

# D

## MODEL CONSTITUTIONS AND OPERATING POLICIES

### D 05 Seventh-day Adventist Church Organization

The 54th General Conference Session, in its consideration of the Role and Function of Denominational Organizations, pointed out that the constitutions, bylaws and operating policies of all denominational organizations should be consistent with the Seventh-day Adventist concept of the church, its organization, and governance. The fruitage of that concept is a representative and constituency-based system. Its authority is rooted in God and distributed to the whole people of God. It recognizes the committee system. It provides for shared administration (president, secretary, treasurer/chief financial officer) rather than a presidential system. It recognizes a unity of entities (church, conference, union, General Conference) based on mission, purpose, and belief that binds the believers together in a universal fellowship. While the integrity of each entity is recognized (church, conference, union), each is seen to be a part of a sisterhood which cannot act without reference to the whole.

### D 10 Union Conference Model Constitution and Bylaws

**D 10 05 Union Conference Constitution and Bylaws**—The following Union Conference Model Constitution and Bylaws shall be followed as closely as possible by all union conferences. Those sections of the model constitution and bylaws that appear in bold print are essential to the unity of the Church worldwide and shall be included in the constitution and bylaws as adopted by each union conference. Other sections of the model constitution and bylaws may be modified as set out in Bylaw Article XII, provided they continue to be in full harmony with the provisions of this model. Where specific cases require modification

to text in bold print, final approval for such modifications to any text in bold print must be studied and approved by the General Conference Executive Committee after receiving a recommendation from the division executive committee and the General Conference Administrative Committee.

Amendments to the Union Conference Model Constitution and Bylaws shall be made by action of the Executive Committee of the General Conference of Seventh-day Adventists at any Annual Council of that Committee.

## **CONSTITUTION OF THE \_\_\_\_\_ UNION CONFERENCE OF SEVENTH-DAY ADVENTISTS**

### **Article I—Name**

The name of this organization shall be the \_\_\_\_\_ Union Conference of Seventh-day Adventists, hereinafter referred to as the union or union conference.

### **Article II—Purpose**

The purpose of this union conference is to call all people within its territory to become disciples of Jesus Christ, to proclaim the everlasting gospel embraced by the Three Angels' Messages (Revelation 14:6-12), and to prepare them for Christ's soon return.

### **Article III—Relationships**

The \_\_\_\_\_ Union Conference is a member unit of the global Seventh-day Adventist Church and is located in the territory of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists. The purposes, policies, and procedures of this union conference shall be in harmony with the working policies and procedures enacted by the executive committee of the \_\_\_\_\_ Division or the General Conference of Seventh-day Adventists. This union conference shall pursue the mission of the Seventh-day Adventist Church in harmony with the Fundamental Beliefs, programs, initiatives, and actions adopted and approved by the General Conference of Seventh-day Adventists at its sessions.

**Article IV—Geographic Territory**

The territory of this union conference shall consist of \_\_\_\_\_.

**Article V—Membership/Constituency**

The membership/constituency of this union conference shall consist of such local conferences and local missions/fields/sections as have been or shall be organized in any part of the geographic territory under its jurisdiction and formally approved for membership by vote of the delegates at any regular or special union constituency meeting.

**Article VI—Bylaws**

The members of this union conference, acting in and through a constituency meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any provision not inconsistent with the constitution.

**Article VII—Dissolution and Disposition of Assets**

This union conference may be dissolved only by a two-thirds (2/3) majority vote of the delegates present and voting at any constituency meeting.

In the event of the dissolution of this union conference and unless otherwise required by local law, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorized by the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists.

**Article VIII—Amendments**

The bolded text of this constitution and bylaws shall not be amended except to conform to the union conference model constitution and bylaws when it is amended by action of the General Conference Executive Committee at an Annual Council. Such amendments shall be adopted into the union's constitution and bylaws by a simple majority vote (unless local law requires a higher majority) of delegates present and voting at a union conference constituency meeting. This union may amend the unbolded text of the constitution and bylaws from time to time, at a union conference

constituency meeting, provided any such changes are in harmony with the spirit and intent of the model constitution and bylaws. Such amendments shall require an affirmative vote of two-thirds (2/3) of the delegates present and voting.

**BYLAWS OF THE \_\_\_\_\_ UNION  
CONFERENCE OF SEVENTH-DAY ADVENTISTS**

**Article I—Principal Office**

The principal office for the transaction of the business of the Union Conference is fixed and located at \_\_\_\_\_, \_\_\_\_\_. In an emergency, the executive committee may change the location of the principal office on a temporary basis.

**Article II—Membership/Constituency Meetings**

**Sec. 1. Regular Meeting:** This union conference shall hold a regular quinquennial membership/constituency meeting\* at such time and place as the executive committee of the union conference shall designate. In the event that the union executive committee fails to call a regular constituency meeting within the quinquennial period, the \_\_\_\_\_ Division Executive Committee, or General Conference Executive Committee in the case of unions directly attached to the General Conference, may give notice for such a meeting and designate the time and place. In case regional conditions make it imperative to postpone the calling of the constituency meeting, the union conference executive committee, in a regular or special meeting, shall have authority to make such postponement, not to exceed one year, giving notice to all constituent organizations. In the event that the executive committee exercises its authority to postpone a constituency meeting, it shall also have the authority to set the subsequent regular constituency meeting at such time and place as it shall see fit, not to exceed five calendar years from the date of the postponed constituency meeting. Notice of the time and place of the meeting of the delegates representing the members shall be given by:

---

\*The membership/constituency meeting is a business meeting of the membership of this union conference. These meetings may also be called membership/constituency sessions.

a. A notice printed in the official publication of the union conference at least four weeks before the date of the session, or

b. A method approved by the \_\_\_\_\_ Union Conference Executive Committee, provided all member units receive notice with sufficient time to select delegates.

c. A method approved by the \_\_\_\_\_ Division Executive Committee, in the event of inaction or failure to call a constituency meeting by the \_\_\_\_\_ Union Conference Executive Committee.

**Sec. 2. Special Meeting:** a. The executive committee of this union conference shall call a special constituency meeting when:

1) It is voted by the executive committee, or  
2) It is voted by the delegates at any constituency meeting, or

3) It is requested by \_\_\_\_\_ percent of the executive committees of the conferences and missions/fields/sections within the union conference, or

4) It is voted by the \_\_\_\_\_ Division Executive Committee or the General Conference Executive Committee.

The date for such a meeting in response to paragraphs 3) and 4) above shall not be more than 90 days from the date when the actions described in paragraphs 3) and 4) above are communicated to the officers/executive committee of the union.

b. In the absence of a timely response by the union executive committee to paragraphs 2) through 4) in Sec. 2. a. above, the \_\_\_\_\_ Division Executive Committee or General Conference Executive Committee may call a special constituency meeting of the union conference and designate the time and place for such a meeting.

c. The agenda for special constituency meetings shall be included in the notice of the meeting.

d. Notice as to the time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.

**Sec. 3. Virtual Attendance at Constituency Meetings:** Generally, regular and specially called constituency meetings are to be held in person and onsite. However, delegates when requested by the executive committee, and if permitted by local law, may participate by means of an

electronic conference or similar communications by which all persons can hear each other at the same time, and participation by such means shall constitute presence in person and attendance at such a meeting.

**Sec. 4. Chair and Secretary for Constituency Meetings:** The president of this union conference shall serve as chair and the secretary of this union shall serve as secretary for constituency meetings of this union. The president may designate other individuals to assist in chair duties from time to time. In the event that the president's office is vacant or that the president is unavailable to serve as chair, the constituency meeting may be called to order by the ranking division officer present. The first item of business shall be the election of a chair *pro tem*, selected from the delegates present at the meeting. When the election of a president has been completed, the new president, if present at the constituency meeting, shall replace the chair *pro tem*.

In a similar manner, arrangements may be made for a secretary *pro tem* if the secretary's office is vacant or the secretary is unavailable to serve at the constituency meeting. When the election of a secretary has been completed, the new secretary, if present at the constituency meeting, shall replace the secretary *pro tem*.

**Sec. 5. Regular Meeting Business:** The business of the regular constituency meeting shall include the election/appointment of personnel for various positions (see Sec. 11. and 12. below), the receipt of reports from the president, secretary, treasurer/chief financial officer (report based on audited statements), departmental directors, and the auditor. The constituency meeting shall endorse/approve/develop plans for the conduct of the work as are desirable and in harmony with the policies of the \_\_\_\_\_ Division.

**Sec. 6. Quorum:** At least \_\_\_\_\_ percent of the delegates authorized hereinafter under Sec. 1. of Article III must be present at the opening of any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates remaining present shall constitute a quorum.

**Sec. 7. Proxy Voting:** All delegates must be present in person at any constituency meeting, or participating by electronic means, in order to be eligible to vote. There shall be no voting by proxy.

**Sec. 8. Voting Rights of the Delegates:** Each delegate appointed to act on behalf of the members of this union conference shall be entitled to one vote on each question to be decided by the body. The voting rights of the individual delegates representing the members as hereinafter provided shall be limited to the particular constituency meeting of the union conference in which they have been designated to represent a local conference or local mission/field/section, institution, the Division, or the General Conference of Seventh-day Adventists.

**Sec. 9. Voting:** The voting on matters of business shall normally be by *viva voce*. The chair may call for the vote by other means, including a secret ballot, when it is deemed advisable or is requested by the membership. Votes cast remotely shall have the same validity as if the delegates met and voted onsite.

**Sec. 10. Parliamentary Authority:** The parliamentary authority pertaining to all rules and procedures for constituency meetings not covered by its bylaws shall be based on those published in the *General Conference Rules of Order*, and any adaptation or supplement approved by the division executive committee, unless otherwise determined by a two-thirds (2/3) majority vote of the constituency meeting.

**Sec. 11. Election/Appointment and Term of Office:** a. **Elections:** All union conference officers and members of the executive committee who are not *ex officio* members shall be elected by the delegates at a meeting of the union conference constituency. The election of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the union conference constituency meeting, shall be referred to the executive committee for appointment. Other positions to be filled by election may include the chief administrator(s) and board members of union institutions if and as required by the governance documents and structure for each entity.

b. **Term of Office:** Persons elected at the constituency meeting and those appointed by the executive committee normally serve until the next regular constituency meeting. However, their period of service may be shorter due to resignation, voluntary retirement, retirement in situations where a mandatory retirement age policy is in effect, or removal from office, for cause, by the executive committee or a special constituency meeting.

The phrase “for cause” when used in connection with removal from an elected or appointed position, or from employment, 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*; 4) failure to maintain regular standing as a member of the Seventh-day Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea for a crime.

**Sec. 12. Election of Local Mission/Field/Section Officers and Term of Office:** a. **Elections:** The president, secretary, and treasurer/chief financial officer of local missions/fields/sections within the territory of this union conference shall be elected by the union constituency meeting or by the union executive committee between constituency meetings.

b. **Term of Office:** Local mission/field/section officers elected at the constituency meeting normally serve until a midterm meeting of the union executive committee, unless they resign, voluntarily retire, retire in situations where a mandatory retirement age policy is in effect, or are removed from office, for cause, by the union conference executive committee or by a special constituency meeting (see definition of “for cause” in Sec. 11, paragraph b. above).

*(Note: Section 11 above is applicable to union conferences in whose territory there is a local mission/field/section.)*

### Article III—Representation at Constituency Meetings

**Sec. 1. Regular Delegates—**Each member organization shall be represented at union conference constituency meetings by duly appointed delegates as follows:

a. Each local conference or local mission/field/section shall be entitled to one delegate without regard to conference or mission/field/section membership and one additional delegate for each \_\_\_\_\_ church members or major fraction thereof.

b. Such delegates shall be chosen, by the respective local conference or local mission/field/section executive committees, from among those who hold membership in a duly organized local church



within the respective conference or mission/field/section or from among those who are employees of the member organization.

c. The delegation from each conference or mission/field/section, if comprised of three or more individuals, shall include representation from laity, pastors, and/or other frontline employees of the respective conference or mission/field/section and include males and females.

**Sec. 2. Delegates At-Large**—Delegates at-large to a union conference constituency meeting include:

a. The current members of the executive committee of this union conference.

b. Such other persons from the union conference staff, institutions owned and operated by the union, and local conferences or local missions/fields/sections, as may be recommended by the union conference executive committee and accepted by the delegates in the constituency meeting. The number of such delegates shall not exceed ten percent of the total number of regular delegates provided for hereinabove.

c. Members of the General Conference and            Division Executive Committees, who may be present at any constituency meeting of this union conference. The number of such delegates shall not exceed ten percent of the total number of delegates otherwise provided for.

d. A person who is not elected to a new term of office at a constituency meeting does not thereby lose delegate status at the current constituency meeting.

**Sec. 3. Church Membership Requirement:** All delegates appointed to represent the members of this union conference at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.

#### **Article IV—Constituency Meeting Committees**

*(Note: Division executive committees may authorize a process whereby the session organizing and nominating committees may be selected and empowered to perform their tasks in advance of the session. The process to select such committees for a session shall involve constituency representation rather than being accomplished by the*

*executive committee alone. Unless a division executive committee has approved other arrangements as described above, the following provisions shall apply for the appointment and functioning of session committees.)*

**Prior to each union conference constituency meeting the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session.**

To facilitate the business of the session, constituency meeting committees may convene by means of an electronic conference or similar communications by which all persons participating can hear each other at the same time. **These committees include:**

**Sec. 1. Organizing Committee:** a. An organizing committee for each constituency meeting shall be appointed. It shall consist of \_\_\_\_\_ representatives from each local conference or local mission/field/section, \_\_\_\_\_ representatives from the health care system/institution(s) serving the union, one representative from each of the union conference operated institutions, and the president of the \_\_\_\_\_ Division, or his designee, who shall serve as chair.

b. The members of the organizing committee shall be appointed by their respective delegate groups as one of the first items of business at each regularly scheduled constituency meeting.

c. The organizing committee shall nominate, and the constituency shall elect:

- 1) A nominating committee
- 2) A constitution and bylaws committee
- 3) Other committees as may be necessary.

**Sec. 2. Nominating Committee:** The nominating committee shall consist of at least \_\_\_\_\_ and not more than \_\_\_\_\_ members, including the president of the \_\_\_\_\_ Division, or his designee, who shall serve as chair. The membership of the committee shall be balanced, as nearly as possible, between denominational workers and laypersons representing various segments of the work and territories of the union.

a. Those chosen as members of the Nominating Committee must be duly appointed delegates in attendance at the constituency meeting.

b. Persons holding elective office, as outlined in Article II, Sec. 11. and 12. in the current term, excluding non-ex officio members

of the executive committee, shall not be eligible to serve on the Nominating Committee.

c. The Nominating Committee shall limit its nominations to those positions for which persons are to be elected at the constituency meeting and for which budgetary provisions have been made.

d. The Nominating Committee shall also nominate members for the union executive committee and for the boards of union institutions whose bylaws indicate that board members for the entity are elected at a union constituency meeting.

**Sec. 3. Standing Constitution and Bylaws Committee:** The standing constitution and bylaws committee shall include an officer of the \_\_\_\_\_ Division and shall be chaired by the secretary of the \_\_\_\_\_ Union Conference, or his/her designee. This committee shall function between the regularly scheduled sessions of the constituency and shall submit its reports and detailed recommendations through the executive committee to the next regular constituency meeting.

### **Article V—Executive Committee**

**Sec. 1. Membership of Executive Committee:** The executive committee of the \_\_\_\_\_ Union Conference of Seventh-day Adventists shall be elected at its regularly scheduled constituency meeting and shall consist of not more than \_\_\_\_\_ members. The president, secretary, treasurer/chief financial officer, vice president(s), the chief administrator of each union conference institution, and the presidents of constituent conferences or missions/fields/sections shall be members ex officio of the executive committee. The remaining membership shall include laypersons, departmental directors, pastors, or other denominational employees. The officers of the \_\_\_\_\_ Division and of the General Conference of Seventh-day Adventists are members ex officio of the union conference executive committee; however, their membership shall be in addition to the number detailed above. Any such officers exercising their voting rights at any one meeting shall not make up more than ten percent of the committee membership present.

*(Note: A union constituency may indicate in its bylaws the minimum percentage of laypersons on the union executive committee.)*

**Sec. 2. Delegated Authority:** The executive committee of this union conference, unless replaced at a special constituency meeting, is delegated the authority to act on behalf of the constituents between constituency meetings, including the authority to remove for cause (see definition of "for cause" in Article II, Sec. 11. above), persons who have been elected at a union constituency meeting, including officers of the union conference or local missions/fields/sections, directors of departments/services, chief administrators of institutions, and members of boards and committees whose election or appointment is a result of a constituency meeting or executive committee meeting action and to fill, for the remaining portion of the term, any vacancies thus created. The removal of those named under Article VI, Sec. 1. shall require the affirmative vote of two-thirds (2/3) of those voting at a union executive committee meeting where a majority of members is present.

**Sec. 3. Administrative Authority:** The executive committee shall have full administrative authority:

a. To fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments, or in offices which have been filled by union conference constituency meeting election. **If a new president is to be elected, the president of the \_\_\_\_\_ Division, or his designee, shall serve as chair of the executive committee.**

b. To appoint committees, such as an administrative committee, with their terms of reference.

c. To employ such personnel as may be necessary to execute its work effectively.

d. To grant and withdraw credentials and licenses. The withdrawal of credentials shall require the consent of two thirds (2/3) of the members of the union conference executive committee.

**Sec. 4. Regular Meetings:** The executive committee may schedule regular meetings at such times and places as it may select.

**Sec. 5. Special Meetings:** Special meetings of the executive committee may be called at any time or place by the president or, in his absence, by the secretary. In response to the written request of a majority of the members of the executive committee a special meeting shall also be called by the secretary.

**Sec. 6. Attendance at Meetings:** Where allowed by local law, executive committee members may participate in meetings by means of an electronic 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. 7. Notice of Meetings:** Notice as to time and place, and any other requirements under these bylaws, shall be provided to all members in a reasonable manner at least 48 hours prior to the meeting if the meeting is to take place by electronic conference or similar communications, or at least 96 hours if the meeting is to take place in person.

**Sec. 8. Quorum:** \_\_\_\_\_ members of the executive committee, including the chair or vice-chair, shall constitute a quorum.

#### **Article VI—Officers and Their Duties**

**Sec. 1. Executive Officers:** The executive officers of this union conference shall be a president, a secretary, and a treasurer/chief financial officer. The secretary and treasurer/chief financial officer may be one individual known as the secretary-treasurer. It is the duty of these officers, in consultation with one another, to carry forward the work according to plans, policies, and programs voted by the division executive committee, the constituency in session, and/or the union executive committee. These plans, policies, and programs shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.

a. **President:** The president, who shall be an ordained minister of experience, is the first officer and shall report to the executive committee of the union conference in consultation with the secretary and the treasurer/chief financial officer. He shall act as chair of constituency meetings of the union executive committee and serve in the general interests of the union conference as the constituency and the executive committee shall determine. In his leadership he shall adhere to the policies of the \_\_\_\_\_ Division and of the General Conference of Seventh-day Adventists, work in

harmony with the division executive committee and in close counsel with the division officers.

b. **Secretary:** The secretary, associated with the president as an executive officer, shall serve under the direction of the executive committee and shall act as vice-chair of the executive committee. The secretary shall report to the executive committee of the union conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the union conference constituency meetings and of the executive committee meetings; to furnish copies of these minutes to all members of the executive committee and to the division officers. The secretary shall also be responsible for providing information as may be requested by the president or by the union or division executive committee; and shall perform such other duties as usually pertain to the office.

c. **Treasurer/Chief Financial Officer:** The treasurer/chief financial officer, associated with the president as an executive officer, shall serve under the direction of the executive committee. The treasurer/chief financial officer shall report to the executive committee of the union conference after consultation with the president. The treasurer/chief financial officer shall be responsible for providing financial leadership to the organization which will include, but shall not be limited to, receiving, safeguarding, and disbursing all funds in harmony with the actions of the executive committee, for remitting all required funds to the division/General Conference in harmony with the \_\_\_\_\_ Division policy, and for providing financial information to the president and to the executive committee. The treasurer/chief financial officer shall also be responsible for furnishing copies of the financial statements to the division officers.

**Sec. 2. Other Officers:** Other individuals may serve as officers of the union conference, such as vice president, associate secretary, and associate treasurer.

### **Article VII—Directors of Departments/Associations/Services**

**Sec. 1. Advisory Role:** The directors of departments/associations/services of this union conference shall work under the direction of

**the executive committee of the union conference and the president and shall serve in an advisory relationship to the field.**

**Sec. 2. Departments/Associations/Services Structure:** Union conference departments, associations, and services shall be organized in harmony with the department/association/service structure of the General Conference but shall not necessarily duplicate the departments/associations/services at the division or the General Conference of Seventh-day Adventists.

### **Article VIII—Other Organizations**

**Sec. 1. Unincorporated Organizations:** The \_\_\_\_\_ Union Conference may carry on its ministry through unincorporated subsidiary organizations. Constituency meetings of such organizations shall be held in conjunction with the regularly scheduled constituency meetings of the union conference.

**Sec. 2. Corporations:** The \_\_\_\_\_ Union Conference may form corporate bodies provided it obtains prior approval of the \_\_\_\_\_ Division. Membership meetings and elections of boards of directors shall be held as provided by articles and bylaws of the corporations and in harmony with applicable laws.

### **Article IX—Finance**

**Sec. 1. Tithes and Offerings:** The church funds managed by this union conference shall consist of such tithe, including direct tithe, as it shall be assigned by policy and as received from the local conferences/missions/fields within its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, and other donations as may be made to it.

**Sec. 2. Policies:** The portion of the tithe which is reserved for this union conference, as specified by policy, and all other funds shall be used in harmony with the financial policies of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists; and in the case of donations, their use shall be in harmony with the specifications of donors and in compliance with government regulations. Tithe is shared with the division on fixed percentages as set by the division executive committee, and with the

General Conference on fixed percentages as set by the Annual Council of the General Conference Executive Committee.

**Sec. 3. Bank Accounts:** The funds of this union conference shall be safeguarded in harmony with the financial policies of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists. Moneys shall be deposited in the name of the \_\_\_\_\_ Union Conference of Seventh-day Adventists in regular or special accounts in such banks or savings institutions as the executive committee shall designate and shall be withdrawn only by persons authorized by resolution of the executive committee.

**Sec. 4. Financial Statements:** The \_\_\_\_\_ Union Conference shall regularly prepare statements of income and fund balances and shall be responsible for the filing of copies of the annual financial statement with the \_\_\_\_\_ Division and the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.

#### **Article X—Budget, Employee Compensation Review, and Financial Audit**

**Sec. 1. Budget:** The \_\_\_\_\_ Union Conference shall prepare an annual budget in harmony with the policies of the \_\_\_\_\_ Division of the General Conference of Seventh-day Adventists.

**Sec. 2. Employee Compensation and Expense Review:** The executive committee shall appoint an employee compensation and expense review committee whose tasks are outlined in General Conference *Working Policy*.

**Sec. 3. Independent Audit:** The financial statements of this union conference shall be audited at least annually by an auditor chosen in harmony with General Conference *Working Policy*; and the records of this union conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditor.

#### **Article XI—Indemnification**

**Sec. 1.** To the extent permitted by law, this union 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 union conference executive committee or an officer, employee, or agent of the union conference against expenses (including legal 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 interest of the union 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 member of the executive committee, officer, or department director may be entitled.

*(Note: This right of indemnification may be expanded or contracted as allowed under local law and as adopted by the constituents.)*

## **Article XII—Amendments**

**Amendment, Revision and Repeal:** The constitution and bylaws of this union conference which are essential to the unity of the Church worldwide and are designated in bold print shall be amended or revised from time to time in order to comply with changes to the Model Union Conference Constitution and Bylaws as voted by the General Conference Executive Committee in its annual meetings. Such amendments or revisions shall be approved by a simple majority vote (unless local law requires a higher majority) of the delegates present and voting at any duly called constituency meeting of the union conference. Other sections of the constitution and bylaws may be amended, revised, or repealed by an affirmative vote of two-thirds (2/3) of those present and voting, provided such changes are in harmony with the spirit of the Union Conference Model Constitution and Bylaws, and have been processed through the union conference executive committee. Notice of any proposed changes to the Bylaws of this union conference shall be given specifically in conjunction with the publication of notice for the constituency meeting.