

CONSTITUTION OF THE GENERAL CONFERENCE OF SEVENTH-DAY ADVENTISTS

(As revised at the 60th Session held in San Antonio, Texas, United States of America, July 2 to July 11, 2015)

ARTICLE I—NAME

This organization shall be known as the General Conference of Seventh-day Adventists.

ARTICLE II—PURPOSE

The purpose of the General Conference is to teach all nations the everlasting gospel of our Lord and Savior Jesus Christ and the commandments of God.

ARTICLE III—DIVISIONS OF THE GENERAL CONFERENCE

The General Conference conducts much of its work through its divisions, which in turn are comprised of unions in specific areas of the world. Each division of the General Conference is authorized to carry out responsibilities in the territory assigned to it. It shall act in full harmony with the General Conference Constitution and Bylaws, the General Conference *Working Policy*, and actions of the Executive Committee.

In order to carry the authority of the General Conference, the actions of division committees shall, of necessity, be in harmony with and complementary to the decisions of the General Conference in Session, and the actions of the General Conference Executive Committee between Sessions.

ARTICLE IV—MEMBERSHIP

Sec. 1. The membership of the General Conference shall consist of:

- a. All unions that have been or shall be properly organized and accepted by vote of the General Conference in Session.
- b. All of the following entities that are directly attached to the General Conference or to a division:
 - 1) Local conferences
 - 2) Local mission and functional equivalents thereof provided they have two or more officers and an executive committee, observe a schedule of regular constituency meetings and have been properly organized.

ARTICLE V—GENERAL CONFERENCE SESSIONS

Sec. 1. The General Conference shall hold quinquennial Sessions at such time and place as the General Conference Executive Committee shall designate and announce by a notice published in the *Adventist Review* or *Adventist World* or other publications voted by the General Conference Executive Committee in three consecutive months beginning at least four months before the date for the opening of the Session. In case special world conditions make it imperative to postpone the calling of the Session, the General Conference Executive Committee, in regular or special council, shall have authority to make such postponement, not to exceed two years, giving notice to all constituent organizations.

Sec. 2. The General Conference Executive Committee may call special sessions of the General Conference at such time and place as it considers proper, by means of a notice as provided for in Sec. 1., and the transactions of such special sessions shall have the same force as those of the regular sessions.

Sec. 3. At least one-third of the total delegates authorized hereinafter under Sec. 5. of Article V, must be present at the opening meeting of any regular or specially called General Conference Session to constitute a quorum for the transaction of business. Once the Session is declared open, the delegates remaining present shall constitute a quorum.

Sec. 4. The election of officers and the voting on all matters of business shall be by *viva-voce* vote, or as designated by the Chair, unless otherwise requested by a majority of the delegates present.

Sec. 5. The delegates to a General Conference Session shall be designated as follows:

- a. Regular delegates.
- b. Delegates at large.
- c. In case of financial exigency or other major crisis within the Church or in the international arena, the General Conference Executive Committee may take an action to reduce the maximum number of delegates to a particular General Conference Session. Such reduction shall then be applied to both regular delegates and delegates at large.

Sec. 6. Regular delegates shall represent the General Conference's member units as defined in Article IV, as follows:

- a. Delegates representing union conferences and union of churches conferences having division affiliation shall be appointed by the respective union executive committee.

- b. Delegates representing union missions and union of churches missions having division affiliation shall be appointed by the respective division executive committees in consultation with the organizations concerned.
- c. Delegates representing conferences and missions having union conference affiliation shall be appointed by the respective union conference executive committees in consultation with the organizations concerned.
- d. Delegates representing conferences and missions having union mission affiliation shall be appointed by the respective division executive committees in consultation with the organizations concerned.
- e. Delegates representing conferences and missions directly attached to divisions shall be appointed by the respective division executive committees in consultation with the organizations concerned.
- f. Delegates representing division institutions, the number of whom shall correspond to the number of division institutions within each division, shall be appointed by the respective division executive committees in consultation with the organizations concerned.
- g. Delegates representing union conferences and union of churches conferences directly attached to the General Conference shall be appointed by the executive committee of the respective attached entity.
- h. Delegates representing union missions, union of churches missions, and local conferences and missions directly attached to the General Conference shall be appointed by the General Conference Executive Committee in consultation with the organizations concerned.

Sec. 7. Regular delegates shall be allotted on the following basis:

- a. Each union conference shall be entitled to two delegates other than its president (who is a delegate at large) without regard to membership size.
- b. Each union mission shall be entitled to one delegate other than its president (who is a delegate at large) without regard to membership size.
- c. Each union of churches conference shall be entitled to one delegate other than its president (who is a delegate at large) without regard to membership size.
- d. Each union of churches mission is represented by its president (who is a delegate at large).

- e. Each local conference shall be entitled to two delegates without regard to membership size.
- f. Each local mission/field shall be entitled to one delegate without regard to membership size.
- g. Each division shall be entitled to additional delegates based upon its membership as a proportion of the world Church membership. The total number of delegates from all divisions under this provision shall not exceed 400. The resulting quota of division delegates under this provision shall be distributed first to the unions that are affiliated with that division, based on each union's proportion of the division membership. Any unallocated delegate entitlements under this process shall be allocated at the discretion of the division executive committee.
- h. Unused quotas of regular delegates allocated to unions and unions of churches may be reallocated by the divisions.

Sec. 8. Delegates at large shall represent the General Conference, its institutions, divisions of the General Conference, and division institutions and shall be appointed on the following basis:

- a. All members of the General Conference Executive Committee.
- b. Associate directors/secretaries of General Conference departments and associations.
- c. Twenty delegates from General Conference appointed staff. Such delegates shall be selected by the General Conference Executive Committee upon recommendation from the General Conference Administrative Committee.
- d. Twenty delegates for each division.
- e. Each division shall be entitled to additional delegates corresponding to the number of division institutions within its territory.
- f. Those representatives of the General Conference and division institutions and other entities, and those employees, field secretaries, laypersons, and pastors who are selected by the Executive Committees of the General Conference and its divisions, by a process and distribution as defined by the Executive Committee of the General Conference. The number of these delegates shall be 300.

Sec. 9. Division administrations shall consult with unions to ensure that the entire division delegation shall be comprised of Seventh-day Adventists in regular standing, at least 50 percent of whom shall be laypersons, pastors, teachers, and non-administrative employees, of both genders, and representing a range of age groups and nationalities. The majority of the above 50 percent

shall be laypersons. Delegate selections from General Conference and division institutions, and those selected under Sec. 8.d. above, shall not be required to satisfy the quota for laity.

Sec. 10. Credentials to sessions shall be issued by the General Conference to those appointed in harmony with the provisions of this article.

Sec. 11. Calculations for all delegate allotments, as provided for in this article, shall be based upon:

- a. The membership as of December 31 of the second year preceding the General Conference Session.
- b. The number of denominational entities eligible for inclusion in determining quotas and which are in existence as of December 31 of the second year preceding the General Conference Session.

ARTICLE VI—ELECTION

Sec. 1. The following shall be elected at each regular session of the General Conference:

- a. A president, vice presidents, a secretary, an undersecretary, associate secretaries, division secretaries, a treasurer/chief financial officer, an undertreasurer, associate treasurers, division treasurers/chief financial officer, a director and associate directors of the General Conference Auditing Service, and a director/secretary and associate director/secretary (directors/secretaries) of each duly organized General Conference department and association as specified in Article X, Sec. 1. of the General Conference Bylaws.
- b. A General Conference Auditing Service Board as provided for in the General Conference Bylaws, Article VIII, Sec. 2.-a.

Sec. 2. The following shall be approved by vote of the Executive Committee at a subsequent meeting, following recommendations from the divisions:

Other persons to serve as members of the General Conference Executive Committee as provided for in Article VIII, Sec. 1. b.

ARTICLE VII—APPOINTMENT

The following shall be appointed at the first Annual Council of the Executive Committee following a regular session: a director of Office of Archives, Statistics, and Research, a director and associate directors of the Biblical Research Institute, a director and research scientists of the Geoscience Research Institute, editors and associate editors for the principal denominational journals prepared at the General Conference, and any other non-departmental positions which have been established and filled by General Conference Executive Committee appointment. This

Annual Council shall also appoint the membership of standing committees and various operating boards which have been established and filled by General Conference Executive Committee appointment.

ARTICLE VIII—GENERAL CONFERENCE EXECUTIVE COMMITTEE

Sec. 1. The Executive Committee of the General Conference shall consist of:

- a. *Ex Officio Members*—
 - 1) Those elected as provided for in Article VI, Sec. 1. except the director and associate directors of the General Conference Auditing Service and the associate directors/secretaries of General Conference departments and associations.
 - 2) Presidents of unions, past presidents of the General Conference holding credentials from the General Conference.
 - 3) The president-executive director of each of the following organizations provided the respective organization remains classified as a General Conference-sponsored entity: Adventist Development and Relief Agency International, Adventist International Institute of Advanced Studies, Adventist Risk Management, Adventist University of Africa, Adventist World Radio, Andrews University, Christian Record Services, Hope Channel, Loma Linda University Health, Review and Herald Publishing Association.
 - 4) The editor of each of the following publications: *Adventist Review*, *Adventist World*, *Adult Sabbath School Bible Study Guide*, *Ministry*.
 - 5) The director of each of the following: Archives, Statistics, and Research, Biblical Research Institute, Geoscience Research Institute.
 - 6) The president and board chair of Ellen G White Estate.
- b. *Elected Members*—
 - 1) Three laypersons and one church pastor from each division without regard to membership size up to 500,000 members. One additional church pastor or other frontline denominational employee for each additional 500,000 members or major portion thereof. The above laypersons, pastors, and other denominational employees shall be selected by each division executive committee from individuals recommended by the union executive committees and shall be Seventh-day Adventists in regular standing.
 - 2) No fewer than fifteen and no more than twenty additional members selected by the General Conference Executive Committee from

denominational retirees and current employees, including pastors, teachers, and other frontline employees.

- 3) No fewer than fifteen and no more than twenty members selected by the General Conference Executive Committee from laity including young adults.

ARTICLE IX—OFFICERS AND THEIR DUTIES

Sec. 1. The officers of the General Conference shall be a president, vice presidents, a secretary, an undersecretary, associate secretaries, a treasurer/chief financial officer, an undertreasurer, and associate treasurers. It is the duty of these officers, in consultation with one another, to carry forward the work according to plans and programs voted by the General Conference in session and according to plans and policies agreed upon by the General Conference Executive Committee.

Sec. 2. Executive Officers: The president, secretary, and treasurer/chief financial officer are the executive officers, and shall carry forward the work in consultation with one another.

Sec. 3. President: The president is the first officer of the General Conference and shall report to the General Conference Executive Committee in consultation with the secretary and the treasurer/chief financial officer. He or his designee shall preside at the sessions of the General Conference, act as chair of the General Conference Executive Committee, serve in the general interests of the General Conference as the General Conference Executive Committee shall determine, and perform such other duties as usually pertain to such office. The General Conference president shall be an ordained minister of experience.

Sec. 4. Vice Presidents: Each vice president shall assist the president in the general administrative work of the General Conference or preside over a division territory.

Sec. 5. Secretary, undersecretary, and associate secretaries: The secretary, in the performance of the executive responsibilities, shall report to the General Conference Executive Committee after consultation with the president. The secretary shall be responsible for keeping the minutes of the proceedings of the General Conference Sessions and meetings of the General Conference Executive Committee, for maintaining correspondence with church organizations, and for the performance of such other duties as usually pertain to such office. The undersecretary and associate secretaries shall assist the secretary in this work.

Sec. 6. Treasurer/chief financial officer, undertreasurer, and associate treasurers: The treasurer/chief financial officer, in the performance of the executive responsibilities, shall report to the General Conference Executive Committee after consultation with the president. The treasurer/chief financial officer shall be responsible for providing financial leadership to the General Conference which will include, but not be limited to, receiving, safeguarding, and disbursing all funds in harmony with the actions of the General Conference Executive Committee, for providing financial information to the president and to the General Conference Executive

Committee, and for the performance of such other duties as usually pertain to such office. The undertreasurer and associate treasurers shall assist the treasurer/chief financial officer in this work.

ARTICLE X—TERM OF OFFICE

Sec. 1. All officers of the General Conference and those whose election is provided for in Article VI, Sec 1. shall hold office from the time they are elected and, except for resignation or termination for other reasons, shall serve until the end of their term, or until their replacement is elected. A person who is not elected to a new term of office during a session does not thereby lose delegate status at the session. Unless other arrangements are made in consultation with administration, such individuals will be expected to fulfill during the session itself any session-related responsibilities which have been assigned to them. In situations where official responsibilities cannot be transferred immediately to a newly elected individual, the officer whose term has expired may be requested by the newly elected officer, and approved by the General Conference Administrative Committee, to carry limited responsibilities, for a defined period of time until transition arrangements have been completed. The current term of office for those elected under Article VI, Sec 1. or elected by the Executive Committee between General Conference sessions to fill such office for the remainder of a term, unless government requirements dictate otherwise, is not subject to division retirement policies, which may determine specific ages for mandatory retirements. This provision does not override the service credit limitations, if any, of a retirement plan in which the person participates. Those who have passed the age of mandatory retirement, as determined by their division or legislation, shall not be eligible for election to a new term of office for positions indicated in Article VI, Sec 1., in that division.

Sec. 2. Members of the General Conference Executive Committee provided for in Article VIII, Sec. 1. a. 2) shall serve for the period of time they hold the office that entitled them to membership on the General Conference Executive Committee.

Sec. 3. Members of the General Conference Executive Committee provided for in Article VIII, Sec. 1. b. shall serve, except for resignation or other termination, from the time of their selection until their replacements are selected by a division executive committee.

Sec. 4. Those persons who, by virtue of holding elected position, have been members of the General Conference Executive Committee at the beginning of the current session but who have not been reelected shall be entitled to voice and vote at any General Conference Executive Committee convened during the session.

Sec. 5. All those who are appointed to serve the General Conference as provided for in Article VII, or who are appointed by the General Conference Executive Committee during the quinquennium, shall serve from the time they take up their duties and, except for resignation or other termination, shall continue until their reelection/reappointment or the election/appointment of their replacement at the first Annual Council following the next regular session or until the position is terminated by action of the General Conference Executive Committee.

Sec. 6. Service as outlined in Sec. 1. to Sec. 5. above may be terminated as provided for in General Conference Bylaws, Article XIII, Sec. 1.

ARTICLE XI—CORPORATIONS

Sec. 1. The establishment of corporations to serve the General Conference shall be authorized by the General Conference Executive Committee.

Sec. 2. The General Conference Corporation of Seventh-day Adventists is a legal entity formed to serve the General Conference in carrying out its purposes.

Sec. 3. At each regular General Conference Session, the delegates shall elect the directors of the General Conference Corporation.

ARTICLE XII—BYLAWS

At any regular or special session of the General Conference, the delegates may enact, amend, or repeal Bylaws by a two-thirds majority vote of the delegates present and voting. Such actions may embrace any provision not inconsistent with the Constitution.

ARTICLE XIII—DISSOLUTION

In the event of the dissolution of the General Conference, any funds or assets remaining after all claims have been satisfied shall be transferred to a Seventh-day Adventist tax-exempt religious entity recommended by the General Conference Executive Committee. The dissolution process shall be in harmony with the requirements of all applicable federal and state laws.

ARTICLE XIV—AMENDMENTS

This Constitution or its Bylaws may be amended by a two-thirds majority vote of the delegates present and voting at any session provided that, if it is proposed to amend the Constitution at a special session of the General Conference, notice of such purpose shall be given in the call for that special session.

BYLAWS OF THE GENERAL CONFERENCE OF SEVENTH-DAY ADVENTISTS

ARTICLE I—TERRITORIAL ADMINISTRATION

Sec. 1. The General Conference of Seventh-day Adventists, hereinafter referred to as the General Conference, normally shall conduct its worldwide work through its divisions, each division to operate within a specified territory in harmony with General Conference policies.

Sec. 2. The duly organized divisions are: East-Central Africa Division, Euro-Asia Division, Inter-American Division, Inter-European Division, North American Division, Northern Asia-Pacific Division, South American Division, South Pacific Division, Southern Africa-Indian Ocean Division, Southern Asia Division, Southern Asia-Pacific Division, Trans-European Division, and West-Central Africa Division. The boundaries of these divisions shall be subject to adjustment at Annual Councils of the General Conference Executive Committee.

Sec. 3. If a territorial adjustment is made at an Annual Council, it shall be made only provided each division and other territory affected is represented at the council by at least one of its officers, or in the case of an unorganized territory, by a senior church leader from that territory. An exception to the requirement of such representation shall be made in a condition of emergency. In such a case, the General Conference Executive Committee shall make whatever adjustments are necessary for the conduct of the work in the territories affected.

Sec. 4. Administrations of all organizations and institutions within a division's territory shall be responsible to their respective executive committees/boards and operate in harmony with division and General Conference Executive Committee actions and policies. General Conference institutions and fields without divisional affiliation shall operate in harmony with the General Conference Executive Committee and its policies.

ARTICLE II—SESSION COMMITTEES

Sec. 1. At each regular Session of the General Conference, such committees as may be found necessary, including the following, shall be elected for the duration of the Session to consider items of business that may be referred to them and to bring their reports and recommendations to the Session:

- a. Session *Church Manual* Committee
- b. Session Constitution and Bylaws Committee
- c. Session Nominating Committee
- d. Session Steering Committee

Sec. 2. Church Manual Committee: The chair of the Church Manual Committee shall be an officer of the General Conference.

Sec. 3. Constitution and Bylaws Committee: The chair of the Constitution and Bylaws Committee shall be an officer of the General Conference.

Sec. 4. Nominating Committee: a. The membership of the Nominating Committee shall consist of the following:

- 1) Each division and each attached union shall be entitled to select for membership on the Nominating Committee ten percent of its delegation to the session, after excluding any delegates at large employed by the General Conference or its institutions and any delegates selected by the General Conference Administrative Committee and assigned by the Administrative Committee to meet with the General Conference and institution delegation.
- 2) Delegates at large who are excluded under 1) above shall be entitled to representation on the Nominating Committee equal to eight percent of their total number.

b. The members of the Nominating Committee shall be chosen as follows:

- 1) Each division delegation and each delegation from a union attached to the General Conference shall act as a unit in selecting members to which it is entitled. Excluded from this process shall be any delegates at large currently employed by the General Conference or its institutions and any delegates selected by the General Conference Administrative Committee and assigned by the Administrative Committee to meet with the General Conference and institution delegation.
- 2) The delegates at large currently employed by the General Conference or its institutions, along with any delegates selected by the General Conference Administrative Committee and assigned by the Administrative Committee to meet with the General Conference and institution delegation, shall act as a unit in selecting members to which they are entitled.
- 3) The election of the above representatives on the Nominating Committee shall be by the method of voting considered by each delegation to be most convenient and efficient, taking into consideration the size of the delegation and other circumstances.

c. Each group (named in Sec. 4. b. 1) and 2) above) shall select its representatives on the Nominating Committee to represent, as far as

possible, the various geographical areas, organizational segments, and types of activity of the territory.

- d. Those chosen as members of the Nominating Committee must be duly accredited delegates in attendance at the General Conference Session.
- e. Delegates holding elected positions under the provisions of Article VI, Sec. 1. of the Constitution shall not be members of the Nominating Committee.
- f. No delegate shall nominate more than one person for election to the Nominating Committee.
- g. The Nominating Committee shall elect its own chair and secretary under the temporary chair of the president of the General Conference whose term is expiring.
- h. The Nominating Committee shall limit its nominations to those positions for which budgetary provision has been made.
- i. In order to expedite the work of the Nominating Committee, the representatives from each division shall be allowed a reasonable amount of time to meet and consider the personnel needs of their respective divisions and to make recommendations to the full Nominating Committee. Decisions of these groups shall not be binding on the Nominating Committee as a whole, but shall be submitted as recommendations which will be considered.

Sec. 5. Steering Committee: The Steering Committee shall be chaired by the General Conference President or his designee. Membership of the Steering Committee shall be recommended to the Session by the General Conference Executive Committee. The Steering Committee shall meet as necessary to:

- a. Manage and monitor progress of the Session and its programs,
- b. Determine and amend, if necessary, the sequencing of the Session's business agenda,
- c. Serve as the referral point for any new business item not related to the approved Session agenda or any business item that the Session wishes to refer for further study, other than items that rightfully pertain to standing Session committees,
- d. Report to the Session, as needed, regarding the processing of proposals that have been referred for its consideration.

ARTICLE III—GENERAL CONFERENCE VICE PRESIDENTS AND DIVISION VICE PRESIDENTS

Sec. 1. General vice presidents of the General Conference shall be elected to assist the president with the general administrative work of the General Conference. In addition a vice president shall be elected to serve as president of each division of the General Conference.

Sec. 2. A general vice president of the General Conference shall, in the absence of or at the discretion of the president, chair meetings of the General Conference Executive Committee.

Sec. 3. The role of the general vice presidents of the General Conference, in relationship to the divisions, is as follows:

- a. To serve as liaisons between the General Conference president and the divisions.
- b. To serve as administrative resource counselors.
- c. To strengthen the bond of the world Church.

Sec. 4. The vice presidents of the General Conference elected for the divisions shall serve as chairs of the division executive committees operating in their respective territories; shall have oversight of the work in those territories under the direction of the division executive committees; and shall be designated within their respective division territories as presidents of the divisions over which they preside.

Sec. 5. Vice presidents of the divisions may be appointed by the division executive committees, as necessary, to assist the division presidents in their administrative responsibilities.

ARTICLE IV—GENERAL CONFERENCE UNDERSECRETARY AND ASSOCIATE SECRETARIES

Sec. 1. An undersecretary and associate secretaries shall be elected to share with the secretary the responsibilities of the office. They shall perform such duties connected with the General Conference Secretariat as may be assigned to them by the secretary or by the General Conference Executive Committee.

Sec. 2. The secretary of the North American Division, by virtue of election to that responsibility, shall also be an associate secretary of the General Conference.

Sec. 3. The role of the General Conference undersecretary and associate secretaries, in relationship to the divisions, includes the following:

- a. To serve as liaisons with division secretaries as assigned by the General Conference secretary.

- b. To facilitate the processing of calls for interdivision employees.
- c. To recruit interdivision employees to fill the needs of the divisions.
- d. To assist the divisions with personnel and policy matters.

ARTICLE V—GENERAL CONFERENCE UNDERTREASURER AND ASSOCIATE TREASURERS

Sec. 1. An undertreasurer and associate treasurers shall be elected to share with the treasurer/chief financial officer the work of the office. They shall perform such duties connected with the General Conference Treasury as may be assigned to them by the treasurer/chief financial officer or by the General Conference Executive Committee. They may be authorized by the General Conference Administrative Committee to sign checks under the instruction of the treasurer/chief financial officer.

Sec. 2. The treasurer/chief financial officer of the North American Division, by virtue of election to that responsibility, shall also be an associate treasurer of the General Conference.

Sec. 3. The role of the General Conference undertreasurer and associate treasurers, in relationship with the divisions, includes the following:

- a. To provide financial counsel, information, and analysis.
- b. To assist in conducting financial surveys as requested.
- c. To respond to special requests submitted by the division treasurers/chief financial officers.
- d. To invest the assets of the divisions as requested by the divisions.
- e. To assist in international banking arrangements.

ARTICLE VI—DIVISION SECRETARIES

Sec. 1. A secretary shall be elected for each division to be designated “division secretary.”

Sec. 2. Each division secretary shall work according to plans and programs voted by the General Conference in session and according to plans and policies agreed upon by the division executive committee. The division secretary shall serve as vice-chair of the executive committee, and shall report to the executive committee after consultation with the president. It shall be the duty of the division secretary to keep the minutes of the division executive committee meetings, to collect information and make such reports as may be required, and to do such other work as usually pertains to this office.

Sec. 3. Division executive committees may appoint associate and assistant secretaries as may be required to carry on the work.

ARTICLE VII—DIVISION TREASURERS/CHIEF FINANCIAL OFFICERS

Sec. 1. A treasurer/chief financial officer shall be elected for each division to be designated “division treasurer/chief financial officer.”

Sec. 2. Each division treasurer/chief financial officer shall work according to plans and programs voted by the General Conference in session and according to plans and policies agreed upon by the division executive committee and shall report to the executive committee after consultation with the president. The division treasurer/chief financial officer shall be responsible for providing financial leadership to the division which will include, but shall not be limited to, receiving, safeguarding, and disbursing all funds in harmony with the actions of the division executive committee, for remitting all required funds to the General Conference in harmony with General Conference policy, and for providing financial information to the president and to the executive committee. The division treasurer/chief financial officer shall also be responsible for furnishing copies of the financial statements to the General Conference officers.

Sec. 3. Division executive committees may appoint an undertreasurer, associate treasurers, and assistant treasurers as may be required to carry on the work.

ARTICLE VIII—AUDITING SERVICE AND AUDITS

Sec. 1. At each regular General Conference Session, the General Conference shall elect a director of the General Conference Auditing Service, whose duties shall be to:

- a. Administer a program to provide assurance and related services as part of the worldwide financial oversight program for the Seventh-day Adventist Church;
- b. Monitor the assurance and related services provided for the Seventh-day Adventist Church including where such services are rendered by an external provider;
- c. Recommend to the General Conference Executive Committee or division executive committee standards and/or guidelines for the endorsement and selection of external auditors; and
- d. Report to the General Conference Executive Committee, through the General Conference Auditing Service Board, on the overall assurance and related services in the Church and on current issues and emerging trends that appear in the global picture of financial reporting and organizational policy compliance.

Associate directors shall also be elected at each regular General Conference Session. The director and associate directors shall be recommended by the General Conference Auditing Service Board to the Session Nominating Committee after taking into consideration work performance and feedback from a variety of sources.

References to service directors and associate service directors elsewhere in these Bylaws shall not apply to the director and associate directors of the General Conference Auditing Service, except as provided for in Article XIII, Sec. 1.c.

Sec. 2. a. At each regular General Conference Session, the General Conference shall elect a General Conference Auditing Service Board which shall be constituted as follows: General Conference president, a General Conference vice president as subsequently assigned by the president, General Conference secretary, General Conference treasurer/chief financial officer, director of the General Conference Auditing Service, and one member from each division who is not employed denominationally, chosen from among qualified Seventh-day Adventist auditors and/or other knowledgeable professionals in related fields. The chair of the Board shall be a layperson selected by the Board from among its members. The vice chair shall be the vice president of the General Conference who serves as a member of the Board. The secretary of the Board shall be the director of the General Conference Auditing Service.

- b. A quorum of the General Conference Auditing Service Board shall be 50 percent plus one, the majority of whom shall be nondenominationally employed members.

Sec. 3. The General Conference Auditing Service, ever sensitive to the country-specific regulations governing the audits of denominational entities in a particular country, serves as the Seventh-day Adventist Church's preferred provider of assurance and related services. The client base includes all denominational organizations such as General Conference institutions, world divisions and their institutions, unions/conferences/missions/fields/regions/mission stations and their institutions, local conferences/missions and their educational institutions at the secondary level or higher, and Adventist Development and Relief Agency country offices and projects not audited by external auditors. Exceptions to the above global requirements shall be by specific action of the General Conference Executive Committee.

ARTICLE IX—GENERAL CONFERENCE AND DIVISION FIELD SECRETARIES

Sec. 1. The term “field secretary” shall be used to designate the role of persons elected/appointed to assist the officers of the General Conference or division in a range of general or specific responsibilities.

Sec. 2. A General Conference “field secretary” ordinarily carries another portfolio of responsibility, the nature of which involves frequent interactions with global church leadership. In the role of field secretary this person works under the direction of the president or another designated officer. Field secretaries shall be elected by the General Conference Executive Committee after having been appointed to their primary responsibility by their respective board,

the General Conference Executive Committee, or the General Conference Administrative Committee, as appropriate. Their term of service as field secretaries is contingent on the term of service in the individual's primary responsibility.

Sec. 3. The term "division field secretary" shall be used to designate field leaders appointed by a division executive committee and assigned either to field service or to special projects or responsibilities. They may be appointed as necessary to serve in the divisions under the direction of the president or designee.

ARTICLE X—DEPARTMENTS AND ASSOCIATIONS— DIRECTORS/SECRETARIES, ASSOCIATES, AND ASSISTANTS

Sec. 1. Departmental and association directors/secretaries and associate directors/secretaries shall be elected by the General Conference Session and assistants shall be appointed as determined by the General Conference Executive Committee to serve the world Church through the Ministerial Association and the following departments: Adventist Chaplaincy Ministries, Children's Ministries, Communication, Education, Family Ministries, Health Ministries, Public Affairs and Religious Liberty, Publishing Ministries, Sabbath School and Personal Ministries, Stewardship Ministries, Planned Giving and Trust Services, Women's Ministries, and Youth Ministries.

Should changes to the departmental structure of the General Conference be deemed necessary, such changes may be approved and implemented by action of the General Conference Executive Committee in Annual Council and continued, subject to ratification at the next General Conference Session. When additions or changes to department or association structures are implemented at times other than in connection with a General Conference Session, the General Conference Executive Committee at an Annual Council shall also address the staffing needs involved until the next General Conference Session.

Sec. 2. The departmental, association, agency, and service directors/secretaries shall work under the direction of the president and the General Conference Executive Committee. Departmental, association, agency, and service personnel shall function in an advisory capacity to the field.

Sec. 3. The term "associate director/secretary" shall be used to designate those persons who may be elected to associate with the director/secretary of any General Conference department, association, agency, or service in carrying the responsibilities of the office. Such persons, who shall work under the direction of their respective departmental, association, agency, or service directors/secretaries, shall have the requisite experience, background, and expertise to facilitate their work in carrying out the functions assigned to them not only at the General Conference headquarters but also throughout the world field. Certain specialized activities may be largely accomplished without extensive field activity.

Sec. 4. The term "assistant director/secretary" shall be used to designate those persons who are appointed as determined by the General Conference Executive Committee to assist the director/secretary and associates in any department, association, agency, or service in carrying out

the work of the General Conference, usually in one or more special procedures or functions. Such persons, who shall work under the direction of their respective departmental, association, agency, or service directors/secretaries, shall fulfill these special assignments largely in the office and serve to expedite the work of the departmental, association, agency, or service staff. Field appointments for assistants shall be of a very limited nature.

Sec. 5. Departmental and association directors/secretaries, associates, and assistants shall assist the executive officers of the General Conference in their leadership and nurture of the Church, by promoting the plans and programs of the Church as approved by the General Conference Executive Committee, and by facilitating the involvement of the membership in the mission of the Church. This will be accomplished through the production of resources and through promotion, consultation, coordination, and leadership development. Departmental plans and programs shall be developed and coordinated by the departments under the direction of an administrative officer, be processed through administration, and receive General Conference Executive Committee approval, whenever deemed advisable, before implementation and promotion in the field.

ARTICLE XI—DIVISION DEPARTMENTS DIRECTORS/ SECRETARIES, ASSOCIATES, AND ASSISTANTS

Divisions shall appoint departmental, association, agency, and service directors/secretaries who shall serve under the direction of their respective division presidents and executive committees. They shall also appoint associate and assistant directors/secretaries as may be needed to serve in special capacities under the direction of their respective directors/secretaries. These appointments shall normally be made at the time of the regular General Conference Session, but in no event later than December 31 in the year of the regular General Conference Session.

ARTICLE XII—DIRECTOR OF OFFICE OF ARCHIVES, STATISTICS, AND RESEARCH

At the first Annual Council of the General Conference Executive Committee following a regular session, the General Conference shall appoint a director of Office of Archives, Statistics, and Research whose duties shall be to administer the General Conference Office of Archives, Statistics, and Research and to compile and report the statistics of the world work, and who shall serve under the direction of the General Conference secretary and the General Conference Executive Committee.

ARTICLE XIII—GENERAL CONFERENCE EXECUTIVE COMMITTEE

Sec. 1. a. During the intervals between Sessions of the General Conference, the General Conference Executive Committee is delegated the authority to act on behalf of the General Conference in Session. The membership of the General Conference Executive Committee includes representatives of all the divisions of the world field and the presidents of all unions and therefore speaks for the world Church. Major items affecting the world Church are considered at the Annual Council meetings of the General Conference Executive Committee, when all the members of the

Committee are invited to be present. The authority, therefore, of the General Conference Executive Committee is the authority of the world Church.

- b. The General Conference Executive Committee shall also have power to grant or withdraw credentials or licenses, to appoint committees, such as an administrative committee, with their terms of reference, to review, change, and create working policies, to approve strategic plans and programs for the world Church, to employ personnel that may be necessary to execute its work effectively, and to take all necessary actions not otherwise reserved for the General Conference in Session to assure the continuous effective operation of the world Church to fulfill its mission.
- c. The General Conference Executive Committee shall have power to elect or remove, for cause, officers, directors, and associate directors of departments/associations/services and committee members, and to fill for the current term any vacancies that may occur in its offices, boards, committees, or agents due to death, resignation, or other reasons. The phrase “for cause,” when used in connection with removal from an elected or appointed position, shall include but not be limited to 1) incompetence; 2) persistent failure to cooperate with duly constituted authority in substantive matters and with relevant employment and denominational policies; 3) actions which may be the subject of discipline under the *Seventh-day Adventist Church Manual*; or 4) failure to maintain regular standing as a member of the Seventh-day Adventist Church.
- d. The General Conference Executive Committee shall have power to effect the retirement, before the expiration of the term for which they have been elected, of persons elected under Article VI, Sec. 1. of the Constitution who may develop a health condition that prevents them from properly discharging their duties.
- e. The removal from office by the General Conference Executive Committee of any person elected under Article VI, Sec. 1. of the Constitution or its withdrawal of credentials or licenses shall be by a two-thirds vote of the members present and voting at any regular meeting.
- f. The General Conference Executive Committee shall have the power to remove, for cause, members from the Executive Committee or any committee for which it is responsible by a two-thirds majority vote of the members present and voting at any duly called meeting.

Sec. 2. a. A meeting of the General Conference Executive Committee, known as the Annual Council, shall be held annually for the purpose of considering budget requests and making appropriations, for the transaction of other business, and the adoption of policies that may be necessary in the operation of the worldwide work.

- b. A meeting of the General Conference Executive Committee, known as the Spring Meeting, shall be held annually for the purpose of receiving the audited financial reports of the General Conference and for transacting regular Executive Committee business as provided for in the General Conference *Working Policy* relating to Spring Meetings.

Sec. 3. A majority of the full membership of the General Conference Executive Committee, including the president or a general vice president, is empowered to transact denominational business of any nature at any time and place. All meetings require notice to members as per Sec. 8. below.

Sec. 4. Any fifteen members of the General Conference Executive Committee, including an officer of the General Conference, shall constitute a quorum of the Executive Committee for the disposition of routine items, and shall be empowered to transact business that is in harmony with the general plans outlined by the Executive Committee. A quorum of forty members is required for the disposition of non-routine items such as major financial decisions, the dismissal of elected and appointed employees, and the election of presidents of divisions and of general vice presidents. All meetings require notice to members as per Sec. 8. below.

Sec. 5. All meetings of the General Conference Executive Committee shall be held at the General Conference headquarters, or at another place that may be voted by the Executive Committee. Members may participate in meetings by means of a telephone conference or similar communications by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting. All meetings require notice to members as per Sec. 8. below.

Sec. 6. Meetings of the General Conference Executive Committee may be called at any time by the ranking officer of the General Conference who may be present at headquarters, and this officer, or any member of the Executive Committee appointed, in harmony with Bylaws, Article III, Sec. 2., shall act as chair of the meeting.

Sec. 7. Local conference/mission/field presidents shall be invited to attend Annual Council meetings of the General Conference Executive Committee when it is held within the territory of their division. Unless an executive session, which consists of members only, is called, such invitees shall be extended the privilege of participation in all discussions of the meeting, but without vote.

Sec. 8. Notice as to time, place, and any other requirements under these Bylaws of all General Conference Executive Committee meetings shall be provided to all members in a reasonable manner at least three (3) days prior to the meeting if the meeting is to take place by telephone conference or similar communications, or at least fourteen (14) days if it is to take place in person, unless the meeting is held during a General Conference Session. These notice requirements are waived in the case of a General Conference Executive Committee meeting convened during a General Conference Session since all General Conference Executive Committee members are expected to be in attendance at the Session.

ARTICLE XIV—DIVISION EXECUTIVE COMMITTEES

Sec. 1. In each division, a division executive committee shall be constituted, as hereinafter provided, for the transaction of business pertaining to the division. The division executive committee functions on behalf of the General Conference Executive Committee in the division, and its authority shall be recognized by union and local organizations in matters of division administration and counsel. A division may establish for the use, benefit, and purpose of the church in countries of that division various legal entities and may entrust to these or to other entities previously established full responsibility for property, governance or other functions provided such responsibility is exercised in harmony with denominational policies and values.

Sec. 2. The ex-officio members of a division executive committee shall be the division president, the division secretary, the division treasurer/chief financial officer, other division officers, the division vice presidents, and the division field secretaries; the heads of division institutions; the presidents of union conferences; the presidents of union missions; the presidents of unions of churches; the presidents of attached conferences/missions/fields; the directors of division departments, associations and services; and any members of the General Conference Executive Committee present. Other division executive committee members shall be appointed according to the policies of the division. Appointed members shall include representation from denominational employees and from church members in regular standing who are not denominationally employed. Denominational employee representation shall include some pastors and institutional personnel.

Sec. 3. The actions taken by division executive committees pertaining to the administration of affairs in division territories shall be considered final, provided they are in harmony with the plans and policy of the General Conference as set forth in the Constitution and Bylaws and with General Conference Executive Committee actions.

Sec. 4. Five members of a division executive committee, including the chair, shall constitute a quorum for the transaction of routine business. When the chair is unable to be present, the secretary may convene such a meeting at division headquarters and shall serve as chair. - Minority meetings of fewer than five members of the division executive committee may be held for the transaction of necessary routine business, but actions taken at such meetings shall not be final until the minutes of such meetings have been approved in a meeting with a quorum present. A quorum of ten members or 25 percent of the committee membership, whichever is greater, is required for the disposition of non-routine items such as major financial decisions, the dismissal of elected and appointed employees, and the appointment of union mission officers. To the extent permitted by applicable law, division executive committee members may participate in meetings by means of a telephone conference or similar communications by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Sec. 5. Notice as to time, place, and other requirements under these Bylaws of all division executive committee meetings shall be provided to all members in a reasonable manner appropriate for the jurisdiction.

ARTICLE XV—AUDIT OF THE GENERAL CONFERENCE

The General Conference Executive Committee shall have an audit of the financial statements of the General Conference and of the General Conference Corporation conducted by an external auditor at least once each calendar year. The external auditor shall also conduct an annual policy compliance test of these organizations, and shall report annually the results of the financial audit and policy compliance test to the General Conference Executive Committee and to the General Conference at its regular sessions.

ARTICLE XVI—REMUNERATION AND EXPENSES

Sec. 1. The General Conference Executive Committee shall appoint annually a minimum of eight persons not in its employ who, with officers of the General Conference and not less than seven presidents of unions, shall constitute a committee to review the remuneration, related allowances, and expenses of employees.

Sec. 2. The General Conference Executive Committee shall have power to make necessary adjustments from time to time in the remuneration of employees.

ARTICLE XVII—FUNDS

Sec. 1. The funds of the General Conference shall be as follows:

- a. A percentage of the tithe receipts of the local conference/mission/field/region/field station shall be forwarded through denominational channels in accordance with the General Conference *Working Policy*.
- b. A percentage of the tithe receipts of the union of churches shall be forwarded through the division in accordance with the General Conference *Working Policy*.
- c. Regular mission offerings.
- d. Special gifts. Proceeds from the maturities of planned giving designated for the General Conference.

ARTICLE XVIII—DIVISION RETIREMENT PLANS

Sec. 1. Divisions shall adopt a plan for the support of retired and/or disabled employees and for dependent spouses and dependents of such employees in harmony with the principles set forth in the General Conference *Working Policy*.

Sec. 2. Such plans shall be funded by contributions from participating organizations as agreed upon by the respective division executive committees.

ARTICLE XIX—APPROPRIATIONS

Sec. 1. The General Conference Executive Committee shall make its regular appropriations to the world field at Annual Councils. These appropriations are to be based on budget requests from the fields.

Sec. 2. Appropriations shall be made subject to the receipt of the full amount of funds estimated in the General Conference budget. In case of a shortage, the distribution shall usually be on a pro rata basis to all the interests represented in the budget.

Sec. 3. Appropriations for major projects shall be held in trust for the purpose for which the appropriation was designated. In case the project is abandoned, the funds shall revert to the General Conference. Other funds appropriated to divisions shall be administered by the respective division executive committees.

Sec. 4. All funds raised in divisions, except the regular funds belonging to the General Conference as indicated under Article XVII, shall be used for the advancement of the work for which they were raised and are to be administered by the respective church entity in harmony with denominational policy.

Sec. 5. To the extent permitted by law, General Conference funds in all the world shall be made available to meet the annual appropriations of the General Conference.

ARTICLE XX—FINANCE

Sec. 1. To provide a working fund for regular operations and to protect against a possible financial emergency or depression, the General Conference shall maintain an amount of working capital as defined and specified in the General Conference *Working Policy*.

Sec. 2. The General Conference Executive Committee, acting through its legal agency, the General Conference Corporation, shall have power to make annuity contracts; but all moneys obtained in this way shall be invested in securities and not be made available for appropriations until the annuity contracts have matured.

Sec. 3. The tithes and mission offerings received by the General Conference shall be appropriated for the work of the Seventh-day Adventist denomination. It shall not be within the prerogative, therefore, of the General Conference Executive Committee, the General Conference Treasury, nor of any agent or agency of the denomination to lend these funds to private individuals, to endorse notes, sign bonds or other securities, or in any other way to divert the funds of the General Conference from their intended purpose.

Sec. 4. The basis for computing goals and per capita funds shall be the membership on June 30 of the preceding year as officially recorded by the General Conference Office of Archives, Statistics, and Research.

ARTICLE XXI—INDEMNIFICATION

Sec. 1. To the extent permitted by law, the General Conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because he/she is or was a member of the General Conference Executive Committee, a delegate to a General Conference Session, or an officer, employee, or agent of the General Conference against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the General Conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Sec. 2. This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such person may be entitled.