

1 **CONSTITUTION OF THE SOUTH CENTRAL CONFERENCE**
2 **OF SEVENTH-DAY ADVENTISTS**

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5 **ARTICLE I - NAME**
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7 The name of this organization shall be known as the South Central Conference of Seventh-day
8 Adventists. This conference is a part of the Southern Union Conference of Seventh-day
9 Adventists, which in turn is a part of the North American Division of the General Conference of
10 the Seventh-day Adventist Church.
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13 **ARTICLE II - PURPOSE**
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15 The purposes for which this conference is formed are:

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17 **Section 1:** The specific and primary purpose is to teach the everlasting gospel of our Lord
18 and Saviour Jesus Christ as symbolized by the three angels of Revelation 14, and
19 to lovingly persuade people to become His disciples and responsible members of
20 the church.
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22 **Section 2:** The general purpose is to coordinate a Christian ministry including but not limited
23 to pastoral, educational, literature, health and an evangelistic ministry.
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25 **Section 3:** This is a not for profit religious organization.
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28 **ARTICLE III - TERRITORY**
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30 The territory of this conference shall consist of the states of Alabama, Kentucky, Mississippi,
31 Tennessee, and that portion of the state of Florida lying west of the Apalachicola River.
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34 **ARTICLE IV - BYLAWS**
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36 The voters of this conference may enact, amend and/or repeal Bylaws. Such Bylaws may
37 embrace any provision consistent with the Constitution.
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47 **BYLAWS OF THE SOUTH CENTRAL CONFERENCE**
48 **OF SEVENTH-DAY ADVENTISTS**
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51 **ARTICLE I - PRINCIPAL OFFICE**
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53 The principal office for the transaction of the business of the conference is fixed and located at
54 715 Youngs Lane in Nashville, Davidson County, Tennessee. The Executive Committee may in
55 an emergency change the location of the principal office from one location to another.
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58 **ARTICLE II - RELATIONSHIPS**
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60 The South Central Conference of Seventh-day Adventists is a part of the Southern Union
61 Conference of Seventh-day Adventists, which in turn is a part of the North American Division of
62 the General Conference of Seventh-day Adventists, a world church organization. All policies of
63 this conference shall seek to be in harmony with the working policies of the North American
64 Division of the General Conference of Seventh-day Adventists. This conference shall pursue the
65 mission of the church within the doctrinal guidelines adopted and approved by the General
66 Conference of Seventh-day Adventists in its quinquennial session.
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69 **ARTICLE III - MEMBERSHIP**
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71 **Section 1: Members**
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73 The membership of this Conference shall consist of such churches as have been or
74 shall be properly organized and accepted by vote of the Conference in a properly
75 called constituency meeting. Such churches shall remain indivisible members of
76 the sisterhood of churches unless expelled by the sisterhood of churches or
77 disbanded by the Conference for natural causes in a properly called constituency
78 meeting of this Conference.
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80 **Section 2: Voice and Voting Privileges**
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82 Voice and vote privileges at regular and special sessions shall be the prerogative
83 of:
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- 85 a. All delegates duly accredited by the organized churches of the conference.
86 Each church shall be entitled to one delegate for the organization and one
87 additional delegate for each 25 members or major fraction thereof.
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89 b. All members of the Executive Committee of the South Central
90 Conference.

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- 92 c. All employees holding ministerial or missionary credentials/licenses
- 93 issued by this conference.
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- 95 d. The officers of the Southern Union.
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- 97 e. Members of the General Conference Committee, who may be present at
- 98 any constituency meeting of this conference. The number of such
- 99 delegates representing the General Conference of Seventh-day Adventists
- 100 shall not exceed one percent (1%) of the total number of delegates
- 101 provided for hereinabove in Section 2-a of Article III of these Bylaws.
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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.

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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.

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Constituents right to call a special constituency meeting

The constituents may call a Special Constituency Meeting if it is requested by at least two-third's [sixty six and two-thirds percent 66.6%] of the churches in [a] duly called Business Sessions

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Section 4: Quorum

At least sixty-six and two-thirds (66 $\frac{2}{3}$ %) 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.

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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.

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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.

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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.

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 churches will select delegates to serve on the Organizing Committee may shall 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 of the session. Two-thirds ($\frac{2}{3}$) of the number of duly elected members shall constitute a quorum.

The Organizing Committee shall nominate and the constituency delegates shall elect:

- 228 1. A Standing Constitution and Bylaws Committee, to serve between
229 sessions.
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231 2. A Nominating Committee to serve for the constituency meeting.
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233 3. Other committees as may be required for the session, with
234 nominees subject to the approval of the constituency delegates.
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236 Members of the Organizing Committee may be chosen at or prior to the
237 constituency meeting.
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239 **Section 2: Nominating Committee**
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- 241 a. The purpose of the Nominating Committee shall be that of nominating the
242 officers, departmental directors and associates, and the Executive
243 Committee for the next quinquennium.
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245 b. The Nominating Committee shall consist of at least fifteen (15) but not
246 more than twenty-one (21) members. Included in that number, shall be the
247 president of the Southern Union Conference or his designee who shall
248 serve as the chairman. The membership of the committee shall be
249 balanced, as nearly as possible, between denominational employees and
250 persons not employed by the denomination representing various segments
251 of the work and territories of the conference. Membership of this
252 committee shall not include any officer, departmental director /associate or
253 other elective position of the conference, neither shall it include any
254 member of the Conference Executive Committee or any individual who
255 served on the Nominating Committee during the previous Conference
256 Constituency Meeting.
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258 c. The Nominating Committee at a regular or called Constituency meeting
259 may elect no more than twenty-five percent (25 %) of its members to
260 serve on the Executive Committee. [**Voted-2011:27**].
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262 **Section 3: Standing Constitution and Bylaws Committee**
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264 Each regularly scheduled constituency meeting of this conference shall elect a
265 standing Constitution and Bylaws Committee. This committee shall function
266 between the regularly scheduled constituency meetings, to study and revise as
267 necessary the Constitution and Bylaws of the South Central Conference and shall
268 submit its reports and detailed recommendations to the Executive Committee and
269 to the next regular constituency meeting. This standing Constitution and Bylaws
270 Committee shall be chaired by the secretary of the conference.
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272 **Section 4: Voting**
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274 The election of officers, and the voting on all matters of business, shall be unless
275 otherwise determined by a majority vote of the delegates present and voting.
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278 **ARTICLE VI - EXECUTIVE COMMITTEE**

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280 **Section 1: Delegate Authority**

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282 The Executive Committee of the conference is herein delegated the authority to
283 act on behalf of the constituents between sessions, including the power to
284 elect/terminate for cause officers, directors/associates of departments/services,
285 and to fill vacancies among its own committee members. The Executive
286 Committee shall appoint such committees and shall employ such workers as may
287 be necessary to execute its work effectively. The Executive Committee shall
288 direct the movements of the employees of the conference with an awareness of
289 the needs of the affected local church. The Executive Committee shall be the final
290 authority in employing or dismissing workers considered to be permanent and full
291 time.
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293 **Section 2: Membership of Executive Committee**

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295 The Executive Committee of the South Central Conference of Seventh-day
296 Adventists shall be elected at its regularly scheduled constituency meeting and
297 shall consist of not more than twenty-three (23) members, of whom not fewer
298 than thirteen (13) shall be persons not employed by any organization or institution
299 of the Seventh-day Adventist Church. The president, secretary and treasurer shall
300 be members ex officio of the Executive Committee and shall be included in the
301 total number of the Executive Committee. The membership of the committee shall
302 include one departmental director and one institutional representative.
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304 **Section 3: Administrative Authority**

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306 The Executive Committee shall have full administrative authority:

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

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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

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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. A concise financial snapshot is to be distributed annually to church board members [Voted-2011:28]. 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

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

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417 **Section 2: Constituency Meetings of Subsidiaries**

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

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427 **ARTICLE X - FINANCE**

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429 **Section 1: Tithes and Offerings**

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431 The funds of this conference shall consist of such tithe as it shall receive from
432 within its territory, and such gifts, legacies, bequests, devises, direct tithe,
433 appropriations, reverted funds and other donations as may be made to it.

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435 **Section 2: Policies**

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

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442 **Section 3: Bank Accounts**

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

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452 **Section 4: Financial Statements**

453

454 The South Central Conference shall prepare annually appropriate statements of
455 income and fund balances and shall be responsible for the filing of any financial
456 information directly with the Southern Union Conference of Seventh-day

457 Adventists and the North American Division of the Seventh-day Adventist
458 Church and, to the extent required by law, with any branch of local, state or
459 federal government.

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462 **ARTICLE XI - BUDGET, SALARY REVIEW AND AUDIT**

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464 **Section 1: Budget**

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

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470 **Section 2: Salary and Expense Review**

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

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476 **Section 3: Independent Audit**

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

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

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490 **ARTICLE XII - AMENDMENTS**

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492 **Amendment, Revision and Repeal**

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

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503 **ARTICLE XIII - INDEMNIFICATION**

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505 The conference shall indemnify any person who is serving or has served as a member of the
506 Executive Committee or officer of the conference (and his executor, administrator, and heirs)
507 against all reasonable expenses (including, but not limited to) judgments, costs and legal fees)
508 actually and necessarily incurred by him in connection with the defense of any litigation, action,
509 suit or proceeding, civil, criminal or administrative, to which he may have been a party by reason
510 of being or having been a member of the Executive Committee or officer of the conference,
511 except he shall have no right to reimbursement for matters in which he has been adjudged liable
512 to the conference for negligence or misconduct in the performance of his duties.
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514 This right of indemnification shall be in addition to, and not exclusive of, all other rights to
515 which such member of the Executive Committee or officer may be entitled. (This right of
516 indemnification may be expanded or contracted as allowed under local law and as adopted by the
517 constituents.)
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520 **ARTICLE XIV - DISSOLUTION**

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522 In the event of the dissolution of this conference, all assets remaining after claims have been
523 satisfied, shall be held in trust by the Southern Union Conference Association of Seventh-day
524 Adventist for the remaining congregations which composed the South Central Conference of the
525 Seventh-day Adventist church.
526

527 The General Conference/North American Division shall empower a special committee of the
528 officers of the regional conferences and regional departments of the North American Division
529 who shall serve as administrator/executor of the assets of the remaining congregations which
530 composed the South Central Conference of Seventh-day Adventists.
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532 The special committee shall consist of not fewer than fifteen (15) members composed in the
533 following manner:
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- 535 1. Two (2) officers of regional conferences and/or regional departments.
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537 2. Three (3) former members of the Executive Committee of the South Central
538 Conference.
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540 3. One (1) Southern Union appointee.
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542 4. One (1) General Conference appointee.
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544 5. Three (3) pastors from the dissolved conference who were not members of the
545 Conference Executive Committee.
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547 6. Five (5) laymen of the dissolved conference who were not members of the
548 Conference Executive Committee.

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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.