

CONSTITUTION OF THE SOUTH CENTRAL CONFERENCE OF SEVENTH-DAY ADVENTISTS

ARTICLE I - NAME

The name of this organization shall be known as the South Central Conference of Seventh-day Adventists. This conference is a part of the Southern Union Conference of Seventh-day Adventists, which in turn is a part of the North American Division of the General Conference of the Seventh-day Adventist Church.

ARTICLE II - PURPOSE

The purposes for which this conference is formed are:

Section 1: The specific and primary purpose is to teach the everlasting gospel of our Lord and Saviour Jesus Christ as symbolized by the three angels of Revelation 14, and to lovingly persuade people to become His disciples and responsible members of the church.

Section 2: The general purpose is to coordinate a Christian ministry including but not limited to pastoral, educational, literature, health and an evangelistic ministry.

Section 3: This is a not for profit religious organization.

ARTICLE III - TERRITORY

The territory of this conference shall consist of the states of Alabama, Kentucky, Mississippi, Tennessee, and that portion of the state of Florida lying west of the Apalachicola river.

ARTICLE IV - BYLAWS

The voters of this conference may enact, amend and/or repeal Bylaws. Such Bylaws may embrace any provision consistent with the Constitution.

BYLAWS OF THE SOUTH CENTRAL CONFERENCE OF SEVENTH-DAY ADVENTISTS

ARTICLE I - PRINCIPAL OFFICE

The principal office for the transaction of the business of the conference is fixed and located at 715 Youngs Lane in Nashville, Davidson County, Tennessee. The Executive Committee may in an emergency change the location of the principal office from one location to another.

ARTICLE II - RELATIONSHIPS

The South Central Conference of Seventh-day Adventists is a part of the Southern Union Conference of Seventh-day Adventists, which in turn is a part of the North American Division of the General Conference of Seventh-day Adventists, a world church organization. All policies of this conference shall seek to be in harmony with the working policies of the North American Division of the General Conference of Seventh-day Adventists. This conference shall pursue the mission of the church within the doctrinal guidelines adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial session.

ARTICLE III - MEMBERSHIP

Section 1: Members

The membership of this Conference shall consist of such churches as have been or shall be properly organized and accepted by vote of the Conference in a properly called constituency meeting. Such churches shall remain indivisible members of the sisterhood of churches unless expelled by the sisterhood of churches or disbanded by the Conference for natural causes in a properly called constituency meeting of this Conference.

Section 2: Voice and Voting Privileges

Voice and vote privileges at regular and special sessions shall be the prerogative of:

- a. All delegates duly accredited by the organized churches of the conference. Each church shall be entitled to one delegate for the organization and one additional delegate for each 25 members or major fraction thereof.
- b. All members of the Executive Committee of the South Central Conference.
- c. All employees holding ministerial or missionary credentials/licenses issued by this conference.
- d. The officers of the Southern Union.

- e. Members of the General Conference Committee, who may be present at any constituency meeting of this conference. The number of such delegates representing the General Conference of Seventh-day Adventists shall not exceed one percent (1%) of the total number of delegates provided for hereinabove in Section 2-a of Article III of these Bylaws.

ARTICLE IV - CONSTITUENCY MEETINGS

Section 1: Purpose of the Constituency Meetings

The purpose of the regular constituency meetings shall be that of electing all officers, departmental directors and associates, the members of the Executive Committee who are not ex officio members, to receive the official conference administration and departmental reports, and to conduct such other business as the sitting delegates shall purpose and vote for the meeting agenda.

Section 2: Regular Meeting

This conference shall hold a regular quinquennial constituency meeting at such time and place as the Executive Committee of the conference shall designate. Notice of the time and place of the meeting of the delegates representing the members shall be given by a notice printed in the official publication of the Southern Union Conference, the North American Regional Voice and/or the North American Division Edition of the Adventist Review at least four (4) weeks before the date of the session.

Section 3: Special Meeting

The Executive Committee of the Conference shall call a special constituency meeting, at a time and place it deems proper when:

1. It is deemed necessary by the Executive Committee.
2. It is voted by the delegates at any constituency meeting.

Such special sessions shall meet the following criteria:

1. The total number of delegates provided for in Article III Section 2 of these Bylaws shall apply.
2. The **agenda** for special constituency meetings shall be included in the **notice** of the meeting and only such as are included on the agenda shall be discussed.
3. A written notice of the time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.
4. The transactions of such sessions shall have the same authority as those of the regularly scheduled constituency meetings.
5. If it is proposed to amend the Constitution or Bylaws of the Conference at a specially called session of the constituency. The proposed amendments shall be included with the official notice for such special session, and the agenda, amendments and supporting documentation shall be sent to the delegates not less than thirty (30) days prior to such special session.

Section 4: Quorum

At least sixty-six and two-thirds (66²/₃%) percent of the delegates authorized hereinabove under Section 2-a of Article III of these bylaws must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates present and voting shall constitute a quorum.

Section 5: Proxy Voting

All delegates must be present in person at any constituency meeting in order to be eligible to vote. There shall be NO PROXY VOTING.

Section 6: Election and Term of Office

- a. Officers, directors of departments/services and members of the Executive Committee shall be elected quinquennially by the delegates at the regular meeting of the conference constituency, and shall hold their offices until they or their successors are elected at a regular election, or until they resign or their election is terminated by the Executive Committee for cause.
- b. Officers, directors of departments/services shall serve the conference no more than two (2) full successive five (5) year terms in the same office, and may be returned to the same office after an absence of one full term.

Section 7: Parliamentary Authority

The *General Conference Rules of Order* shall govern the conduct of the constituency meetings of the South Central Conference in all cases to which they are applicable, and in which they are consistent with these Bylaws or any special rules of order the conference may adopt.

Section 8: Parliamentary Appointment

The Executive Committee shall appoint two (2) parliamentarians; one (1) to serve the organizing committee and one (1) to serve the general constituency session of this conference.

ARTICLE V - COMMITTEES AND AGENDAS

Section 1: Organizing Committee

There shall be an Organizing Committee, which shall function for each regular constituency meeting.

- a. The Organizing Committee shall be constituted as follows:

— Each church represented at the session shall choose one member or empower its delegation to choose, one member plus one additional member for each full 500 members. The persons thus selected, together with the union conference president or his designee, who shall serve as chairman of this committee, shall be responsible for nominating all committees to be appointed for the session. The Organizing Committee may meet prior to the constituency

meeting. The time and place of such prior meeting shall be given in the official notice of the constituency meeting. The number of individuals on the Organizing Committee and the number of individuals needed to constitute a quorum for the Organizing Committee shall be published in the official notice. Two-thirds ($\frac{2}{3}$) of the number of duly elected members shall constitute a quorum.

- ___ b. The Organizing Committee shall nominate and the constituency delegates shall elect:
 - 1. A Standing Constitution and Bylaws Committee, to serve between sessions
 - 2. A Nominating Committee to serve for the constituency meeting
 - 3. Other committees as may be required for the session, with nominees subject to the approval of the constituency delegates.
- c. Members of the Organizing Committee may be chosen at or prior to the constituency meeting.

Section 2: Nominating Committee

- a. The purpose of the Nominating Committee shall be that of nominating the officers, departmental directors and associates, and the Executive Committee for the next quinquennium.
- b. The nominating committee shall consist of at least fifteen (15) but not more than twenty-one (21) members. Included in that number shall be the president of the Southern Union Conference or his designee who shall serve as the chairman. The membership of the committee shall be balanced, as nearly as possible, between denominational employees and persons not employed by the denomination representing various segments of the work and territories of the conference. Membership of this committee shall not include any officer, departmental director /associate or other elective position of the conference, neither shall it include any member of the Conference Executive Committee or any individual who served on the Nominating Committee during the previous Conference Constituency Meeting.

Section 3: Standing Constitution and Bylaws Committee

Each regularly scheduled constituency meeting of this conference shall elect a standing Constitution and Bylaws Committee. This committee shall function between the regularly scheduled constituency meetings, to study and revise as necessary the Constitution and Bylaws of the South Central Conference and shall submit its reports and detailed recommendations to the Executive Committee and to the next regular constituency meeting. This standing Constitution and Bylaws Committee shall be chaired by the secretary of the conference.

Section 4: Voting

The election of officers, and the voting on all matters of business, shall be unless otherwise determined by a majority vote of the delegates present and voting.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1: Delegate Authority

The Executive Committee of the conference is herein delegated the authority to act on behalf of the constituents between sessions, including the power to elect/terminate for cause officers, directors/associates of departments/services, and to fill vacancies among its own committee members. The Executive Committee shall appoint such committees and shall employ such workers as may be necessary to execute its work effectively. The Executive Committee shall direct the movements of the employees of the conference with an awareness of the needs of the affected local church. The Executive Committee shall be the final authority in employing or dismissing workers considered to be permanent and full time.

Section 2: Membership of Executive Committee

The Executive Committee of the South Central Conference of Seventh-day Adventists shall be elected at its regularly scheduled constituency meeting and shall consist of not more than twenty-three (23) members, of whom not fewer than thirteen (13) shall be persons not employed by any organization or institution of the Seventh-day Adventist Church. The president, secretary and treasurer shall be members ex officio of the Executive Committee and shall be included in the total number of the Executive Committee. The membership of the committee shall include one departmental director and one institutional representative.

Section 3: Administrative Authority

The Executive Committee shall have full administrative authority:

- a. To fill for the current term any vacancies that may occur by death, resignation, or otherwise, in its boards, committees, departments, or in offices which have been filled by conference election. If a new president is to be elected by the committee, the president of the Southern Union, or his designee, shall serve as chairman of the Executive Committee.
- b. To employ ministers, secretaries, teachers, and other persons as deemed necessary for the work of the conference.
- c. To grant and withdraw credentials and licenses. The withdrawal of credentials or the removal of those names under Article VI, Section 1 of these Bylaws shall require the consent of two-thirds ($\frac{2}{3}$) of the members of the Executive Committee.

Section 4: Regular Meetings

The Executive Committee may schedule regular meetings at such times and places as it may select.

Section 5: Special Meetings

Special meetings of the Executive Committee may be called at any time or place by the president or, in his absence, by the secretary. A special meeting shall also be called by the secretary in response to the written request of $\frac{2}{3}$'s of the members of the Executive Committee, and shall be done in counsel with the president of the Southern Union.

In the event of the incapacitation or forced absence of the president, leadership of the conference shall pass to the conference secretary until such time as the Executive Committee shall meet. In the event of the incapacitation or forced absence of both the president and the conference secretary, leadership of the conference shall pass to the treasurer. The treasurer, in consultation with the president of the Southern Union, shall be mandated to call a meeting with the Executive Committee within thirty (30) days.

Section 6: Quorum

Twelve (12) members of the Executive Committee shall constitute a quorum. In the absence of said quorum, no business of any kind shall be transacted by the Executive Committee.

ARTICLE VII - OFFICERS

Section 1: Officers' Titles

The Officers of this conference shall be a president, a secretary, and a treasurer.

Section 2: President

The president is the chief executive officer and shall act as chairman of constituency meetings, and the Executive Committee, and work in the general interests of the South Central Conference as the Executive Committee may advise or direct. In his leadership he shall seek to adhere to the policies of the Southern Union Conference and North American Division of the General Conference of Seventh-day Adventist Church and work in close counsel with the Southern Union Conference Committee.

Section 3: Secretary

The secretary shall work under the direction of the Executive Committee and shall act as vice-chairman of the Executive Committee. It shall be the duty of the secretary to keep the minutes of the conference constituency meetings and of the Executive Committee meetings; to supply copies of these minutes to the Executive Committee members and to the officers of the Southern Union Conference; to collect such data as may be desired by the officers of the conference or by the Executive Committee; and to perform such other duties as usually pertain to the office.

Section 4: Treasurer

The treasurer shall work under the direction of the Executive Committee. It shall be the duty of the treasurer to receive all funds, to disburse them in harmony with the actions of the Executive

Committee, to remit all required funds to the union and the division/General Conference in harmony with North American Division policy, and to render such financial statements at regular intervals as may be desired by the officers of the conference or by the Executive Committee. Copies of these financial statements shall be furnished to the Executive Committee and conference officers and to the officers of the Southern Union Conference. Bank accounts approved by the Executive Committee shall be operated by the treasurer and/or such other individuals as may be authorized by the Executive Committee.

ARTICLE VIII - DIRECTORS OF DEPARTMENTS/ASSOCIATIONS/SERVICES

Section 1: Advisory Role

The directors of departments/associations/services of this conference shall work under the direction of the Executive Committee of the conference and the president, and shall serve in an advisory relationship to the field.

Section 2: Departments/Services Structure

Conference departments/services shall be organized in harmony with, but not necessarily in duplication of, the departments/services structure of the Southern Union, North American Division of the General Conference.

ARTICLE IX - SUBSIDIARY MINISTRIES

Section 1: Corporations and Agencies

The South Central Conference may carry on its ministry through subsidiary agencies, organizations and institutions that may, where necessary and appropriate, function either as corporate or unincorporated entities. Before the conference forms any legal organization it shall invite the counsel of the North American Division.

Section 2: Constituency Meetings of Subsidiaries

The constituency meetings of the conference legally organized subsidiaries shall be held in conjunction with the regularly scheduled constituency meetings of the conference or as provided by the articles of incorporation of the respective subsidiary legal organization. The election of the board of directors or Executive Committee of these legally organized entities will be in harmony with the statutory laws applicable to each such entity.

ARTICLE X - FINANCE

Section 1: Tithes and Offerings

The funds of this conference shall consist of such tithes as it shall receive from within its territory, and such gifts, legacies, bequests, devises, direct tithes, appropriations, reverted funds and other

donations as may be made to it.

Section 2: Policies

The tithe and all other funds shall be used in harmony with the financial policies of the North American Division of the General Conference of the Seventh-day Adventist Church, and in the case of donations, their use shall be in harmony with the specifications of donors and in compliance with Government regulations.

Section 3: Bank Accounts

The funds of the conference shall be safeguarded in harmony with the financial policies of the North American Division of the General Conference of the Seventh-day Adventist Church. Monies shall be deposited in the name of the South Central Conference of Seventh-day Adventists in regular or special accounts, in such banks, or savings institutions, as the Executive Committee shall designate, and shall be withdrawn only by persons authorized by resolution of the Executive Committee.

Section 4: Financial Statements

The South Central Conference shall prepare annually appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the Southern Union Conference of Seventh-day Adventists and the North American Division of the Seventh-day Adventist Church and, to the extent required by law, with any branch of local, state or federal government.

ARTICLE XI - BUDGET, SALARY REVIEW AND AUDIT

Section 1: Budget

The South Central Conference shall prepare an annual budget in harmony with the policies of the North American Division of the General Conference of the Seventh-day Adventist Church.

Section 2: Salary and Expense Review

The Executive Committee shall constitute an Employee Remuneration Committee to review annually the salary and expense of all the employees and set salary rates for the subsequent year.

Section 3: Independent Audit

a. All accounting records of the conference shall be audited at least annually by an auditor designated by the North American Division and the financial records of the conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditors. At least one member of the auditing team shall be a member of a regional conference in good and regular standing.

___ b. If the Executive Committee deems it advisable, an independent auditing firm, apart from the regular auditing group, may be secured to review the opinions and findings of the organization's

auditors.

ARTICLE XII - AMENDMENTS

Amendment, Revision and Repeal

The Constitution and/or the Bylaws of this conference may be amended, revised, and repealed at any duly called constituency meeting by two-thirds ($\frac{2}{3}$) vote of the delegates present and voting at any such constituency meeting of the conference. In the event it is proposed to amend the Constitution or Bylaws at any regular or specially called constituency meeting, notice of such proposed amendments shall be given specifically in conjunction with the publication of notice for such special session. The proposed amendment(s), the agenda, and supporting documentation shall be sent to the delegates not fewer than thirty (30) days prior to the session.

ARTICLE XIII - INDEMNIFICATION

The conference shall indemnify any person who is serving or has served as a member of the Executive Committee or officer of the conference (and his executor, administrator, and heirs) against all reasonable expenses (including, but not limited to) judgments, costs and legal fees) actually and necessarily incurred by him in connection with the defense of any litigation, action, suit or proceeding, civil, criminal or administrative, to which he may have been a party by reason of being or having been a member of the Executive Committee or officer of the conference, except he shall have no right to reimbursement for matters in which he has been adjudged liable to the conference for negligence or misconduct in the performance of his duties.

This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the Executive Committee or officer may be entitled. (This right of indemnification may be expanded or contracted as allowed under local law and as adopted by the constituents.)

ARTICLE XIV - DISSOLUTION

In the event of the dissolution of this conference, all assets remaining after claims have been satisfied, shall be held in trust by the Southern Union Conference Association of Seventh-day Adventist for the remaining congregations which composed the South Central Conference of the Seventh-day Adventist church.

The General Conference/North American Division shall empower a special committee of the officers of the regional conferences and regional departments of the North American Division who shall serve as administrator/executor of the assets of the remaining congregations which composed the South Central Conference of Seventh-day Adventists.

The special committee shall consist of not fewer than fifteen (15) members composed in the following manner:

1. Two (2) officers of regional conferences and/or regional departments.
2. Three (3) former members of the Executive Committee of the South Central Conference.
3. One (1) Southern Union appointee.
4. One (1) General Conference appointee.
5. Three (3) pastors from the dissolved conference who were not members of the Conference Executive Committee.
6. Five (5) laymen of the dissolved conference who were not members of the Conference Executive Committee.

ARTICLE XV - DIVISION OF CONFERENCE

In the event of a division of the South Central Conference it shall follow the generally accepted guidelines for same as outlined in the North American Division of the General Conference Working Policy for Territorial Adjustments in the Conferences/Mission/Unions.