



2021
AMENDED BYLAWS OF THE
ARIZONA CONFERENCE
CORPORATION OF
SEVENTH-DAY ADVENTISTS

October 24, 2021

TABLE OF CONTENTS

ARTICLE I - NAME AND PURPOSE	1
ARTICLE II-TERRITORY, GEOGRAPHICAL AREAS, AND PRINCIPAL OFFICE	1
SECTION 1: TERRITORY AND GEOGRAPHICAL AREAS	1
SECTION 2: PRINCIPAL OFFICE	2
ARTICLE III - RELATIONSHIP	2
ARTICLE IV - CONSTITUENCY	2
SECTION 1: CONSTITUENTS	2
SECTION 2: CONSTITUENCY DELEGATES	2
SECTION 3: CHURCH MEMBERSHIP REQUIREMENTS	3
SECTION 4: QUORUM	3
SECTION 5: LAY PERSON MAJORITY	3
SECTION 6: PROXY VOTING	3
SECTION 7: VOTING RIGHT OF THE DELEGATES	3
SECTION 8: PARLIAMENTARIAN	3
ARTICLE V - CONSTITUENCY MEETINGS	4
SECTION 1: REGULAR MEETING	4
SECTION 2: QUINQUENNIAL MEETING AGENDA	4
SECTION 3: SPECIAL MEETING	4
SECTION 4: ELECTION AND TERM OF OFFICE	4
SECTION 5: EXIGENT CIRCUMSTANCES	5
ARTICLE VI - RESPONSIBILITY TO DELEGATES	5
SECTION 1: INFORMAITON AND MATERIALS TO DELEGATES	5
ARTICLE VII - COMMITTEES AND AGENDAS	5
SECTION 1: ORGANIZING COMMITTEE	5
SECTION 2: NOMINATING COMMITTEE	6
SECTION 3: STANDING BYLAWS COMMITTEE	7
ARTICLE VIII - EXECUTIVE COMMITTEE	8
SECTION 1: DELEGATED AUTHORITY	8
SECTION 2: MEMBERSHIP OF EXECUTIVE COMMITTEE	8
SECTION 3: ADMINISTRATIVE AUTHORITY	8
SECTION 4: REGULAR MEETINGS	9
SECTION 5: SPECIAL MEETINGS	9
SECTION 6: QUORUM	9
SECTION 7: ATTENDANCE REQUIREMENT	9
SECTION 8: CHURCH MEMBERSHIP REQUIREMENT	9
ARTICLE IX – EDUCATION BOARD.....	9
SECTION 1: MEMBERS	9

SECTION 2: REGULAR MEETINGS	10
SECTION 3: QUORUM	10
SECTION 4: ATTENDANCE REQUIREMENT	10
SECTION 5: CHURCH MEMBERSHIP REQUIREMENT	10
ARTICLE X - OFFICERS	10
SECTION 1: OFFICERS' TITLES	10
SECTION 2: PRESIDENT	10
SECTION 3: EXECUTIVE SECRETARY	11
SECTION 4: TREASURER	11
SECTION 5: VICE PRESIDENT	11
SECTION 6: ANTI-NEPOTISM	11
ARTICLE XI - DEPARTMENTAL DIRECTORS AND ETNIC COORDINATORS	11
SECTION 1: ADVISORY ROLE	11
SECTION 2: DEPARTMENTS AND/OR SERVICES STRUCTURE	11
SECTION 3: ETHNIC COORDINATORS	11
ARTICLE XII - SUBSIDIARY MINISTRIES	12
SECTION 1: CORPORATIONS AND AGENCIES	12
SECTION 2: CONSTITUENCY MEETINGS OF SUBSIDIARIES	12
ARTICLE XIII- FINANCE	12
SECTION 1: TITHES AND OFFERINGS	12
SECTION 2: POLICIES	12
SECTION 3: DEPOSITS	12
SECTION 4: FINANCIAL STATEMENTS	12
ARTICLE XIV - CHURCHES	12
SECTION 1: TITHE	12
SECTION 2: QUARTERLY REPORT.....	12
ARTICLE XV - BUDGET, SALARY REVIEW AND AUDIT	12
SECTION 1: BUDGET	12
SECTION 2: SALARY AND EXPENSE REVIEW	13
SECTION 3: AUDIT	12
ARTICLE XVI - AMENDMENTS	13
ARTICLE XVII - INDEMNIFICATION	13
SECTION 1: INDEMNIFICATION.....	13
SECTION 2: EXCLUSIONS.....	13
SECTION 3: PROCEDURE.....	13
SECTION 4: EXPENSE ADVANCES	13
SECTION 5: SETTLEMENT OF CLAIMS.....	14
SECTION 6: EFFECT OF REPEAL.....	14
ARTICLE XVIII - WORKERS' CREDENTIALS AND LICENSES	14

ARTICLE XIX - EXTENDED REQUIREMENTS	14
ARTICLE XX - DISSOLUTION	14
CERTIFICATE OF CORPORATION SECRETARY	15

**AMENDED BYLAWS
OF THE
ARIZONA CONFERENCE CORPORATION
OF SEVENTH-DAY ADVENTISTS**

ARTICLE I – NAME AND PURPOSE

This Corporation shall be known as the **ARIZONA CONFERENCE CORPORATION OF SEVENTH-DAY ADVENTISTS**, (hereinafter referred to as the "Conference") an affiliated entity of the Pacific Union Conference of Seventh-day Adventists. The Conference is a non-profit religious corporation and is not organized for the private gain of any person. It is organized under the Arizona Nonprofit Corporation Act exclusively for religious purposes. The Conference is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law) (the "Code"). Notwithstanding any other provision of these articles, the Conference shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Conference, and the Conference shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxes under Section 501(c)(3) of the Code; or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The purposes for which the Conference is formed are:

- A. To teach the everlasting gospel of our Lord and Savior 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 Seventh-day Adventist church.
- B. To coordinate Christian ministries including but not limited to pastoral, outreach, teaching, literature, and health ministries.
- C. To provide opportunity for the sharing of resources and to promote the worldwide mission of the Seventh-day Adventist Church.

ARTICLE II – TERRITORY, GEOGRAPHICAL AREAS, AND PRINCIPAL OFFICE

SECTION 1: TERRITORY AND GEOGRAPHICAL AREAS. The territory of the Conference shall consist of the churches in the State of Arizona and such other territory as may hereafter come under its jurisdiction. For organization and membership representation purposes, the Arizona Conference shall be separated into geographical areas. The geographical area plan shall have no more than 15 areas initially consisting of Phoenix Metro Central, Phoenix Metro East, Phoenix Metro West, Phoenix Metro Spanish, Northern Arizona, Northeast Arizona, Northwest Arizona, Yuma, Southern Arizona, Southern Arizona Spanish and Southwest Arizona, grouping Churches and Companies together based upon geographic location and ethnic or language representation. The geographical area plan shall be prepared by the Executive Secretary and reviewed annually by the Executive Committee. The Executive Secretary shall be responsible to initiate this review. Conference administration, nominating committee, and organizing committee shall use the geographical area information in their respective Conference responsibilities.

1 **SECTION 2: PRINCIPAL OFFICE.** The principal office for the transaction of business of this
2 Conference is fixed and located at 13405 N. Scottsdale Road, Scottsdale, Maricopa County, State
3 of Arizona. The Executive Committee of the Conference may, in an emergency, change the
4 location of the principal office on a temporary basis.

6 **ARTICLE III – RELATIONSHIP**

8 The Arizona Conference Corporation of Seventh-day Adventists is a part of the Pacific Union
9 Conference, which in turn is a part of the North American Division, which in turn is a part of the
10 General Conference of Seventh-day Adventists, a world church organization.

12 All policies, purposes and procedures of this Conference shall be in harmony with the working
13 policies and procedures of the Pacific Union Conference, North American Division and the
14 General Conference of Seventh-day Adventists.

16 This Conference shall pursue the purposes of the Church in harmony with the doctrines,
17 programs, and initiatives adopted and approved by the General Conference of Seventh-day
18 Adventists in Constituency Meetings.

20 **ARTICLE IV – CONSTITUENCY**

22 **SECTION 1: CONSTITUENTS.** The Conference shall be composed of such Member
23 Churches formally approved for membership by vote of the delegates at any duly called
24 Constituency Meeting, and Organized Churches as voted by the Executive Committee in any
25 part of the geographic territory under its jurisdiction. The Conference has no members within
26 the meaning of the Arizona Nonprofit Corporation Act.

28 **SECTION 2: CONSTITUENCY DELEGATES.** The voting delegates at a Regular or Special
29 Constituency Meeting of the Conference shall be:

31 **A. Regular Delegates**

33 i. Such delegates shall be duly appointed by the member or the organized
34 churches of the Conference. Each church shall be entitled to one (1) delegate
35 for the organization and one additional delegate for each sixty (60) members
36 or major fraction thereof (50% + 1), as reported by the church clerk on
37 December 31 of the year preceding the Constituency Meeting

39 ii. Delegates for the Conference Church shall be selected by the Conference
40 Executive Committee

42 **B. Delegates at Large**

44 i. Members of the Executive Committee of the Conference

46 ii. Members of the Conference Education Board

48 iii. Members of the Standing Bylaws Committee

- 1 iv. All employees holding Ministerial Credentials, Commissioned Minister
2 Credentials, Administrative Ministries Credentials, Commissioned Ministry
3 of Teaching Credentials, Missionary Credentials, Ministerial Licenses and
4 Commissioned Minister Licenses issued by the Conference
5
6 v. Members present of the Pacific Union Conference Executive Committee;
7 Members present of the North American Division Executive Committee, and
8 members present of the General Conference Executive Committee. The
9 combined number of delegates representing the Pacific Union, the North
10 American Division and the General Conference shall not exceed ten percent
11 (10%) of the total number of delegates provided for herein- above in Article
12 IV - Section 2A of these Bylaws
13

14 **SECTION 3: CHURCH MEMBERSHIP REQUIREMENT.** All delegates appointed to vote
15 at any Constituency Meeting shall be members in regular standing of the Seventh-day Adventist
16 Church.
17

18 **SECTION 4: QUORUM.** More than fifty percent (50%) of the delegates authorized herein-
19 above under Article IV - Section 2 of these Bylaws must be present at the opening of any
20 regular or special Constituency Meeting to constitute a quorum for the transaction of business.
21 Once the Constituency Meeting is declared open, the delegates remaining present shall
22 constitute a quorum.
23

24 **SECTION 5: LAY PERSON MAJORITY.** Each group of delegates identified in Article IV,
25 Section 2B, items i-iii, shall be structured so that a majority of each group of delegates shall be
26 composed of lay persons. Lay persons shall be defined as any Arizona Conference Seventh-day
27 Adventist Church member who does not hold a current valid ministerial license or credential
28 (except honorary credentials issued to retired ministers), or who does not serve or does not
29 receive remuneration for ministerial duties assigned by the Conference administration, or who is
30 not listed in the official annual Conference directory by name and assignment.
31

32 **SECTION 6: PROXY VOTING.** All delegates must be present in person at any Constituency
33 Meeting in order to be eligible to vote. There shall be no voting by proxy.
34

35 **SECTION 7: VOTING RIGHT OF THE DELEGATES.** Each duly appointed delegate shall
36 be entitled to one (1) vote on each motion and shall have voting rights only at the specific
37 Conference Constituency Meeting (or extension thereof) at which he or she has been
38 specifically appointed and/or designated as a delegate. Voting for Officers, Departmental
39 Directors and Ethnic Coordinators shall be by secret ballot. When requested by a majority
40 delegates present and voting, other votes may also be by secret ballot; otherwise, the mode of
41 voting shall be at the discretion of the chair.
42

43 **SECTION 8: PARLIAMENTARIAN.** The Conference Executive Committee shall select an
44 individual to serve as Parliamentarian. Said Parliamentarian shall follow the General
45 Conference Rules of Order for parliamentary procedure, except when said rules of order conflict
46 with the Bylaws of the Conference. Whenever those amended rules do not cover a procedure
47 Robert's Rules of Order shall govern.
48
49
50

- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 0
- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 0
- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 0
- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 0

Notice of the time and place of the meeting of the delegates shall be given by:

- SECTION 2: QUINQUENNIAL MEETING AGENDA.** The quinquennial meeting agenda shall be prepared by the Conference Executive Committee. Any member in regular standing of the Seventh-day Adventist Church residing within the territory of the Conference who wishes to submit items to the Executive Committee for consideration shall do so in writing to the Conference President at least sixty (60) days prior to the meeting. The first item of business at any meeting shall be the approval of the agenda, at which time a two-thirds (2/3) vote of the delegates present shall be required to add items to the agenda. No items may be added to the agenda after its approval.

- A. It is deemed necessary by the Executive Committee
- B. It is voted by the delegates at any Constituency Meeting
- C. It is requested by the Union Committee, Division Committee or General Conference Committee
- D. It is requested by a bona fide vote of two-thirds (2/3) of the churches in business meetings since the most recent regular Quinquennial Constituency Meeting

SECTION 4: ELECTION AND TERM OF OFFICE. All officers, directors of departments and/or services, ethnic coordinators, and members of governing boards and committees who are not ex-officio members who are elected by the delegates at the regular meeting of the Conference Constituency shall hold their offices until the next regular meeting of the Conference Constituency, unless they resign or their election is terminated by the Executive Committee and/or a special Constituency Meeting.

1 **SECTION 5: EXIGENT CIRCUMSTANCES.** In cases of exigent circumstances such that
2 make a scheduled Constituency Meeting impossible or highly impractical (i.e. war, disease,
3 disaster, pandemic, civil disorder, government regulation, threats or acts of terrorism or similar
4 acts), the Conference Executive Committee, in regular or special session, shall have the authority
5 to change venue including hosting an electronic meeting, or to postpone and reschedule such
6 Constituency Meeting. Any postponement shall not exceed twelve (12) months and notice of any
7 postponement voted by the Conference Executive Committee shall be given in the same
8 timeframe and manner as notice of the Constituency Meeting. Unless other action is taken by the
9 Conference Executive Committee, any such postponement shall extend the term of current
10 officers, vice presidents, directors and associate directors until the next Constituency Meeting
11 takes place.

12 **ARTICLE VI – RESPONSIBILITY TO DELEGATES**

13
14
15 **SECTION 1: INFORMATION AND MATERIALS TO DELEGATES.** Delegates to the
16 Constituency Meeting:

- 17
18 A. Shall be provided, at least two (2) weeks prior to the Constituency Meeting, a
19 business agenda, and any other materials and information to be presented at the
20 Meeting
21
22 B. Shall be provided the minutes of the voted actions of the Constituency Meeting
23 within ninety (90) days following the close of the Constituency Meeting. The
24 minutes will be submitted to the Conference Executive Committee for formal
25 approval prior to distribution
26
27 C. Materials will be provided electronically, unless a printed copy is requested by a
28 delegate to the office of the Executive Secretary at least six (6) weeks prior to the
29 Constituency Meeting
30

31 **ARTICLE VII – COMMITTEES AND AGENDAS**

32
33 **SECTION 1: ORGANIZING COMMITTEE.**

- 34
35 A. Delegates to the Organizing Committee
36
37 i. Selection of Church Delegates
38
39 a. Prior to any regular or, if applicable special Constituency Meeting,
40 each local church shall choose one (1) member from its delegation to
41 the Constituency Meeting plus one (1) additional member from its
42 delegation for each two hundred (200) church members as reported by
43 the church clerk on December 31 of the year preceding the
44 Constituency Meeting, to serve on an Organizing Committee.
45
46 ii. Selection of Employee Delegates
47
48 b. The employees of the Conference shall select up to twenty (20)
49 employees to serve on the Organizing Committee, not to exceed
50 twenty percent (20%) of the total membership of the Organizing

Committee. Conference Employee Delegates shall be selected as follows: (a) Pastors to select twelve (12) pastors; (b) Educators to select six (6) educators; and (c) Office Staff to select two (2) office employees. These delegates shall be reflective of the geographic, ethnic, racial and gender diversity of the Conference.

B. Date, Location and Scope of Meeting

- i. This Committee shall meet at least sixty (60) days before the Constituency Meeting and shall appoint, on behalf of the delegates to that meeting, such committees, including a Nominating Committee, as are deemed necessary by the Organizing Committee
- ii. The chairperson of the Organizing Committee shall be the President of the Pacific Union Conference or his designee
- iii. Members of the Organizing Committee shall caucus by geographic area for the purpose of bringing suggestions to the Organizing Committee
- iv. The Conference Executive Secretary shall submit to the Organizing Committee a written report reflecting the geographic, ethnic, racial and gender diversity of the Conference

SECTION 2: NOMINATING COMMITTEE. The Nominating Committee shall consist of thirty (30) members, exclusive of the Pacific Union Conference President or his designee, who shall act as chairman.

A. Qualifications and Characteristics of Nominating Committee Members

- i. No member of the Nominating Committee shall be less than 18 years of age
- ii. At least two thirds of the membership of the Nominating Committee shall not be employees of the Conference
- iii. No individual who is up for election or employed at the office of the Conference may serve on the Nominating Committee
- iv. Membership of the Nominating Committee shall be selected from the pool of official delegates and shall take into account and be reasonably reflective of the geographic areas, ethnic, racial and gender diversity of the Conference
- v. Nominating committee members shall not be from the same church
- vi. No more than half of the Nominating Committee can come from the Organizing Committee
- vii. The Nominating Committee and the Executive Committee, when acting in place of the Nominating Committee, shall not nominate a lay person to serve on more than two (2) committees at a time

1 B. Time, Notice and Quorum of Meeting

- 2
- 3 i. The Nominating Committee shall be called into session to begin its work by
- 4 the Pacific Union Conference President, its chairperson, or his designee, at
- 5 least fifteen (15) days prior to the day of the Constituency Meeting. The
- 6 Nominating Committee shall give delegates to the regular meeting a
- 7 reasonable opportunity to appear before it to express their viewpoints
- 8
- 9 ii. The Nominating Committee shall submit for approval to the delegates
- 10 during the Constituency Meeting a slate of individuals to serve in the
- 11 following capacities for the quinquennium:
- 12
- 13 a. Officers of the Conference
- 14
- 15 b. Directors of Departments and/or Services
- 16
- 17 c. Ethnic Coordinators
- 18
- 19 d. Conference Executive Committee
- 20
- 21 e. Standing Bylaws Committee
- 22
- 23 iii. A notice of the time and place of the meeting of the Nominating Committee
- 24 shall be included in the official notice of the Constituency Meeting as
- 25 provided in Article V, Section 1 of these Bylaws. At least two-thirds (2/3) of
- 26 the Nominating Committee authorized herein above shall constitute a
- 27 quorum for any duly called meeting. Once the meeting has begun, the
- 28 members present shall constitute a quorum
- 29

30 **SECTION 3: STANDING BYLAWS COMMITTEE.** At each regular Quinquennial

31 Constituency Meeting a Standing Bylaws Committee of not more than eight (8) members,

32 including the chairman, shall be elected by the delegates and shall serve as a standing

33 committee for the ensuing quinquennium.

34

35 A. Chairman, Time and Notice of Meeting

- 36
- 37 i. The Executive Secretary of the Conference shall be the chairman of the
- 38 Committee. Meetings of the Committee shall be called by the chairman at
- 39 such intervals between meetings as may be necessary to review and prepare
- 40 recommended changes to the Articles of Incorporation and Bylaws
- 41
- 42 ii. Announcements concerning time and place of open meetings may be
- 43 published in the official publication of the Pacific Union Conference, or in
- 44 churches by verbal or written announcement. Said announcement shall
- 45 include the names of the members of the Standing Bylaws Committee in
- 46 order to permit individual input and suggestions
- 47
- 48
- 49
- 50

1 B. Amendment Process

- 2
- 3 i. Any proposal for an amendment, change or addition to the Articles of
- 4 Incorporation or Bylaws which a constituent member wishes to submit to
- 5 the Standing Bylaws Committee for consideration and review must be
- 6 submitted in writing to the Conference Executive Secretary at least sixty
- 7 (60) days prior to the Constituency Meeting. No proposed amendment or
- 8 change in the Articles of Incorporation or Bylaws shall be presented to the
- 9 delegates in a Constituency Meeting without first having been reviewed and
- 10 proposed by the Standing Bylaws Committee except by a two-thirds (2/3)
- 11 vote of the delegates at such meeting, and further that such amendment or
- 12 change is in harmony with Article III of these Bylaws
- 13

14 **ARTICLE VIII – EXECUTIVE COMMITTEE**

15

16 **SECTION 1: DELEGATED AUTHORITY.** The Executive Committee of the Conference is

17 the Board of Directors of this corporation and is delegated the authority to act on behalf of the

18 constituents between regular meetings, including the authority to elect or remove for cause

19 officers, directors of departments and/or services, ethnic coordinators, board and committee

20 members.

21

22 **SECTION 2: MEMBERSHIP OF EXECUTIVE COMMITTEE.** The Executive Committee

23 of the Conference, chaired by the Conference President, is the Board of Directors and shall be

24 elected at its regularly scheduled Constituency Meetings and shall consist of not more than

25 twenty-five (25) members, (including ex-officio members), of which thirteen (13) shall be lay

26 persons. Lay persons shall be defined as any Arizona Conference of Seventh-day Adventists

27 church member who does not hold a current valid ministerial license or credential (except

28 honorary credentials issued to retired ministers), or who does not serve or does not receive

29 remuneration for ministerial duties assigned by the Conference administration, or who does not

30 have honorary credentials issued to retired ministers), or who does not serve or does not receive

31 remuneration for ministerial duties assigned by the Conference administration, or who is not

32 listed in the official annual Conference directory by name and assignment. Membership of the

33 Executive Committee shall take into account and be reasonably reflective of the geographic

34 areas, ethnic, racial and gender diversity of the Conference. The Conference Officers shall be

35 members ex-officio of the Executive Committee. The membership shall include one (1)

36 departmental director, one (1) educational institution representative (1) church pastor and one

37 (1) church school teacher. Non ex-officio members shall not serve more than two (2)

38 consecutive terms.

39

40 **SECTION 3: ADMINISTRATIVE AUTHORITY.** The Executive Committee acting at all

41 times as the Board of Directors of this corporation shall have full administrative authority:

42

- 43 A. To fill for the current term any vacancies that may occur by death, resignation or
- 44 otherwise, in its boards, committees, departments or in offices which have been
- 45 filled by Conference election. If a new president is to be elected, the president of
- 46 the Pacific Union Conference or his designee, shall serve as chairman of the
- 47 Executive Committee
- 48
- 49 B. Between Constituency Meetings the Executive Committee shall have full
- 50 administrative power to conduct the business of the Conference, with authority to

1 grant and withdraw credentials and licenses to its workers, to employ or to
2 discharge its employees, and to fill any vacancies which may occur by death,
3 resignation, or otherwise, of Conference officers, committees, boards, or agents of
4 the Conference, unless other provision is made by vote of the Conference for
5 filling such vacancies
6

7 C. The withdrawal of credentials or the removal of those names under Article VIII,
8 Section 3B of these Bylaws shall require the consent of two-thirds (2/3) of the
9 members of the Executive Committee
10

11 D. To appoint all committees and subcommittees as deemed appropriate or necessary
12 at its first meeting following a regular Constituency Meeting
13

14 **SECTION 4: REGULAR MEETINGS.** The Executive Committee shall schedule regular
15 meetings at such times and places as it may select.
16

17 **SECTION 5: SPECIAL MEETINGS.** Special meetings of the Executive Committee may be
18 called at any time or place by the President or, in his absence, by the Executive Secretary. A
19 special meeting shall also be called by the Executive Secretary in response to the written request
20 of a majority of the members of the Executive Committee. Electronic conferences are
21 acceptable if all Executive Committee members receive notice and can hear all participants
22 during the Special Meeting.
23

24 **SECTION 6: QUORUM.** Two-thirds (2/3) of the membership (seventeen 17) shall constitute a
25 quorum. Once a meeting has begun, those members present shall constitute a quorum.
26

27 **SECTION 7: ATTENDANCE REQUIREMENT.** Any member of the Executive Committee
28 who finds it impossible to any longer attend the meetings of the Committee shall tender his/her
29 resignation. Any member who is absent for three (3) consecutive meetings shall automatically
30 forfeit his/her position as a member of the Executive Committee.
31

32 **SECTION 8: CHURCH MEMBERSHIP REQUIREMENT.** All members of the Conference
33 Executive Committee shall be and shall remain members in regular standing of a recognized
34 Seventh-day Adventist Church in Arizona.
35

36 **ARTICLE IX – EDUCATION BOARD**

37

38 **SECTION 1: MEMBERS.** The operation of the Conference schools shall be directed by a
39 twenty-five (25) person board called the Arizona Conference Education Board. The following
40 members shall be members by virtue of position:
41

42 A. The Conference President
43

44 B. The Conference Executive Secretary
45

46 C. The Conference Treasurer
47

48 D. The Conference Education Superintendent
49

50 E. Principal of Thunderbird Adventist Academy

1 F. Two (2) Elementary School Principals

2
3 G. One (1) Adventist Academy Teacher

4
5 H. Two (2) Elementary School Teachers

6
7 I. The remaining fifteen (15) members shall include twelve (12) lay persons, and
8 three (3) pastors. Four (4) of the members selected from this section "I" shall be
9 members of the Conference Executive Committee. This Board (except those
10 members by specific position in Section 1, A through E above) shall be
11 reconstituted by the Conference Executive Committee at its first regular meeting
12 following a regular Quinquennial Constituency Meeting and shall serve until their
13 successors are appointed. Not more than one (1) member may be appointed from
14 a school

15
16 The Conference President shall serve as Chairman of this Board with the Executive Secretary
17 serving as Vice-Chairman. The Education Superintendent shall serve as Secretary of this Board.

18
19 **SECTION 2: REGULAR MEETINGS.** The Education Board shall schedule regular meetings
20 at such times and places and in such manner as it may decide.

21
22 **SECTION 3: QUORUM.** Two-thirds (2/3) of the membership, seventeen (17), shall constitute
23 a quorum. Once a meeting has begun, those members present shall constitute a quorum.

24
25 **SECTION 4: ATTENDANCE REQUIREMENT.** Any member of the Education Board who
26 finds it impossible to any longer attend the meetings of the board shall tender his/her
27 resignation. Any member who is absent for three (3) consecutive meetings shall automatically
28 forfeit his/her position as a member of the Education Board.

29
30 **SECTION 5: CHURCH MEMBERSHIP REQUIREMENT.** All members of the Education
31 Board shall be and shall remain members in regular standing of a recognized Seventh-day
32 Adventist Church in Arizona.

33 34 **ARTICLE X – OFFICERS**

35
36 **SECTION 1: OFFICERS' TITLES.** The officers of this Conference shall be a President,
37 Executive Secretary, Treasurer, and a Vice President. One person may hold any two of these
38 offices: provided, however, that the offices of President and Executive Secretary shall not be
39 combined.

40
41 **SECTION 2: PRESIDENT.** The President shall work under the direction of the Executive
42 Committee. The President is the Chief Executive Officer and shall act as chairman of
43 Constituency Meetings, the Executive Committee, the Conference Education Board, and work
44 in the general interests of the Conference as the Executive Committee may advise. In his
45 leadership he shall adhere to the policies of the Pacific Union Conference, North American
46 Division and the General Conference of Seventh-day Adventists and work in close counsel with
47 the Pacific Union Conference Executive Committee.

1 **SECTION 3: EXECUTIVE SECRETARY.** The Executive Secretary shall report to and work
2 under the direction of the President, subject to the approval of the Executive Committee and
3 shall act as vice-chairman of the Executive Committee. It shall be the duty of the Executive
4 Secretary to keep the minutes of the Conference Constituency Meetings and of the Executive
5 Committee meetings, to furnish copies of these minutes to all members of the Executive
6 Committee and to the officers of the Pacific Union Conference, to all such data as may be
7 desired by the Conference President or by the Executive Committee, and to perform such other
8 duties as usually pertain to the office. If the Executive Secretary, in his capacity as vice-
9 chairman, shall serve as acting chair of any meeting of the Executive Committee, the Executive
10 Committee shall select from its membership an acting secretary for such meeting who shall
11 record the minutes thereof.

12
13 **SECTION 4: TREASURER.** The Treasurer shall report to and work under the direction of the
14 President subject to the approval of the Executive Committee. It shall be the duty of the
15 Treasurer to receive all funds, to disburse them in harmony with the actions of the Executive
16 Committee, to remit all required funds to the Union and the Division/General Conference in
17 harmony with North American Division policy, and to render such financial statements at
18 regular intervals as may be desired by the President of the Conference or by the Executive
19 Committee. Copies of these financial statements shall be furnished to the officers of the Pacific
20 Union Conference. Bank accounts shall be operated by the Treasurer and/or such other
21 individuals as may be authorized by the Executive Committee.

22
23 **SECTION 5: VICE PRESIDENT.** The Vice President shall report to and work under the
24 direction of the President subject to the approval of the Executive Committee. It shall be the
25 duty of the Vice President to assist the President in the general work of the Conference.

26
27 **SECTION 6: ANTI-NEPOTISM.** In order to avoid the appearance of any impropriety, undue
28 influence, or conflict of interest, no person related by blood or by marriage to any officer
29 designated in Section 1 hereof shall be employed in any capacity within the Conference office.

30 **ARTICLE XI – DEPARTMENTAL DIRECTORS AND ETHNIC COORDINATORS**

31
32
33 **SECTION 1: ADVISORY ROLE.** The directors of departments and/or services of this
34 Conference shall work under the direction of the Executive Committee of the Conference and
35 the President and shall serve in an advisory relationship to the field.

36
37 **SECTION 2: DEPARTMENTS AND/OR SERVICES STRUCTURE.** Conference
38 departments and/or services shall be organized in harmony with the departmental and/or
39 services structure of the General Conference but shall not necessarily duplicate the departments
40 and/or services in the Pacific Union Conference, North American Division or General
41 Conference.

42
43 **SECTION 3: ETHNIC COORDINATORS.** The Ethnic Coordinators shall work under the
44 direction of the Executive Committee, and the President of the Conference in an advisory role
45 and shall foster soul winning and growth of the ethnic membership in the Conference.

1 **ARTICLE XII – SUBSIDIARY MINISTRIES**

2
3 **SECTION 1: CORPORATIONS AND AGENCIES.** The Conference may carry on its
4 ministry through subsidiary agencies, organizations, and institutions that may, where
5 necessary and appropriate, function either as unincorporated or incorporated entities. Before the
6 Conference forms any legal organization, it shall secure the approval of the North American
7 Division.
8

9 **SECTION 2: CONSTITUENCY MEETINGS OF SUBSIDIARIES.** The Constituency
10 Meetings of the Conference's legally organized subsidiaries shall be held in conjunction with the
11 regularly scheduled Constituency Meetings of the Conference or as provided by the Articles of
12 Incorporation of the respective subsidiary legal organization. The election of the board of
13 directors or Executive Committee of these legally organized entities shall be in harmony with
14 the statutory laws applicable to each such entity.
15

16 **ARTICLE XIII – FINANCE**

17
18 **SECTION 1: TITHES AND OFFERINGS.** The funds of this Conference shall consist of such
19 tithes and offerings as it shall receive from within its territory, and such gifts, legacies, bequests,
20 devises, direct tithe and other donations as may be made to it.
21

22 **SECTION 2: POLICIES.** The tithe and all other funds shall be used in harmony with the
23 financial policies of the North American Division and the General Conference of Seventh-day
24 Adventists, and in the case of donations, their use shall be in harmony with the specifications of
25 donors.
26

27 **SECTION 3: DEPOSITS.** The monies of the Conference shall be deposited in the name of the
28 Conference, or in Conference special accounts in harmony with General Conference policy.
29

30 **SECTION 4: FINANCIAL STATEMENTS.** The Conference shall prepare periodic financial
31 reports and annually appropriate statements of income and fund balances and shall be
32 responsible for the filing of any financial information directly with the Pacific Union
33 Conference and the North American Division of the General Conference of Seventh-day
34 Adventists and, to the extent required by law, with any branch of local or national government
35 or quasi-governmental entity.
36

37 **ARTICLE XIV – CHURCHES**

38
39 **SECTION 1: TITHE.** The churches of this Conference shall render faithful support to the
40 Conference work and mission fields by the prompt payment of their tithe and such other funds
41 as may have been received for such purposes.
42

43 **SECTION 2: QUARTERLY REPORT.** Each church through its clerk, shall make a written
44 report every quarter to the Conference Executive Secretary of its membership standing, its
45 additions and losses, and such other information as may be called for.
46

47 **ARTICLE XV – BUDGET, SALARY REVIEW AND AUDIT**

48
49 **SECTION 1: BUDGET.** The Conference shall prepare an annual budget in harmony with the
50 policies of the North American Division of the General Conference of Seventh-day Adventists.

1 **SECTION 2: SALARY AND EXPENSE REVIEW.** The Executive Committee shall
2 constitute an Employee Remuneration Committee to review annually the salary and
3 expense of all employees of this Conference and set salary rates for the subsequent year which
4 are in harmony with the rates established by the North American Division of the General
5 Conference.

6
7 **SECTION 3: AUDIT.** All accounting records of the Conference and its subsidiaries shall be
8 audited at least annually by the auditors designated by the General Conference Auditing
9 Service, and the financial records of the Conference or any of its subsidiaries, agencies, or
10 institutions shall at all times be open to said auditors.

11 **ARTICLE XVI – AMENDMENTS**

12
13
14 The Bylaws of this Conference, which are essential to the unity of the church worldwide, may
15 be amended, revised, or repealed from time to time in order to comport with the spirit of the
16 Model Conference Constitution and Bylaws as voted by the General Conference Executive
17 Committee. Such amendments or revisions shall be approved by a two-thirds (2/3) majority vote
18 of the delegates present and voting at any duly called Constituency Meeting of the Conference.
19 The Bylaws may be amended, revised, or repealed provided such changes are in harmony with
20 the spirit of the Model Conference Constitution and Bylaws. Notice of any proposed changes to
21 the Bylaws of this Conference shall be included in the material sent to the delegates.

22 **ARTICLE XVII – INDEMNIFICATION**

23
24
25 **SECTION 1: INDEMNIFICATION.** Except as provided in these Bylaws, the Conference
26 shall hold harmless and indemnify each of its directors and officers (hereinafter referred to as
27 "Indemnatee") against any and all liability and expenses incurred by Indemnatee in connection
28 with any threatened or actual proceeding or legal action resulting from Indemnatee's service to
29 the Conference or to another entity at the Conference's request.

30
31 **SECTION 2: EXCLUSIONS.** Except insofar as permitted by law, the Conference shall not
32 indemnify Indemnatee for acts listed in A.R.S. § 10-3851D. Conference shall not indemnify any
33 Indemnatee who personally or intentionally caused the harm alleged; the Conference shall not
34 indemnify Indemnatee for violation of any penal or criminal statute; the Conference shall not
35 indemnify Indemnatee who possessed knowledge of any prior act or acts of sexual misconduct
36 or sexual harassment by an employee or volunteer with the Conference and subsequent conduct
37 by said employee or volunteer leads to a claim of sexual misconduct or sexual harassment.

38
39 **SECTION 3: PROCEDURE.** Indemnatee shall notify the Conference promptly of the threat or
40 commencement of any proceeding or legal action with respect to which Indemnatee intends to
41 seek indemnification. The Conference shall be entitled to assume Indemnatee's defense with
42 counsel reasonably satisfactory to Indemnatee, unless Indemnatee provides the Conference with
43 an opinion of counsel reasonably concluding that there may be a conflict of interest between
44 Indemnatee and the Conference in the defense of the proceeding or legal action. If the
45 Conference assumes the defense, the Conference shall not be liable to Indemnatee for legal or
46 other expenses subsequently incurred by Indemnatee.

47
48 **SECTION 4: EXPENSE ADVANCES.** The Conference shall automatically advance expenses,
49 including attorneys' fees incurred or to be incurred by Indemnatee in defending a proceeding or
50 legal action upon receipt of notice. Indemnatee shall repay all amounts advanced, if required by

1 law or if it is ultimately determined by final judicial decision (after expiration or exhaustion of
2 all appeal rights) that Indemnatee is not entitled to be indemnified for such expenses.

3
4 **SECTION 5: SETTLEMENT OF CLAIMS.** The Conference shall not be obligated to
5 indemnify Indemnatee for any amounts incurred in settlement if settlement is made without the
6 Conference's prior written consent. The Conference shall not enter into any settlement that would
7 impose any penalty or limitation on Indemnatee without Indemnatee's prior written consent.
8 Neither the Conference nor Indemnatee will unreasonably withhold consent to any proposed
9 settlement.

10
11 **SECTION 6: EFFECT OF REPEAL.** In order that Indemnatee may rely on the
12 indemnification promised by this Section, no repeal or amendment of this Section shall reduce
13 the right of Indemnatee to payment of expenses or indemnification for acts of Indemnatee taken
14 before the date of repeal or amendment.

15 16 **ARTICLE XVIII – WORKERS' CREDENTIALS AND LICENSES**

17
18 Credentials and licenses shall be granted by the Conference at its Constituency Meetings to all
19 its approved workers, and during the interval between Constituency Meetings, by the Executive
20 Committee. Eligible personnel for credentials and licenses shall be presented to the delegates
21 during a Constituency Meeting after having been reviewed and recommended by the
22 Conference Executive Committee.

23 24 **ARTICLE XIX – EXTENDED REQUIREMENTS**

25
26 The then existing requirements, discipline and General Conference working policies of the
27 Seventh-day Adventist Church, so far as they shall apply, shall cover any matters not
28 specifically covered by these Bylaws as though the same were set forth herein at length, and are
29 by this reference made a part of these Bylaws and shall be binding upon all members, officers,
30 and directors of this Conference.

31 32 **ARTICLE XX – DISSOLUTION**

33
34 In the event of dissolution of this Corporation, all assets remaining after all claims have been
35 satisfied shall be transferred to the Pacific Union Conference Corporation of Seventh-day
36 Adventists or its successors or designated alternate organization providing that at such time
37 such organization shall qualify as an exempt organization under §501(c)(3) of the Internal
38 Revenue Code of 1986 or the corresponding provision of any subsequent federal tax law. All
39 such assets are to be utilized for the benefit of the individual churches comprising the Arizona
40 Conference at the time of the dissolution.

CERTIFICATION OF CORPORATION SECRETARY

I certify that I am the duly elected Executive Secretary of the ARIZONA CONFERENCE CORPORATION OF SEVENTH-DAY ADVENTISTS, a nonprofit religious Corporation authorized to do business in the State of Arizona and that the above Bylaws, consisting of fifteen (15) pages, including this Certificate, are the Bylaws of this Corporation as amended by a two-thirds (2/3) vote of the Membership at its duly noticed, Constituency Meeting, held on Sunday, October 24, 2021; and further that they have not been amended or modified since that date.



Jorge A. Ramirez, Executive Secretary

Nov. 3, 2021

Date