the nominating
319 committee report to all delegates within two (2) business days following receipt. This report shall
320 include the time and place of a special meeting of the nominating committee, which shall occur
321 not less than fourteen (14) days prior to the session. At this meeting delegates may appear to
322 present comments to the report for the nominating committee's further consideration. If the
323 nominating committee shall elect to make any changes to its report prior to formal presentation at
324 the session, any changes, together with the reason(s) for such change(s), shall be reported to the
325 delegates.

326 **3.3 Session Preparation.** Prior to each regular session the president and executive
327 secretary, with the advice and consent of the executive committee, shall initiate and administer
328 preparatory procedures as follows:

329 **3.3.1 Proposed Agenda Items.** No later than twelve (12) weeks prior to the session, a
330 church may submit to the executive committee proposed agenda items that have been approved
331 by either a majority of its (i) delegates, (ii) church board, or (iii) the church in business meeting.
332 The president, with the advice and consent of the executive committee, shall establish the
333 agenda for the session.

334 **3.3.2 Proposed Amendments to the Articles and Bylaws.** The bylaws committee
335 shall submit its report to the executive committee not later than eight (8) weeks prior to the
336 session. The executive secretary shall include any proposed amendments in the session report.

337 **3.3.3 Session Report.** The executive secretary shall publish a session report,
338 comprised of the following two parts:

- 339 a) A complete electronic report, which shall include the agenda, minutes, proposed
340 actions, roster(s), articles of incorporation and bylaws, and other reports required
341 by these bylaws, which will be distributed to all delegates as provided in
342 Section 12.19. This report shall be sent six (6) weeks prior to the session.
- 343 b) A hard copy of basic materials, to be distributed to delegates at the session,
344 which shall consist of the agenda, proposed actions, session voting materials,
345 and materials essential to the conducting of session business.

346 **3.3.4 Session Report Town Halls.** No later than three (3) weeks prior to the regular
347 session the Conference executive officers shall conduct town halls for regular delegates,
348 delegates at large and other church members for consideration and discussion of the session
349 agenda items. The town halls shall be scheduled at various times, dates and places throughout
350 the geographical area of the Conference so as to facilitate optimum attendance by persons
351 described above. **Town halls may be held virtually by video conference or similar communication
352 technology, so long as those participating can hear and communicate with one another.** No later
353 than six (6) weeks prior to the regular session the Conference shall give written notice of the date,
354 time and place of the town halls to each church pastor and regular delegate and delegate at large
355 in accordance with the terms of paragraph 12.19 herein.

356 **ARTICLE 4. CONSTITUENCY SESSIONS**

357 **4.1 Regular Sessions.** This Conference shall hold a regular quinquennial session at such
358 dates and places as the executive committee shall designate within the territory of this Conference. The
359 purpose of this session is to receive reports, elect executive officers and the vice president for education,
360 establish committees, and transact other business.

361 **4.2 Special Sessions.** Special constituency sessions may be convened (i) by the executive
362 committee, or (ii) upon the request in writing of one-fifth (1/5) of the constituent churches (as voted by
363 church board(s) or church(es) in business meeting(s)) or (iii) the vote of the delegates at any constituency
364 session. The constituency delegates shall be comprised of regular delegates and delegates at large,
365 elected as provided in Sections 2.2 and 2.3 of these bylaws. The executive committee shall establish the
366 pre-session calendar and procedures for a special session.

367 **4.3 Notice.** Notice of the regular session and special sessions shall be published in the
368 official publication of the Pacific Union Conference (which is currently the *Pacific Union Recorder*). Such
369 notices, giving the purpose, date, time and place of said sessions, shall be published at least once. If
370 there should be no official publication of the Pacific Union Conference, or the publication schedule of this
371 official publication will not satisfy the notice requirements of Section 4.3 of these bylaws, the executive
372 committee shall use an alternative and comparable form of notice, which may include a mailing to each
373 household in the Conference or such other form of notice provided in Section 12.19. Notice of the regular
374 session shall be published no less than six months prior to the session and shall be republished each
375 month thereafter up to and including the month preceding the regular session. Notice of a special session
376 shall be published no less than thirty (30) days prior to the regular session.

377 **4.4 Regular Session Procedures.**

378 **4.4.1 Session Officers.** The president or his/her appointee shall preside at meetings
379 of the session. The executive secretary shall keep a complete and accurate record of the

380 proceedings of the session. There shall also be a parliamentarian and associate parliamentarians
381 elected by the executive committee.

382 **4.4.2 Agenda.** The agenda established under Section 3.3.1 of these bylaws may be
383 modified by the vote of the majority of the delegates present at the beginning of the session.

384 **4.4.3 Voting.** Voting for the executive officers and the vice president for education
385 shall be by secret ballot. When requested by the delegates present and voting, other votes shall
386 also be by secret ballot; otherwise, the mode of voting shall be at the discretion of the chair. All
387 delegates must be present in person at any constituency session to be eligible to vote.

388 **4.4.4 Session Minutes.** Within six (6) weeks following the end of each session, the
389 executive secretary shall deliver a copy of the minutes to the delegates for such session, along
390 with information on how delegates may submit proposed revisions to such minutes. The minutes
391 of the session, along with any proposed revisions, shall then be submitted to the incoming
392 executive committee for approval. The minutes, as approved, shall then be distributed by the
393 executive secretary to all delegates of both the session covered by such minutes and the
394 following session.

395 **4.5 Voting and Quorum.** The voting delegates of this Conference, when in session, shall
396 include regular delegates and delegates at large.

397 **4.5.1 Quorum.** A quorum shall be established at the beginning of a duly called or held
398 session, set at sixty percent (60%) of the regular **elected** delegates, rounded up to the nearest
399 whole number. With the exceptions described below, where there is no quorum, no business shall
400 be transacted, and the only motion that the chair shall entertain is a motion to adjourn.

401 **4.5.2 Exceptions to Quorum Requirements.** In the absence of quorum, a motion to
402 adjourn for brief periods of time may be voted on by a majority of delegates present. If the period
403 of time is less than three (3) weeks, no new notice of a meeting is required.

404 After the start of a duly called or held meeting, if the withdrawal of regular delegates
405 leaves those remaining at less than what is required for a quorum, transactions until adjournment
406 may still be done if more than 30 percent (30%) of the regular **elected** delegates at the start of the
407 meeting are still present.

408 **ARTICLE 5. EXECUTIVE COMMITTEE**

409 **5.1 Purpose.** The executive committee is the board of directors of the Conference, and the
410 members of the executive committee are the directors. The executive committee shall act on behalf of the
411 Conference membership between sessions.

412 **5.2 Composition.** The executive committee shall be composed of thirty-one (31) members
413 and shall proportionately reflect the ethnic composition of this Conference and provide for representation
414 of the regions within this Conference. It shall include the president, the executive secretary, the treasurer,
415 the executive vice president, the vice president for education and the region directors. The balance shall
416 be divided among five (5) denominational employees (one (1) from each region) and sixteen (16) lay
417 persons who are not employed by the denomination. For purposes of this section, not more than one (1)
418 nonemployee spouse of a denominational employee may serve on the executive committee, and in the
419 event of such a selection, that person may be designated either in the category of a denominational
420 employee or a layperson. The overall composition of the lay membership shall be gender inclusive.

421 **5.3 Qualifications.** Any person nominated and elected to serve as a member of the
422 executive committee shall be or shall become a member of a constituent church and shall remain a
423 member in good standing during his/her term of office. Any member who is absent from a duly called
424 meeting of the executive committee three (3) times in one (1) year or eight (8) times during his/her term of
425 office shall cease to be qualified to serve as a member but might be re-elected by the executive

426 committee upon a showing of good cause. At least five (5) of all non-administrative members shall
427 should, if possible, be re-elected at each session. Each member is expected to have the ability to receive
428 e-mail and other electronic communications and have regular access to the Internet.

429 **5.4 Election and Term of Office.** The members of the executive committee shall be elected
430 at the regular session of this Conference and shall hold office until their successors are elected and
431 assume their duties. No non-administrative member shall serve more than two (2) consecutive terms.

432 **5.5 Duties and Powers.** The executive committee shall establish committees and elect,
433 employ, discharge, and terminate for cause officers, committee members and employees and shall bring
434 about such distribution of its workers as may be necessary to execute its work effectively. The executive
435 committee shall have full administrative power to:

436 **5.5.1 Vacancies.** Fill, for the current term, any vacancies that may occur by death,
437 resignation or other causes, in the officers, boards, committees, or departments of this
438 Conference; and

439 **5.5.2 Licenses/Credentials.** Grant and withdraw credentials and licenses.

440 **5.5.3 Two-Thirds Vote.** The withdrawal of credentials or filling of vacancies on the
441 executive committee under Section 5.5 of these bylaws shall require a two-thirds (2/3) vote of the
442 members of the executive committee.

443 **5.6 Meetings.**

444 **5.6.1 Regular Meetings.** At least four (4) regular meetings shall be held each calendar
445 year at the principal office of this Conference, or other locations specified in the notice, at stated
446 times determined by the executive committee. Meetings may be held virtually by video
447 conference or similar communication technology, so long as those participating can hear and
448 communicate with one another.

449 **5.6.2 Notice.** Written notice of the date, time and place of the regular meetings of the
450 executive committee, together with an agenda, supporting materials, and minutes of the previous
451 meeting, shall be delivered as provided in Section 12.19 to each executive committee member
452 not less than seven (7) days prior to the date of such meetings.

453 **5.6.3 Quorum.** The majority of the executive committee shall constitute a quorum.
454 Except as specifically provided otherwise in these bylaws, the acts and decisions of the executive
455 committee shall require a majority vote of those in attendance at a meeting at which a quorum is
456 present. The members present at a duly called or duly held meeting, at which a quorum is
457 present, may continue to transact business until adjournment, even if enough members have
458 withdrawn to leave less than a quorum, if the votes for any action taken (other than adjournment)
459 include at least a majority of the members required to constitute a quorum (i.e., at least nine [9] of
460 the members of executive committee).

461 **5.6.4 Special Meetings.**

462 a) Special meetings of the executive committee may be called at any time by the
463 president.

464 b) The president or the executive secretary shall call a special meeting upon the
465 written request of five (5) or more members of the executive committee.

466 c) Notice of special meetings shall be delivered as provided in Section 12.19 at
467 least four (4) days before the meeting date, or delivered in person, by email or by
468 telephone (or similar means of direct electronic communication to which the
469 recipient responds promptly confirming receipt, such as a text message) at least
470 forty-eight (48) hours before the meeting time.

471 d) Special meetings may be held by telephone conference or similar communication
472 equipment, provided that all executive committee members participating can hear
473 one another.

474 e) Any action required or permitted to be taken by the executive committee may be
475 taken without a meeting, if all members of the executive committee shall
476 individually or collectively consent in writing to such action, as provided in
477 Section 12.19. Such action by written consent shall have the same force and
478 effect as a unanimous vote of the executive committee at a meeting duly called
479 and noticed. Each such written consent or consents shall be filed with the
480 minutes of the proceedings of the executive committee.

481 **5.6.5 Waiver of Notice.** The transactions of any meeting of the executive committee,
482 however called and noticed, or wherever held, shall be as valid as though taken at a meeting duly
483 held after regular call and notice if (a) a quorum is present, and (b) each of the members not
484 present signs either (i) a written waiver of notice, (ii) a consent to holding the meeting, or (iii) an
485 approval of the minutes.

486 **5.6.6 Chair Pro Tem.** In the absence of the president, executive secretary, treasurer,
487 and executive vice president, the executive committee shall elect a chair pro tem.

488 **5.7 Inspection of Records.** Each member of the executive committee shall have a
489 reasonable right to inspect those Conference books, records, documents, and properties as may be
490 reasonably related to his/her decision-making responsibilities.

491 **ARTICLE 6. OFFICERS**

492 **6.1 Conference Officers.** The administrative officers of this Conference shall be the
493 executive officers (the president, executive secretary, treasurer, and executive vice president), vice
494 president for education and the region directors for those regions established by the executive committee.
495 The executive officers and region directors shall have additional duties in conformance with General
496 Conference policy and as assigned by the executive committee. Additional officers as may be deemed
497 necessary to fulfill the objectives of the Conference shall be elected by the delegates in session or by the
498 executive committee between sessions. The officers shall proportionately reflect, as nearly as possible,
499 the ethnic composition of this Conference. The term, authority, and duties of any additional officers shall
500 be prescribed by the delegates or the executive committee at the time of their election.

501 **6.1.1 Qualifications.** Any person nominated and elected to serve as an officer of this
502 Conference shall be or shall become a member in good standing of a constituent church and
503 shall remain a member in good standing during his/her term of service.

504 **6.1.2 Election and Term of Office.** Executive officers and the vice president for
505 education shall be elected by secret ballot at each regular constituency session and shall hold
506 office until the next regular session, unless requested by the executive committee to continue in
507 office until their successors are elected and assume their duties.

508 **6.2 Duties.** The duties of the executive officers, the vice president for education, and the
509 region directors of this Conference shall be as follows:

510 **6.2.1 President.**

511 a) To serve as chief executive officer of this Conference and to preside at all regular
512 and special constituency sessions and meetings of the executive committee.

513 b) To sign or countersign all papers and instruments, in writing, that may require the
514 same.

515 c) To make a written report to the delegates of the regular constituency sessions.

516 d) To supervise and manage, subject to the directions of the executive committee,
517 the officers and employees of this Conference, and to exercise the power and
518 perform the duties usually exercised and performed by a president which are
519 consistent with the articles of incorporation and these bylaws.

- 520 **6.2.2 Executive Secretary.**
- 521 a) To keep a full and complete record of the proceedings of the executive
522 committee and all constituency sessions, and to distribute the minutes of the
523 executive committee meetings and constituency sessions.
- 524 b) To cause all notices to be given in accordance with the provisions of these
525 bylaws or as required by law.
- 526 c) To make a written report to the delegates of the regular constituency sessions.
- 527 d) To keep, at the principal office of this Conference, a membership list and other
528 records of this Conference.
- 529 e) To sign or countersign all papers and instruments that may require this officer's
530 signature.
- 531 f) To preside at executive committee meetings in the absence of the president.
- 532 g) To serve as the non-voting recording secretary of the pre-session committee and
533 to perform the duties which pertain to this office as outlined in these bylaws.
- 534 h) To perform all other duties that pertain to this office and as may be required by
535 the executive committee which are consistent with these bylaws.
- 536 **6.2.3 Treasurer.**
- 537 a) To keep an account of all monies received and expended for the use of this
538 Conference, and to make disbursements authorized by the executive committee.
- 539 b) To make and file in the principal office of this Conference, during each and every
540 calendar year, a report in writing or in any other form capable of being converted
541 into written form, showing the amount and nature of the business done by this
542 Conference during the preceding calendar year; and to make and submit such
543 other written reports and statements as may be required by the executive
544 committee.
- 545 c) To sign or countersign all papers and instruments that may require this officer's
546 signature.
- 547 d) To preside at executive committee meetings in the absence of the president and
548 the executive secretary.
- 549 e) To perform all duties that pertain to this office and as may be required by the
550 executive committee which are consistent with these bylaws. The treasurer is
551 required to file a bond for the faithful performance of this officer's duties.
- 552 f) To make a written report to the delegates of the regular constituency sessions.
- 553 **6.2.4 Executive Vice President.**
- 554 a) To assist the president in the general work of this Conference.
- 555 b) To make a written report to the delegates of the regular constituency sessions.
- 556 c) Serve as administrative liaison for various departmental and resource ministry
557 functions within the conference.
- 558 d) To preside at executive committee meetings in the absence of the president,
559 executive secretary and treasurer.
- 560 e) To perform all duties that pertain to this office and as may be required by the
561 executive committee which are consistent with these bylaws.
- 562

- 563 **6.2.5 Vice President for Education**
- 564 a) To provide strategic leadership over the department and the education
- 565 system from pre-school through twelfth grade, promoting, cultivating and
- 566 modeling a Christ-like culture to school sites.
- 567 b) To give oversight of the curriculum implementation and personnel management
- 568 in all Conference-sponsored schools.
- 569 c) To coordinate the development of the education budget and monitor the financial
- 570 statements processing expenditures and helping to keep accounts receivable
- 571 current.
- 572 d) To coordinate the recruitment, employment and contracts of Conference
- 573 employed teachers assisting principals and personnel committees. Supervise the
- 574 school, principal and teacher evaluation process.
- 575 e) To chair education department staff meetings and principal councils. Serve as a
- 576 member or chair boards and committees as requested by the president or the
- 577 executive committee.
- 578 f) To monitor the hiring of preschool personnel, local hire contracts, finances
- 579 insuring compliance to all state and local permits and licenses.
- 580 g) To make a written report to the delegates of the regular constituency sessions.
- 581 h) To perform all duties that pertain to this office and as may be required by the
- 582 executive committee which are consistent with these bylaws.
- 583 **6.2.6 Region Directors.** The qualifications, election and term of office of the region
- 584 directors shall be as set forth in the “Region Structure Proposal of May 19, 1996”
- 585 as ~~subsequently amended revised September 30, 2003~~. The duties of the region
- 586 directors of this Conference shall be as follows:
- 587 a) To serve as one of the officers of the Conference as a channel by which pastoral,
- 588 church and Conference needs are expressed and addressed.
- 589 b) To coordinate personal and public evangelism, oversee church development,
- 590 staff all assigned churches in consultation with the region committee and the
- 591 president, nurture ministerial workers and their families, and plan ministerial
- 592 meetings, workshops, seminars, and/or convocations with assigned churches.
- 593 c) To chair one (1) region committee which shall be comprised of representative
- 594 pastors and a ~~simple~~ majority of lay persons within assigned churches.
- 595 d) To perform all duties that pertain to this office and as may be required by the
- 596 president or the executive committee which are consistent with these bylaws.

597 **ARTICLE 7. DEPARTMENTS AND DEPARTMENTAL DIRECTORS**

598 **7.1 Establishing Departments.** All departments shall be established or eliminated as

599 required by the vote of the delegates in a constituency session or by the executive committee between

600 sessions.

601 **7.2 Departmental Directors.** Departmental directors shall work under the direction of the

602 executive committee and the president and shall serve in a resource and advisory relationship to the

603 churches.

604 **7.2.1 Associate and Assistant Departmental Directors.** Associate directors and

605 assistant directors may be elected at such times as deemed necessary.

606 **7.2.2 Qualifications.** Any person nominated and elected to serve as a departmental
607 director, associate director or assistant director of this Conference shall be or shall become a
608 member in good standing of a constituent church and shall remain a member in good standing
609 during his/her term of service.

610 **7.2.3 Election and Term of Office.** The departmental directors, associate directors
611 and assistant directors shall be elected by the executive committee after each regular session of
612 this Conference and shall proportionately reflect the ethnic composition of this Conference. They
613 shall hold office until replaced by the executive committee following the next regular session,
614 unless requested by the executive committee to continue in office until their successors are
615 elected and assume their duties.

616 **7.2.4 Duties.** The duties and responsibilities of the departmental directors, associate
617 directors and assistant directors shall be established by the executive committee in accordance
618 with the accepted practices of the Seventh-day Adventist denomination as provided in the general
619 working policies of the North American Division and custom established by practice.

620 **7.3 Asset/Risk Management Director.** The executive committee shall elect as the
621 asset/risk management director an employee of the Conference (or someone who becomes an employee
622 concurrently with such election) who shall have authority to execute on behalf of the Conference papers
623 and instruments related to leases, licenses and rentals agreements of Conference owned properties that
624 are operated by local entities that are authorized by the Southern California Conference. Leases, licenses
625 and rental agreements shall also be countersigned by a local representative of the entity (i.e., pastor,
626 principal, treasurer head elder). The Assets/Risk Management Director shall oversee risk management
627 requirements of all Conference owned properties, and execute necessary and appropriate documents as
628 needed.

629 **ARTICLE 8. COMMITTEES**

630 **8.1 Bylaws Committee.**

631 ~~**8.1.1 Purpose and Organization.** The bylaws committee shall be composed of ten
632 (10) members, (two (2) members from each region within the Conference). It shall review the
633 articles of incorporation and bylaws to determine their continued relevance and appropriateness.
634 No later than three (3) years following the session during which this committee was elected, the
635 president shall call committee members together for the initial meeting of this committee. The
636 president shall preside over the initial meeting of the committee solely for the purpose of
637 overseeing the committee's election of its chair and a committee secretary. The Conference
638 executive secretary shall serve as a nonvoting invitee of the committee.~~

639 ~~**8.1.2 Proposals for Amendments** The bylaws committee shall announce at least
640 twelve (12) weeks prior to a regular session a time and place for submitting written proposals for
641 and consideration for amendments. Such announcement shall be by written notice to (i) the
642 pastors, (ii) delegates, and (iii) the first elders. A church may submit proposed amendments to
643 the bylaws that have been approved by either a majority of its (i) delegates, (ii) church board,
644 or (iii) the church in business meeting. All proposals submitted for review and consideration for
645 amendments shall be in writing. Written proposals for consideration for amendments by this
646 committee shall be delivered only to the committee chair or Conference executive secretary.
647 Written proposals for consideration for amendments may be delivered by hand, by e-mail,
648 facsimile or by U.S. mail. All proposals regardless of method of delivery must be received by the
649 bylaws committee chair or Conference executive secretary at least one (1) week prior to the
650 meeting of the committee where such proposal shall be presented. The proposal shall include
651 indicated changes with a justification for such proposal.~~

652 ~~**8.1.3 Report of Proposed Amendments to the Executive Committee.** The bylaws
653 committee report to the executive committee shall be submitted as provided on article 3.3.2.~~

654 **8.1.1 Purpose** The bylaws committee shall review the current articles of incorporation
655 and bylaws to determine their continued relevance and appropriateness and recommend
656 amendments. Additionally, the bylaws committee shall review proposals to amend the current
657 articles of incorporation and bylaws. Such proposals may revise the language and effect, in whole
658 or in part, of any articles and bylaws. The articles and bylaws may be amended by a 2/3 vote of
659 the delegates present and voting at a regular session and/or special session of this Conference.

660 **8.1.2 Composition and Organization.** The bylaws committee shall be composed of two
661 (2) members from each region, as elected during regular session (see Section 3.2.2). The bylaws
662 committee shall be dissolved upon the adjournment of the regular session that elects its
663 successor committee.

664 The executive secretary shall serve as a nonvoting member of the bylaws committee.
665 Not later than twelve (12) months following a regular session, the president shall call and preside
666 over an initial meeting of the bylaws committee solely for the purpose of overseeing the bylaws
667 committee's election of its chair and a secretary, both from within its voting membership.

668 **8.1.3 Amendment Proposals.** The bylaws committee shall receive proposals for
669 amendments to the bylaws only from sources listed in Section 8.1.4. The bylaws committee shall
670 act on such proposals, which may include acceptance, modification, and/or rejection of such
671 proposals. The bylaws committee may choose to engage in dialogue with the submitter regarding
672 any aspect of the submission, at the sole discretion of the bylaws committee.

673 **8.1.4 Amendment Proposal Sources.** The bylaws committee shall consider proposals
674 from the following:

675 **8.1.4.1 Church.** Proposals referred by a church and submitted to the bylaws
676 committee from either a majority of (i) the church board, (ii) the church in business meeting, or (iii)
677 the local church delegation to the session, shall be considered.

678 **8.1.4.2 Region Committee.** Proposals referred by a region committee and
679 submitted by the region committee chair to the bylaws committee shall be considered.

680 **8.1.4.3 Bylaws Committee Members.** Proposals submitted by current members
681 of the bylaws committee shall be considered.

682 **8.1.5 Amendment Proposal Submission Announcement and Timeline.** The bylaws
683 committee shall announce at least fourteen (14) weeks prior to a duly noticed regular session a
684 deadline for the entities listed in Section 8.1.4 to submit proposals for amendments to the Bylaws.
685 Such announcement shall be by written notice to (i) each church pastor, (ii) each church first
686 elder, and (iii) each regular session delegate. The specified deadline shall be no later than twelve
687 (12) weeks prior to the duly noticed regular session.

688 **8.1.6 Amendment Proposal Submission Requirements.** All amendment proposals
689 submitted to the bylaws committee shall be delivered in writing, and only to the bylaws committee
690 chair or executive secretary. Delivery may be by hand, email, facsimile, or U.S. mail. All
691 proposals must be received by the submission deadline specified in Section 8.1.5. Each proposal
692 shall include the specific changes proposed to the bylaws, along with the justification for the
693 changes.

694 **8.1.7 Report to the Constituency.** The bylaws committee shall produce a report to the
695 constituency of recommended amendments submitted in conformance with Section 8.1.3. A copy
696 of this report will be delivered to the executive committee in conformance with Section 3.3.2.

697 **8.2 Budget and Finance Committee.**

698 **8.2.1 Election and Composition.** The executive committee shall elect a budget and
699 finance committee composed of nineteen (19) members proportionately reflecting the ethnic
700 composition of this Conference. Such committee shall be composed of ten (10) laypersons (two
701 (2) from each region), five (5) pastors (one (1) from each region), and two (2) persons from the
702 Conference educational system. Region committees shall recommend to the executive committee
703 those ten (10) lay members and five (5) pastors from their respective regions, all having expertise

704 relating to the work of the committee. Such committee shall also include the treasurer, who shall
705 serve as chair of such committee, and one (1) other member of the Conference administration.

706 **8.2.2 Audit Review.** All non-employees of the budget and finance committee plus
707 three non-employee members of the executive committee shall constitute the audit review
708 committee. One of the non-employee members shall serve as the chair of the committee. A
709 representative from the Pacific Union Conference will be considered an invitee with voice but no
710 vote. The audit review committee shall annually review the audit of the Southern California
711 Conference operation and its review report shall be subject to the final approval by the executive
712 committee. A copy of the recommendations of the audit committee, as approved by the executive
713 committee, shall be sent to the auditor and to appropriate officers of the Pacific Union
714 Conference.

715 **8.3 Committee Governance.**

716 **8.3.1 Establishment and Term.** The delegates in session or the executive committee
717 between sessions may, by resolution adopted by the executive committee, establish committees
718 to serve on behalf of the executive committee (*i.e.*: administrative committee, officers committee,
719 board of education, *et. al.*). Unless elected for a shorter period, the term of committee members
720 shall commence at the start of the first regular meeting of the executive committee immediately
721 following a regular session, and shall end at the start of the first regular meeting of the executive
722 committee immediately following the subsequent regular session.

723 **8.3.2 Meeting Time and Notice.** The time of regular meetings of committees may be
724 determined either by resolution of the executive committee or by resolution of the committee.
725 Where reasonably possible, meeting times will be set to accommodate the schedules of lay
726 members. Written notice of the date, time and place of the regular meetings of all committees
727 described in this article, together with an agenda and supporting materials, shall be delivered as
728 provided in Section 12.19 to each committee member not less than seven (7) days prior to the
729 date of such meetings, unless the committee votes otherwise.

730 **8.3.3 Rules and Vacancies.** The executive committee may adopt rules for the
731 governance of the committees described in this article, including attendance and quorum
732 standards. The executive committee shall also fill vacancies on the committees described in this
733 article. The provisions of this Section 8.3 shall apply to all Conference committees and boards,
734 including region committees.

735 **8.3.4 Committees Lay Membership.** For any committee requiring lay persons
736 membership, a constituent church may submit any number of lay persons nominees to their
737 respective region director **to submit to the executive committee members of their region** for
738 consideration.

739 **ARTICLE 9. FUNDS**

740 **9.1 Applicable Policy.** The title and all other funds shall be used in accordance with the
741 financial policies of the General Conference and the North American Division, and in the case of
742 donations, their use shall be in harmony with the specifications of the donors.

743 **9.2 Safeguarding Funds.** The funds of this Conference shall be safeguarded in accordance
744 with the financial policies of the General Conference and the North American Division. Monies shall be
745 deposited in the name of the Conference in regular or special accounts, or savings institutions, as the
746 executive committee shall designate, and shall be withdrawn only by persons authorized by resolution of
747 the executive committee.

748

ARTICLE 10. BUDGET AND AUDIT

749 **10.1 Budget.** The Conference shall prepare an annual budget in accordance with the
750 financial policies of the General Conference and the North American Division.

751 **10.2 Personnel Compensation and Expense Audit.** The executive committee, with the
752 president of the Pacific Union Conference, or, in his/her absence, the treasurer of the Pacific Union
753 Conference, serving as chair, shall constitute an employee compensation committee to review, annually,
754 the compensation and expenses of all of the Conference employees and to set compensation rates for
755 the subsequent year.

756 **10.3 Conference Audit.** All accounting records of this Conference shall be audited at least
757 annually by the General Conference Auditing Service, and the records of this Conference or any of its
758 subsidiary units shall at all times be open to said auditors.

759

ARTICLE 11. PROPERTY TITLE

760 **11.1 Legal Title to Property.** The legal title to the property acquired by all churches
761 comprising the membership of this Conference shall be vested in the name of the Conference. The same
762 shall apply to the property acquired by all institutions owned and operated by this Conference.

763 **11.2 Dissolution or Separation of Local Church.** Whenever a local church or congregation
764 is dissolved or expelled from the sisterhood of churches by a majority vote of the delegates in session,
765 legal title to the property used or held by the local church shall be or shall remain vested in the
766 Conference for the benefit of the general membership of this Conference.

767

ARTICLE 12. GENERAL PROVISIONS

768 **12.1 Parliamentary Rules.** The usual parliamentary rules as laid down in the current edition
769 of ~~Robert's Rules of Order, Newly Revised~~ *General Conference Rules of Order* shall govern all
770 deliberations at constituency sessions, executive committee meetings, and meetings of all committees of
771 this Conference when not in conflict with these bylaws. *Whenever those rules do not cover a procedure,*
772 *Robert's Rules of Order, Newly Revised shall govern.*

773 **12.2 General Conference; North American Division; Pacific Union Conference.** All
774 references in these bylaws to the "General Conference" shall mean the General Conference of Seventh-
775 day Adventists. All references in these bylaws to the "North American Division" shall mean the North
776 American Division of the General Conference of Seventh-day Adventists. All references in these bylaws
777 to the "Pacific Union Conference" shall mean the Pacific Union Conference of Seventh-day Adventists.

778 **12.3 Church.** All references in these bylaws to "church" or "churches" or "constituent
779 churches" shall mean those churches that have been duly organized and accepted into the sisterhood of
780 churches in this Conference.

781 **12.4 Indemnification.** To the extent permitted by law, the Conference shall indemnify any
782 person who was or is a party or is threatened to be made a party to any threatened, pending, or
783 completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because
784 he/she is or was a member of the Conference executive committee or an officer, employee, or agent of
785 the Conference against expenses (including legal fees), judgments, fines, and amounts paid in settlement
786 actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she
787 acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best
788 interest of the Conference, and, with respect to any criminal action or proceeding, had no reasonable
789 cause to believe his/her conduct was unlawful.

790 This right to indemnification shall be in addition to, and not exclusive of, all other rights to which
791 such member of the executive committee, or an officer or department director may be entitled.

792 **12.5 Delegate.** All references in these bylaws to “delegate(s),” except where specifically
793 designated otherwise, shall mean regular delegate(s) or delegates at large, as described in Article 2.

794 **12.6 Session.** All references in these bylaws to “session(s),” except where specifically
795 designated otherwise, shall mean a regular or special constituency session(s), as described in Article 4.

796 **12.7 Amendments; Dissolution.** ~~These bylaws may be amended by the majority vote of the~~
797 ~~delegates present at a regular or special session of this Conference.~~ This Conference may be dissolved
798 by a three-fourth (3/4) vote of the delegates present and voting at a regular or special session of this
799 Conference, provided notice of the proposal to dissolve shall be given in the call for the session.

800 **12.8 Titles of Officers and Executive Committee.** All references in these bylaws to
801 “president,” “executive secretary,” “treasurer,” or “executive vice president,” except where specifically
802 designated otherwise, shall mean one (1) of the executive officers of this Conference. Further, all
803 references in these bylaws to “executive committee,” except where specifically designated otherwise,
804 shall mean the executive committee of this Conference.

805 **12.9 Non-Administrative Members.** All references in these bylaws to “non-administrative
806 members of the executive committee” shall mean executive committee members who are neither officers,
807 departmental directors, associate directors nor assistant directors of this Conference.

808 **12.10 Titles and Captions.** The titles of the articles and the captions of the sections and
809 subsections of these bylaws are for convenience only and shall neither limit nor amplify nor otherwise
810 constitute a part of the provisions of these bylaws.

811 **12.11 Waivers of Breach.** The waiver (whether knowingly or unknowingly) by the delegates,
812 committees, officers or employees of this Conference of a breach of any provision of these bylaws shall
813 not be deemed a continuing waiver or a waiver of any subsequent breach, whether of the same or
814 another provision of these bylaws.

815 **12.12 Members in Good Standing.** All references in these bylaws to “members in good
816 standing” shall mean member(s) who are not under censure as defined in the Church Manual.

817 **12.13 Mandatory and Optional Terms.** At all times throughout these bylaws the words “shall”
818 and “must” are mandatory and obligatory. The words “may” and “might” are optional or discretionary with
819 the delegates, committees, officers or employees of this Conference.

820 **12.14 Termination for Cause.** The phrase, “for cause,” when used in connection with removal
821 from an elected or appointed position, shall include, but not be limited to, (i) failure to maintain
822 qualifications for the position, (ii) incompetence, (iii) persistent failure to cooperate with duly constituted
823 authority in substantive matters and with relevant employment and denominational policies, and
824 (iv) actions that may be subject to discipline under the Church Manual. The reason for such removal shall
825 be communicated to the person being removed.

826 **12.15 Discharge.** The non-pejorative term “discharge” shall mean the termination or removal
827 from service for reasons other than “for cause” of officers, committee members and employees.

828 **12.16 General Terms of Service.** All officers, committee members and employees of this
829 Conference shall be elected, appointed or employed for a specific purpose and term; and, provided they
830 maintain their qualifications, shall serve until the completion of their purpose or term, unless they
831 (i) resign, (ii) are discharged, or (iii) are terminated for cause by the executive committee. Any individual
832 for whom removal from office through discharge or termination for cause is pending may request, and

833 shall be provided, a hearing pursuant to the standard conciliation policy of the General Conference of
834 Seventh-day Adventists.

835 **12.17 Church Manual; Working Policy.** All references in these bylaws to the “Church
836 Manual” shall mean the current edition of the *Seventh-day Adventist Church Manual*. The provisions of
837 the Church Manual and the North American Division of the General Conference Working Policy, so far as
838 they shall apply, shall cover any matters not specifically covered by these bylaws as though the same
839 were set forth herein at length.

840 **12.18 Proportionate Representation.** This Conference shall adhere to the principle of
841 proportionate representation of the diverse groups comprising its membership in the election and
842 appointment of officers; departmental directors, associates, and assistants; committee members;
843 educators and other personnel in all strata of its operations.

844 **12.19 Notices.** Except as otherwise provided in these bylaws, notice and service of
845 documents, *e.g.*, minutes, agendas, reports, etc., shall be deemed effective:

846 a) Mail: by deposit in a mail box of the United States Postal Service, correctly
847 addressed to the recipient with sufficient postage attached thereto.

848 b) Electronic Means: electronic communication may be used for any such materials
849 to be distributed under these. Notice by electronic communication shall be valid:

850 i. when facsimile telecommunication or electronic mail is directed to the
851 facsimile number or electronic mail address, respectively, for the recipient on record with
852 the Conference;

853 ii. when posting on an electronic message board or network that the
854 Conference has designated for those communications, together with a separate notice to
855 the recipient of the posting. Such transmission shall be validly delivered on the latter of
856 the posting or delivery of the separate notice of it; or

857 iii. when other means of electronic communication is executed.

858 **12.19.1 Recipient Responsibility.** It shall be the responsibility of each recipient to
859 keep his or her committee chair and the executive secretary informed of the recipient’s correct
860 U.S. Mail or e-mail address.

861 **12.19.2 Alternatives.** Notices shall be delivered to the delegate at the email address
862 or home address provided by that delegate. If email or home address is incorrect or not available
863 for such delegate, the communication shall be directed to the pastor, or first elder of the church
864 where the delegate is a member, and it will be the responsibility of the recipient to deliver such
865 notice or materials to the delegate.

866 **12.20 Permanent Record.** The executive secretary of the Conference shall collect and preserve
867 records of all actions of the constituency meeting and the executive committee of the Conference in a
868 form that is capable of retention, retrieval and review, and that may thereafter be rendered in a clearly
869 legible, tangible form by the recipient.

870 **12.21 Member Inquiries.** The Conference, its schools, and its congregations will each make a
871 reasonable effort to operate in an open manner, making information available to its respective members
872 and constituents either in an ongoing manner (*e.g.*, postings on web pages) or upon request. In the event
873 a member or constituent requests information of the Conference or a member’s congregation or a
874 constituent’s school, such information need not be provided unless (a) it is of a nonconfidential nature,
875 (b) it is for a purpose reasonably related to the member’s or constituent’s interest as a member or
876 constituent, (c) it is capable of being reasonably and easily provided, and (d) it is not part of a pattern of
877 multiple or abusive requests by any individual or group of individuals. Determinations regarding release of
878 information in response to information requests shall be made (i) by the executive officers of the
879 Conference, in the case of Conference matters; (ii) by the church board, in the case of congregation
880 matters, or (iii) by the school board, in the case of school matters. In the event of a disagreement over

881 such a determination, the final determination regarding such release of information shall be made (A) by
882 the executive committee, in the case of Conference matters, (B) by the applicable region committee, in
883 the case of congregation matters, and (C) by the Conference board of education, in the case of school
884 matters. Such determinations shall be final.

885

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887

888

CERTIFICATION BY THE EXECUTIVE SECRETARY

889

890 I certify that I am the duly elected and acting executive secretary of the Southern California
891 Conference of Seventh-day Adventists, a California nonprofit religious corporation, that the above bylaws
892 consisting of twenty (20) pages, including this page, are the bylaws of this Conference as adopted by the
893 constituency delegates in session on September 29, 2024, and that they have not been amended or
894 modified since that time.

895

896 Executed on _____, at Glendale, California.

897

898

899

900

John H. Cress, Executive Secretary