

1
2
3
4
5
6
7

**BYLAWS OF
THE SOUTH ATLANTIC CONFERENCE
OF SEVENTH-DAY ADVENTISTS**

8
9
10
11
12
13

Article I—Principal Office

The principal office for the transaction of the business of the South Atlantic Conference is as determined and located at 3978 Memorial Drive, DeKalb County, Georgia. The Executive Committee may in an emergency change the location of the principal office on a temporary basis.

14
15
16
17
18
19
20
21
22
23
24

Article II—Constituency Meeting

Section 1: Regular Meeting: This conference shall hold a regular Quinquennial (5 year) constituency meeting at such time and place as the executive committee of the conference shall designate. In case special conditions prohibit or make impractical the physical gathering of delegates, the Executive Committee, in consultation with the Southern Union and the North American Division, in regular or special session shall have authority to authorize the South Atlantic Constituency Meeting to be postponed and rescheduled or held virtually giving notice to all constituent churches. Notice of the time and place of the meeting of the delegates representing the members shall be given by:

- a. A notice printed in the official publication of the Southern Union Conference at least four weeks before the date of the session or
- b. A method approved by the South Atlantic Conference Executive Committee.

25
26
27
28
29
30
31
32
33
34
35
36
37
38
39

Section 2: Special Meeting:

- a. The Executive Committee of this Conference shall call a special constituency meeting at a time and place it deems proper 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 voted by 51% of the churches of the Conference through their church boards and business meetings, or
 4. It is voted by the General Conference, North American Division or the Southern Union Conference committee or
 5. If the office of the president becomes vacant with half or more of the term remaining, a special session shall be called to elect a new president.
- b. The agenda for special constituency meetings shall be included in the notice of the meeting.
- c. The time and place of the special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.

Section 3: Quorum: At least 50% + 1 of the delegates authorized hereinafter under Section 1-a of Article III must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates present shall constitute a quorum.

Section 4: Voting: All delegates must be present in person at any constituency meeting in order to be eligible to vote. There shall be no voting by proxy. The election of officers, and the voting on all matters of business, shall be, unless otherwise determined, by a majority vote of the delegates present and voting. Voting shall take place by voice, voting cards, secret ballot, or by widely secured means, such as electronic voting devices.

50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96

Section 5: Voice and Vote Privileges: Voice (speaking) and vote privileges at regular and special constituency sessions of this Conference shall be the prerogative only of:

- a. All delegates duly accredited by any one of the organized churches of the Conference. Each church shall be entitled to one delegate who holds membership in the local church which accredits them for the organization and one additional delegate for each 50 members or major fraction, (1/2 or more of 50 members) thereof, as reported at the close of the third quarter of the preceding year.
- b. All members of the Executive Committee and Constitution and Bylaws Committee of the Conference.
- c. All officers and departmental directors of the Southern Union Conference who may be present at any constituency meeting of this Conference.
- d. All employees holding credentials or ministerial licenses issued by this Conference.
- e. A maximum of 5 representatives from the North American Division and General Conference combined.

Section 6: Election/Appointment and Term of Office:

- a. All officers and members of the Executive Committee who are not ex-officio members shall be elected by the delegates at the regular meeting of the conference constituency and shall hold their office until the next regular meeting of the conference constituency, unless they resign, move out of their unit territory, or are removed from office, for cause, by the Executive Committee or a special constituency meeting.
- b. The election/appointment of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the conference constituency meeting, shall be referred to the Executive Committee.
- c. If a unit territory position is vacated it shall be filled by the Executive Committee. The person appointed has voting privileges and the person leaving the unit territory, but remaining within the conference territory, has invitee privileges (voice, no vote). The seat on the committee shall remain with the unit voted at the Constituency Session.

Section 7: Reports to the Constituents

- a. A written report, which may be conveyed verbally, shall be given to the constituent churches on an annual basis, giving an overview of the financial activities and progress of the conference. Annual reports are to be made available on the conference website.

Article III-Representation

Section 1: The delegates at any constituency meeting of this conference shall be regular delegates and delegates at large with voice and voting privileges.

- a. **Regular Delegates:** All delegates duly elected in business session by any one of the organized churches of the conference. Each church shall be entitled to one delegate for the organization and one for each 50 members. An additional one for each major fraction over fifty (50).
- b. **Delegates at large:**
 - 1. All members of the Executive Committee of the South Atlantic Conference.
 - 2. All members of the Executive Committee of the Southern Union Conference who may be present at any constituency meeting of this conference.
 - 3. All employees holding credentials or ministerial licenses issued by this conference.

- 97 4. Members of the North American Division and/or General Conference Committee who may
98 be present at any constituency meeting of this conference. The number of such delegates
99 representing the General Conference of Seventh-day Adventists shall not exceed the
100 number specified in Article II-Section 5 e.
- 101 c. **Invitees:** Such other persons as may be recommended by the executive committee and accepted
102 by the delegates in session. The number of such delegates shall not exceed five percent of the
103 total number of regular delegates provided for hereinabove. These persons shall have voice but no
104 vote.

105 **Article IV–Committees**

106 Section 1:

107 **Organizing (Large) Committee:**

- 108 a. The Organizing Committee shall be constituted as follows: Each church represented at the
109 constituency meeting shall choose from its delegate list, one member for the organization, plus
110 one additional member for each five-hundred members. An additional one delegate for each
111 major fraction (1/2 or more of 500) over five-hundred members.
- 112 b. The Organizing Committee shall be chosen at least 60 days before the scheduled date of the
113 constituency meeting and shall be seated not fewer than 30 days before the session. The time and
114 place of the meeting shall be given in the official notice of the meeting.
- 115 c. The chairman of the Organizing Committee shall be the president of the Southern Union or his
116 representative.
- 117 d. The Organizing Committee shall elect:
- 118 1. **A Nominating Committee.** It shall consist of one pastor and one lay person from each of the
119 nine voting units and an educator, who may be a delegate at large, employed by the South
120 Atlantic Conference on a rotating basis, beginning with the state of South Carolina, followed
121 by North Carolina, then Georgia. The president of the Southern Union, or his representative
122 shall serve as the chairman. Not more than 33% of the Nominating Committee can serve on
123 the Executive Committee. The members of the Nominating Committee shall be selected from
124 the regular delegates. Persons who served on the previous nominating committee from the last
125 session and persons on the outgoing Executive Committee are ineligible to serve on the
126 nominating committee.
- 127 a. The nominating committee shall be seated not fewer than 7 days before the scheduled
128 date of the constituency meeting. The time and place of the meeting shall be given in
129 the official notice of the meeting. The committee shall reconvene to continue the
130 nominating process on the day of the constituency meeting if necessary.
- 131 e. The Organizing Committee Shall nominate, the constituency shall elect:
- 132 1. **Those of Vested Interest:** In the event that the spouse of a conference employee is elected to
133 the constituency, Nominating Committee or the Conference Executive Committee, the spouse
134 shall take a slot designated for the conference worker.
- 135 2. **A Standing Constitution and Bylaws Committee:** The Standing Constitution and
136 Bylaws Committee shall consist of one member per unit, chaired by the secretary of the
137 conference and shall meet at least one year prior to the session, with
138 notification to be sent 30 days prior to the meeting. This committee shall function
139

144 between/through the regularly scheduled constituency.

- 145 3. **A Standing Finance Committee:** A Standing Finance Committee shall be chosen, one
146 person per unit, that would meet at least once per quarter with 2/3 members being
147 laypersons with business and finance backgrounds. One third of the current Finance
148 Committee will be retained and will be part of the new Finance Committee.
 - 149 4. **A Standing Lay Advisory Council:** A Standing Lay Advisory Council shall be chosen
150 prior to the Session. Each church is to nominate two representatives. This list will be
151 brought to the constituency for a vote. The Lay Advisory Council is to meet a minimum of
152 twice per year.
 - 153 5. **A Standing Audit Review Committee:** A Standing Audit Review Committee shall be
154 chosen, one person per unit, all of whom shall be non-employees.
 - 155 6. **A Standing Building Committee:** A Standing Building Committee shall be chosen and
156 shall consist of one pastor and one lay person from each state. New state representation
157 shall be chosen by the Executive Committee when a committee member no longer holds
158 membership in one of the churches in the state represented by them.
 - 159 7. **A Standing Employee Grievance Committee:** Shall be established and defined under the
160 organization of the Human Resources office. At least one member of this committee shall
161 be a non-employee with human resources training.
 - 162 8. Other committees as may be necessary.
- 163 f. New unit representation shall be chosen by the Executive Committee when a member of the
164 Constitution and Bylaws, Finance, Audit Review, and any other committees (with representation
165 by units) no longer holds membership in one of the churches in the unit represented by them.
166

167 **Section 2: Nominating Committee:**

- 168 a. The Nominating Committee shall nominate, the constituents shall elect:
 - 169 1. Officers
 - 170 2. Departmental Directors (including Haitian and Hispanic Directors)
 - 171 3. An Education Board
 - 172 4. An Executive Committee
 - 173 5. An Association Board
- 174

175 **Section 3: Voting (Officers):** Voting for the President, Executive Vice President, and Chief Financial
176 Officer/Treasurer shall be done separately and individually.
177

178 **Section 4: Reports of Officers:** Reports of the President, the Executive Vice President, and the
179 Chief Financial Officer/Treasurer shall be sent to all delegates at least 30 days before the
180 constituency meeting.
181

182 **Article V–Executive Committee**

183 ***Section 1: Membership of the Executive Committee:** The Executive Committee of the South
184 Atlantic Conference of Seventh-day Adventists shall be elected at its regularly scheduled constituency
185 meeting. The President, Executive Vice President, and Chief Financial Officer/Treasurer shall be ex-
186 officio members of the Executive Committee. The membership of the committee shall include, the
187 General Vice President, Vice President for Education, the Vice President for Pastoral Ministries, one
188 other Departmental Director, one layperson representative from each of the nine units, one additional
189 layperson representative from each state, and one full-time pastor from each of the nine units. The pastor
190 and lay person from each unit should represent different churches. Ethnic ministries coordinators will

191 serve as a voting members on the Executive Committee on a rotating basis as recommended by the
192 nominating committee and voted by the delegates in session. No less than one-third of the lay
193 representation shall be female. One third of the current Executive Committee shall be retained as a part of
194 the new Executive Committee. Unless a closed session is called of the Executive Committee, all
195 departmental directors/associates shall be invited to attend all Executive Committee meetings to provide
196 appropriate and timely departmental perspectives to the Executive Committee's agenda. Invited
197 directors/associates will maintain a non-voting status.
198

199 Section 2: **Delegated Authority:** The Executive Committee is delegated the authority to act on behalf
200 of constituents between regular sessions, including the authority to elect or remove for
201 cause officers, directors of departments/services, board and committee members.

202 Section 3: **Administrative Authority:** The Executive Committee shall have full administrative
203 authority:

- 204 a. To fill for the current term any vacancies that may occur by death, resignation or otherwise in its
205 boards, committees, departments, or in offices which have been filled by conference election. In
206 case of a presidential vacancy with half or more of the term remaining, a new president is to be
207 elected by members of the previous constituency at a duly called special constituency meeting.
208 This meeting shall be called within 90 days of the vacancy. In the event of a presidential vacancy
209 with less than half of the term remaining, the Executive Committee shall choose the new President
210 who will serve for the remainder of the term. The president of the Southern Union Conference or
211 his designee shall serve as chairperson of the Conference Executive Committee for the purposes of
212 the election of the president. The current Executive Vice President shall serve as interim president
213 until a new president is chosen
- 214 b. To employ and terminate ministers and teachers.
- 215 c. To recommend the granting and withdrawal of ordination credentials; to grant and withdraw
216 credentials and licenses of all others who hold credentials and licenses. The withdrawal of
217 credentials or the removal of those named under Article V, Section 1, shall require the consent of
218 two-thirds (2/3) of the Executive Committee.
219

220 Section 4: **Regular Meetings:** The Executive Committee may schedule regular meetings at such
221 times and places as it may select.

222 Section 5: **Special Meetings:** Special meetings of the Executive Committee may be called at any time
223 or place by the president, or in his absence, by the executive vice president. A special
224 meeting shall also be called by the executive vice president in response to the written
225 request of a majority of the members of the Executive Committee.

226 Section 6: **Quorum:** A simple majority of the Executive Committee shall constitute a quorum.
227

228 **Article VI—Officers**

229
230 Section 1: **Executive Officers:** The Executive Officers shall be a President, an Executive Vice
231 President, and a Chief Financial Officer/Treasurer and a General Vice President. The secretary and
232 treasurer may be one individual known as the secretary-treasurer. It is the duty of these officers, in
233 consultation with one another, to carry forward the work according to plans, policies, and programs voted
234 by the constituency and/or the Conference Executive Committee. These plans, policies, and programs
235 shall be in harmony with the doctrines and actions adopted and approved by the South Atlantic
236 Conference of Seventh-day Adventists in its quinquennial sessions.

- 237 a. **President:** The president, who shall be an ordained minister of pastoral experience, is the first

238 officer and shall report to the Executive Committee of the conference in consultation with the
239 Executive Secretary and the Treasurer. He shall act as chairman of the constituency meetings and
240 the Executive Committee and serve in the general interests of the South Atlantic Conference of
241 Seventh-day Adventists as the constituency and the Executive Committee shall determine. In his
242 leadership he shall adhere to the policies of the South Atlantic Conference of Seventh-day
243 Adventists.

- 244 b. **Executive Vice President:** The Executive Vice President, associated with the president as an
245 executive officer, shall serve under the direction of the Executive Committee and shall act as its'
246 vice-chairperson in-consultation with the president. It shall be the duty of the executive vice
247 president to keep minutes of the conference constituency meetings and of the Executive
248 Committee meetings, and to furnish copies of these minutes to all members of the Executive
249 Committee and to the officers of the Southern Union Conference. The Executive Vice President
250 shall also be responsible for providing information as may be requested by the president or by the
251 Executive Committee, and shall perform such other duties as usually pertain to the office.
- 252 c. **Chief Financial Officer/Treasurer:** The Treasurer, associated with the president as an executive
253 officer, shall serve under the direction of the Executive Committee. The Treasurer shall report to
254 the Executive Committee of the conference after consultation with the president. The Treasurer
255 shall be responsible for providing financial leadership to the organization which will include, but
256 shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the
257 actions of the Executive Committee, for remitting all required funds to the
258 Union/Division/General Conference in harmony with the North American Division policy, and for
259 providing financial information to the Executive Committee. The Treasurer shall also be
260 responsible for furnishing copies of the financial statements to the Southern Union officers.

261 **Article VII-Department Directors**

262
263
264 Section 1: **Advisory Role:** The director of departments/services of this Conference shall work under
265 the direction of the president and Executive Committee and shall serve in an advisory relationship to the
266 field.

267
268 Section 2: **Departmental/Service Structure:** Conference departmental service shall be organized in
269 harmony with the departmental service structure of the General Conference, but shall not necessarily
270 duplicate the department/services in the Southern Union, North American Division or the General
271 Conference.

272 **Article VIII-Other Organizations**

273
274
275 Section 1: **Corporations and Agencies:** The South Atlantic Conference may carry on its ministry
276 through subsidiary agencies, organizations, and institutions that may, where necessary and appropriate,
277 function either as unincorporated or incorporated entities. Before the Conference forms any legal
278 organization, it shall secure the approval of the Southern Union Conference.

279
280 Section 2: **Constituency Meetings of Subsidiaries:** The constituency meetings of the Conference
281 legally organized subsidiaries shall be held in conjunction with the regularly scheduled constituency
282 meetings of the Conference or as provided by the Articles of Incorporation of the respective subsidiary
283 legal organization. The election of the board of directors or Executive Committees of these legally
284 organized entities shall be in harmony with the statutory laws applicable of each entity.

285
286
287
288
289
290
291
292
293
294
295
296
297
298
299
300
301
302
303
304
305
306
307
308
309
310
311
312
313
314
315
316
317
318
319
320
321
322
323
324
325
326
327
328
329
330
331

Article IX–Finance

Section 1: **Tithes and Offerings:** The church funds managed by this Conference shall consist of such tithe, including direct tithe, as it shall be assigned by policy and as received from within its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds and other donations as may be made to it.

Section 2: **Policies:** The portion of the tithe which is reserved for this Conference, as specified by policy, and all other funds shall be used in harmony with the financial policies of the North American 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 Union and 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.

Section 3: **Bank Accounts:** The funds of this Conference shall be safeguarded in harmony with the financial policies of the North American Division of the General Conference of Seventh-day Adventists. Monies shall be deposited in the name of the South Atlantic 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 of the local conference.

Section 4: **Financial Statements:** The South Atlantic Conference shall prepare annual appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the Southern Union and the North American Division of the General Conference of Seventh-day Adventists and/or the extent required by law, with any branch of local or national government. The statements shall be provided at each regular constituency session.

Article X–Budget, Salary Review and Audit

Section 1: **Budget:** The South Atlantic Conference shall prepare an annual budget in harmony with the policies of the North American Division of the General Conference of Seventh-day Adventists which shall be reviewed and approved by the Executive Committee of the local conference.

Section 2: **Salary and Expense Review:** The Executive Committee shall constitute an Employee Remuneration Committee to review annually the salary and expense of all the employees and set salary rates for the subsequent year.

Section 3: **Independent Audit:** All accounting records of this conference shall be audited at least annually by an auditor designated by the General Conference Auditing Service; and the records of this conference or any of its subsidiaries, agencies, or institutions shall at least be open to said auditor. If the Executive Committee deems it advisable, an independent auditing firm, apart from the regular auditing group, may be secured to concur with opinions and findings of auditors.

Article XI–Indemnification and Hold Harmless

332
333
334
335
336
337
338
339
340
341
342
343
344

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