

1 BYLAWS OF
2 THE ALLEGHENY EAST CONFERENCE CORPORATION
3 OF SEVENTH-DAY ADVENTISTS
4 (Revisions adopted at the October 15, 2017 Constituency Meeting)
5

6 ARTICLE I – DEFINITIONS
7

8 When used in these Bylaws, the terms defined below shall have the meanings specified:
9

10 The “Articles” shall mean the Articles of Incorporation of the Corporation, including any and all
11 amendments thereto, as then in effect.
12

13 The “Columbia Union Conference” or the “Union” shall mean the Columbia Union Conference
14 of Seventh-day Adventists.
15

16 The “Executive Committee” shall mean the Board of Directors of the Corporation.
17

18 The “Code” shall mean the Internal Revenue Code of 1986, as amended, and the regulations
19 thereunder, as then in effect.
20

21 The “Conference” shall mean the Allegheny East Conference Corporation of Seventh-day
22 Adventists, a nonprofit corporation located in Pennsylvania.
23

24 A “Delegate” shall mean an appointed or elected representative, as defined in Article VII
25 Section 1 of these Bylaws.
26

27 The “General Conference” shall mean the General Conference of Seventh-day Adventists, a
28 world church organization.
29

30 The “North American Division” or the “Division” shall mean the North American Division of
31 the General Conference of Seventh-day Adventists.
32

33 The “State” shall mean the Commonwealth of Pennsylvania.
34

35 The term “regular standing” shall mean regular standing, as defined by the Seventh-day
36 Adventist Church Manual, Revised 2015, 19th Edition.
37

38 ARTICLE II – PRINCIPAL OFFICE
39

40 The principal office for the transaction of the business of the Conference is fixed and located at
41 Boyertown, Berks County, Commonwealth of Pennsylvania. In the case of an
42 emergency, the Executive Committee may change the location of the principal office on a
43 temporary basis. The Conference may have offices in other places within or without the State, as
44 the Executive Committee may determine or as the Conference’s activities may require.

45 ARTICLE III – TERRITORY

46
47 The territory of the Conference shall consist of that portion of Pennsylvania east of Potter,
48 Clinton, Centre, Mifflin, Huntingdon, and Fulton counties; and that portion of Virginia east of
49 Clarke (including the town of Berryville in Clarke County), Nottoway, Warren, Rappahannock,
50 Madison, Greene, Albemarle, Fluvanna, Cumberland, Prince Edward, Lunenburg, and
51 Mecklenburg counties (except the city of Gordonsville in Orange County); and Berkeley
52 and Jefferson counties in West Virginia; all of Maryland (except Garrett and Allegany counties);
53 all of New Jersey; all of Delaware and the District of Columbia.

54
55 ARTICLE IV – PURPOSE

56
57 Section 1: Purposes. The Conference is organized as a public benefit corporation designed
58 exclusively for charitable, religious, and educational purposes within the meaning of Section
59 501(c)(3) of the Code, including but not limited to facilitating and promoting the proclamation of
60 the everlasting gospel in the context of the three angels’ messages of Revelation 14:6-12 to all
61 peoples within its territory, leading them to accept Jesus as their personal Savior and to unite with
62 His church, and nurturing them in preparation for His soon return through Christ-centered
63 leadership and responsible resource management. Additionally, the Conference may extend its
64 support to the mission of the Seventh-day Adventist Church throughout the world.

65
66 Section 2: Relationships. The Conference is a part of the Columbia Union Conference, which is
67 part of the North American Division. In general, the purposes, powers, policies, and
68 procedures of the Conference shall be in harmony with the Working Policies of the General
69 Conference and the North American Division to the extent that these are consistent with the
70 bylaws of the Conference. The Conference shall pursue its mission in harmony with the
71 doctrines, programs, and initiatives adopted and approved by the General Conference in its
72 quinquennial sessions.

73
74 Notwithstanding any other provision of these Bylaws, the Conference shall conduct only those
75 activities permitted by (a) a corporation exempt from federal income tax under Section 501(c)(3)
76 of the Code or (b) a corporation to which contributions are deductible under Section 170(c)(2) of
77 the Code.

78
79 Section 3: Powers. Subject to the foregoing, the Conference shall have all powers, rights,
80 privileges, and immunities, and shall be subject to all of the liabilities conferred or imposed by
81 law upon corporations of this nature. The Conference shall be subject to and have all
82 the benefits of all general laws, with respect to nonprofit corporations, provided that no part of
83 the net earnings of the Conference shall inure to the benefit of any member, director, or officer of
84 the Conference, or any private individual, except that reasonable compensation may be paid for
85 services rendered to or for the Conference in carrying out one or more of its purposes. No
86 member, director, or officer of the Conference, or any private individual, shall be entitled to
87 share in the distribution of any of the corporate assets on the dissolution of the Conference. No
88 substantial part of the activities of the Conference shall include the practice of propaganda, or
89 otherwise attempting to influence legislation. The Conference shall not participate or intervene in
90 any political campaign on behalf of any candidate for public office, including the publication or
91 distribution of statements.

92 Section 4: Tax Exempt Status. It is intended that the Conference shall have and continue to
93 have the status of a corporation that is exempt from federal income tax under Section 501(a) of
94 the Code, as an organization described in Section 501(c)(3) of the Code. The Articles and these
95 Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.
96

97 ARTICLE V – MEMBERSHIP 98

99 The membership of this Conference shall consist of churches that have been or shall be properly
100 organized in any part of the geographic territory under its jurisdiction and formally approved for
101 membership by vote of the Delegates at any regularly scheduled constituency meeting. These
102 churches shall remain indivisible members of the Conference unless excluded by the Conference
103 in a properly called constituency meeting.
104

105 ARTICLE VI – CONSTITUENCY MEETINGS 106

107 Section 1: Regular Meeting: 108

109 a. The Membership meetings of this Corporation shall be known as Constituency
110 meetings. The Conference shall hold a regular quinquennial constituency meeting at such
111 time and place as the Executive Committee of the Conference shall designate. A notice of
112 the time and place of the constituency meeting of the Delegates shall be printed in the
113 official publication of the Columbia Union Conference or distributed by a method
114 approved by the Conference Executive Committee at least four (4) weeks before the date
115 of the session.
116

117 b. The Agenda shall include:

- 118 1. The minutes of the previous meeting.
- 119 2. The audited Conference financial statement for the five-year period ending
120 December 31 preceding the constituency meeting.
- 121 3. The proposed amendments to the bylaws.
- 122 4. The report of the Conference strategic plan.
- 123 5. The report of the Executive Officers.
- 124 6. The report of the Nominating Committee.
- 125 7. The Pine Forge Academy report:

126 At each regular constituency meeting Pine Forge Academy shall present a report
127 which includes:

- 128 i. The report of the strategic plan.
- 129 ii. The audited Academy financial statement for the five-year period ending
130 December 31 preceding the constituency meeting.
- 131 iii. The proposed amendments to the bylaws of the Academy.
132

133 Section 2: Town Hall Meetings. Regular Area Town Hall meetings shall be held not sooner than two
134 (2) years and not later than three (3) years after the regular constituency meeting at such times and
135 places as the Executive Committee shall designate and publish in the annual Conference calendar.
136 The purpose of the Town Hall meetings is to share information with the constituents regarding the
137 progress of the Conference in implementing its strategic plan, achieving the annual goals, and to
138 hear from the constituents regarding concerns or issues that affect the successful advancement of
139 the mission of the Conference. The dates, times, and places for these meetings shall be
140 communicated to the area membership via the Conference web site and a Conference-issued

141 bulletin announcement to the local churches for at least four (4) consecutive weeks before the
142 scheduled meeting. Special Area Town Hall Meetings shall be called as needed.

143
144 The Conference administration shall issue an annual report to the constituency detailing the
145 progress of the Conference in implementing the strategic plan, achieving the annual goals, and
146 outlining what adjustments are being implemented to help ensure each will be successfully
147 completed.

148
149 Section 3: Special Meeting:

150
151 a. The Executive Committee of the Conference shall call a special constituency
152 meeting at a time and place it deems proper when:

- 153
154 1. It is voted by the Executive Committee; or
155 2. It is voted by the Delegates at any constituency meeting; or
156 3. It is requested by fifty-one (51) percent of the churches of the Conference, as
157 voted by their church boards.

158
159 b. The agenda for a special constituency meeting shall be included in the notice of
160 the meeting and only such items as are included on the agenda shall be discussed.
161 The transactions of special constituency meetings shall have the same authority as
162 those of regularly scheduled constituency meetings.

163
164 c. The time and place of special constituency meetings shall be given in the same
165 manner as regularly scheduled constituency meetings.

166
167 d. The Delegates to any special constituency meeting shall be those regular delegates
168 who served in the previous regular constituency meeting. The current Delegates-
169 at-Large shall be the ex officio delegates. In the event that a regular Delegate is
170 ineligible pursuant to these Bylaws, that church shall have the right to elect a
171 replacement.

172
173 Section 4: Quorum. At least one-third (1/3) of the Delegates authorized hereinafter under
174 Section 1a. of Article VII of these Bylaws must be present at any regular or special constituency
175 meeting to constitute a quorum for the transaction of business.

176
177 Section 5: Voting. The election of officers and voting on all other matters of business shall be
178 by voting card unless otherwise determined by a majority vote of the Delegates present and
179 voting. All Delegates must be present in person at any constituency meeting in order to be
180 eligible to vote. There shall be no voting by proxy.

181
182 Section 6: Voting Rights of the Delegates. Each delegate shall be entitled to one vote.

183
184 Section 7: Election. All officers and members of the Executive Committee shall be elected by
185 the Delegates at the regular meeting of the Conference constituency and shall serve for the term,
186 unless they resign or are removed from office, for cause, by the Executive Committee or
187 at a special constituency meeting. The election of area leaders, department directors,
188 associate department directors, or associate secretaries, if not determined by the Delegates at the

189 Conference constituency meeting, shall be referred to the Conference Executive Committee.

190
191 Section 8: Term of Office. The term of office shall be five (5) years. The president of the
192 Conference, Area Leaders and non ex officio members of the Executive Committee shall serve for
193 no more than two (2) full consecutive terms. Any partial term of two and a half (2.5) years or
194 more shall be considered a full term. Any person constrained by term limits, as defined in these
195 Bylaws, may serve again after an intervening term. Outgoing Officers and Department Directors
196 shall remain in an advisory role for at least thirty days (30) after the Constituency Meeting.

197
198 Section 9: Rules of Order:

- 199
200 a. The current General Conference Rules of Order as approved by the Executive
201 Committee, with modifications, shall govern the conduct of the constituency
202 meetings in all cases to which they are applicable and are not in conflict with
203 these Bylaws.
204
205 b. The Executive Committee shall appoint a parliamentarian to serve the
206 constituency meetings in interpreting parliamentary procedures.
207

208 Section 10: Background Materials. Such background materials as the Conference officers shall
209 deem pertinent shall be posted on the Conference website, sent via electronic transmission, and/or
210 mailed to each delegate at least two (2) weeks before each regular constituency meeting. These
211 materials include:

- 212
213 a. The agenda setting forth all issues proposed for discussion;
214
215 b. Minutes of the previous regular meeting and minutes of all special meetings held
216 since the previous regular meeting;
217
218 c. The Conference financial statement for the five-year period ending December 31
219 preceding the constituency meeting;
220
221 d. A current copy of the Articles and Bylaws and any proposed amendments; and
222
223 e. The General Conference Rules of Order for the constituency meeting.
224

225 Section 11: Nominations. At registration, Delegates shall receive a list of Nominating
226 Committee recommendations for President, Vice President for Administration, Vice
227 President for Finance, Executive Committee Members, and Area Leaders.

228 229 ARTICLE VII – REPRESENTATION

230
231 Section 1: Delegates. The Delegates at any constituency meeting of this conference shall be
232 regular Delegates and Delegates-at-large.

- 233
234 a. Regular Delegates: Regular Delegates are elected by the organized churches of
235 the Conference. All Delegates must be members in regular standing. Each church
236 shall be entitled from among its membership to one (1) delegate for the
237 organization and one (1) additional delegate for each one hundred (100) members

238 or major fraction thereof. Church membership shall be determined by the official
239 membership records of the Conference, as designated at the end of the calendar
240 year preceding the constituency meeting. If a delegate selected by the church is
241 not present, the other Delegates from that church may fill the vacancy from among
242 the members of said church who may be present.

243
244 b. Delegates-at-large:

- 245 i. All members of the Executive Committee of the Conference.
- 246
247 ii. The Presidents, Secretaries, and Treasurers of the General Conference,
248 North American Division, and Columbia Union.
- 249
250 iii. All Ordained Ministers, Credentialed Commissioned Ministers, Licensed
251 Ministers and Licensed Commissioned Ministers, department directors, their
252 associates or assistants, the under treasurer, the assistant treasurer, the
253 Conference academy principal, Church school principals and licensed and
254 credentialed teachers, ministers of biblical instruction, literature evangelists
255 and office staff who are currently employed by the Conference and hold
256 membership in the Conference.
- 257
258 iv. Members of the Executive Committee, departmental directors and
259 associates of the General Conference, North American Division, and
260 Columbia Union, who hold membership in the Conference and who may
261 be present at any constituency meeting of the Conference.
- 262
263 v. Members of the standing Articles and Bylaws Committee.
- 264
265 vi. Members of the Nominating Committee.
- 266
267 vii. Members of the Pine Forge Academy Board.

268
269
270 ARTICLE VIII – COMMITTEES

271
272 Section 1: Status of Committee Members. Persons appointed to serve on any Conference
273 committee under this Article shall be members in regular standing of a church within this
274 Conference.

275
276 Section 2: Organizing Committee. Each organized church in the Conference represented at the
277 regular session shall choose or empower its delegation to choose from among that church's
278 elected Delegates or Delegates -at-large who hold membership in that church, one (1) member
279 and one (1) additional member for each full five-hundred (500) members. The persons thus
280 selected in each geographic area, as determined by the Conference Executive Committee, shall
281 constitute the Organizing Committee for that area. The quorum for each organizing committee
282 shall be fifty (50) percent of its membership.

284 Each area Organizing Committee shall meet at least five (5) weeks prior to the
285 constituency meeting, and shall be chaired by the president of the Columbia Union, or his
286 designee, to choose representatives to serve on the Nominating Committee for the constituency
287 meeting and the Standing Articles and Bylaws Committee.

288
289 Section 3: Nominating Committee.

- 290
- 291 a. The Nominating Committee shall meet at least two (2) weeks prior to the regular
292 constituency meeting for the purpose of nominating a President, Vice President
293 for Administration, Vice President for Finance, Department Directors, Area
294 Leaders, and Executive Committee for the next term. The Nominating
295 Committee shall consider at least three names for each officer position. Each
296 Ministerium shall present two (2) names to the Nominating Committee for
297 consideration as Area Leader. Each person recommended for a position by
298 the Nominating Committee shall have no less than fifty-one (51) percent vote
299 of those present of the Nominating Committee. Fifty (50) percent of the
300 members of this committee shall constitute a quorum. Not more than thirty-
301 three (33) percent of the lay persons on the Nominating Committee shall serve
302 on the Executive Committee.
 - 303
 - 304 b. The president of the Columbia Union, or his designee, shall serve as Chair of the
305 Nominating Committee.
 - 306
 - 307 c. Each Area Organizing Committee shall choose to serve on the Nominating
308 Committee, from among the membership of that area, one representative for each
309 one thousand (1,000) members or major fraction thereof in that area. Each area
310 may choose not more than one denominational employee and one lay person who
311 are presently serving as members of the Executive Committee, to serve as its
312 representatives on the Nominating Committee. Persons employed by the
313 Conference shall not exceed fifty (50) percent of the representatives chosen by an
314 Area Organizing Committee. Each Organizing Committee shall have not more
315 than thirty-three (33) percent representation on the Nominating Committee.
 - 316
 - 317 d. No Conference officer or Department Director shall serve on the Nominating
318 Committee.

319
320 Section 4: Standing Articles and Bylaws Committee.

- 321
- 322 a. The Standing Articles and Bylaws Committee shall function between the
323 regularly scheduled constituency meetings and shall be the Articles and Bylaws
324 Committee for the next regular meeting.
 - 325
 - 326 b. The purpose of this committee shall be to study and revise the Articles and
327 Bylaws of the Conference. This committee shall convene, as necessary, to review
328 the Articles and Bylaws of the Conference and its incorporated entities. This
329 committee shall submit its report and recommendations to the members of the
330 Conference Executive Committee at least six (6) months prior to the session. The
331 report shall be submitted to the area leaders, and to the churches through their

332 pastors and clerks via regular mail and/or electronic media. The final
333 recommendations shall be submitted at the scheduled constituency meeting.
334

- 335 c. The purpose of this committee shall also be to study, review, and approve the
336 articles and bylaws of unincorporated organizations of the Conference. The
337 committee shall meet as needed.
338
- 339 d. Each Area Organizing Committee shall choose one (1) representative for each
340 two thousand (2,000) members or a major fraction thereof in that area to serve on
341 the Articles and Bylaws Committee. In the event a representative moves from
342 that area or otherwise cannot serve, an alternate from that area may serve in
343 his/her place. In the event an alternate is unable to serve, the Executive
344 Committee shall choose an alternate from that area.
345
- 346 e. The Vice President for Administration of the Conference shall serve as chair of
347 this committee and the secretary of the union shall be a permanent invitee of this
348 committee.
349

350 ARTICLE IX—EXECUTIVE COMMITTEE

351
352 Section 1: Members of the Executive Committee. The Executive Committee of the
353 Conference shall be elected at its regularly scheduled constituency meeting and shall consist of
354 not more than twenty-seven (27) members, thirteen (13) of whom shall be persons employed by
355 the denomination or institutions of the Seventh-day Adventist Church and fourteen (14) of
356 whom shall be persons not employed by the denomination or institutions of the Seventh-day
357 Adventist Church. The President, Vice President for Administration, Vice President for
358 Finance, Ministerial Director, Superintendent of Schools, and six area leaders of the Conference
359 shall be members *ex officio* of the Executive Committee. The membership of this
360 committee shall include one Departmental Director and one other conference employee, and as
361 far as possible, representation from the geographic areas of the Conference, cultural groups, and
362 both genders. The executive officers of the Columbia Union Conference shall be permanent
363 invitees of the Executive Committee.
364

365 Section 2: Delegated Authority. The Executive Committee of the Conference is delegated the
366 authority to act on behalf of the constituents between regular sessions, including the authority to
367 elect or remove, for cause, officers, directors of departments, boards, and committee members. It
368 shall be the final authority between sessions in interpreting the Articles and Bylaws of the
369 Conference and the incorporated corporations of the Conference. The Executive Committee
370 shall appoint such committees and shall employ such workers as may be necessary to execute its
371 work effectively. The Executive Committee shall direct the movements of the employees of the
372 Conference with awareness of local needs and/or concerns. The President, or his designee, shall
373 consult with representation of the local church board prior to any assignments to that church.
374

375 Section 3: Attendance. The Executive Committee may remove from its membership any
376 member who misses more than two (2) of the regular scheduled meetings in one (1)
377 year without excuse, beginning with the date of Quinquennial Session.
378

379 Section 4: Administrative Authority. The Executive Committee shall have full administrative
380 authority:

- 381
- 382 a. To subdivide the Conference into geographic areas;
- 383
- 384 b. To fill for the current term any vacancies that may occur by death, resignation, or
385 otherwise, in its boards, committees, departments, or in offices which have been
386 filled by conference election. If a new president is to be elected, the president of
387 the Columbia Union Conference, or his designee, shall serve as Chair of the
388 Executive Committee;
- 389
- 390 c. To employ ministers, office personnel, teachers, and other persons as deemed
391 necessary for the work of the Conference;
- 392
- 393 d. To grant and to withdraw credentials and licenses. The withdrawal of credentials
394 or the removal of those named under Article IX, Section 4c of these Bylaws shall
395 require the consent of two-thirds (2/3) of the members of the Executive
396 Committee.

397

398 Section 5: Regular Meetings. The Executive Committee shall schedule regular meetings at such
399 times, places, and manner as it designates.

400

401 Section 6: Special Meetings. The President may call special meetings of the Executive
402 Committee at any time or place. In the absence or incapacitation of the President, the Vice
403 President for Administration may call special meetings of the Executive Committee at any time
404 or place. The Vice President for Administration shall call a special meeting in response to the
405 written request of a majority of the members of the Executive Committee.

406

407 Section 7: Quorum. Fourteen (14) members of the Executive Committee shall constitute a
408 quorum to conduct business.

409

410 Section 8: Standing Committees. The Executive Committee shall appoint the following standing
411 committees:

412

413 a. Administrative Committee. This committee shall be authorized to approve (i) budgeted
414 expenditures, including travel, to a limit established by the Executive Committee; (ii) the opening
415 and closing of bank accounts with appropriate signatures; and (iii) employee vacation carry-
416 overs. The Administrative Committee may also review other matters and make recommendations
417 to the Executive Committee. It shall consist of not fewer than five (5) and not more than seven
418 (7) members from the Executive Committee including the three (3) officers of the Conference
419 and one (1) lay person. The President shall serve as chair.

420

421 b. PK-12 Board. This committee shall be authorized to coordinate and operate the
422 Conference's PK-12 system of education in harmony with the working policies and procedures of
423 the Conference, the Columbia Union Conference, and the North American Division. Its members
424 shall include: the President, Vice President for Administration, who shall serve as chair, Vice
425 President for Finance, Superintendent, Associate Superintendent (s), the Principal of Pine Forge
426 Academy, one (1) principal and one (1) teacher employed by the Conference, and seven (7) lay

427 persons who are members of the Conference, including at least one educator and one (1) parent of
428 a child attending a school operated by the Conference. The Vice President for Education of the
429 Columbia Union Conference shall be a permanent invitee.

430
431 c. Finance Committee. This committee shall be responsible for preparing and recommending
432 the annual budget, reviewing the Conference financial position at least quarterly, and making
433 recommendations, making regular reports to the Executive Committee, and any other matters
434 referred to it by the Executive Committee. It shall consist of seven (7) members including the
435 Vice President for Finance, who shall serve as chair. The President, Vice President for
436 Administration, Stewardship Director, and three (3) other members of the Executive Committee,
437 two (2) of whom shall be persons not employed by the Conference. The Under Treasurer and
438 Ministerial Director shall be permanent invitees to this committee.

439
440 d. Personnel Committee. This committee shall be authorized to interview for positions which
441 provide support to the administration and department directors and shall assess qualifications of
442 potential hires. This committee shall recommend all support hires to the Executive Committee.
443 The Vice President for Administration shall be the chair. The remaining members shall be the
444 Vice President for Finance, Human Resources Manager or designee, General Counsel, Ministerial
445 Director, one (1) department director, and one (1) member of the Executive Committee who is
446 not an employee of the Conference.

447
448 e. Capital Projects Committee. This committee shall be responsible for reviewing all capital
449 projects in line with established policies. This committee shall make regular reports and
450 recommendations to the Executive Committee. The Vice President for Finance shall be chair.
451 The remaining members of this committee shall be the President, Vice President for
452 Administration, General Counsel, one (1) pastor and one (1) non-employee from the Executive
453 Committee, a licensed architect, or a licensed contractor/builder who are members of the
454 Conference. The Under Treasurer and Ministerial Director shall be permanent invitees to this
455 committee.

456
457 f. Sexual Ethics Committee. The Executive Committee shall choose a Sexual Ethics Pool
458 (SEP) of qualified professionals each year from which Sexual Ethics committees are selected to
459 investigate and consider sexual misconduct complaints. A five-member committee is chosen
460 from the SEP by the Conference Vice President for Administration to consider and investigate
461 sexual misconduct complaints as needed following the policies and procedures as outlined by the
462 North American Division. Findings shall be reported to the Vice President for Administration,
463 who shall make recommendations to the Executive Committee.

464
465 g. Lay Advisory Committee. This committee shall give advice and support to Conference
466 leadership. Specifically, this Committee provides strategic input to the Conference in reaching its
467 goals in evangelism and church growth and seek to strengthen the relationship between the
468 pastors, laity, and Conference administration. It will also consider recommendations developed
469 by the laity in the various areas and review mission plans, and provide feedback to Conference
470 leadership.

471
472 This committee shall consist of not more than twelve (12) members - two (2) laypersons from
473 each Conference area, who shall be members of a Conference church and are not employed in a
474 pastoral or Conference administrative capacity. The Chair and Vice Chair are selected by the

475 members of this committee at its first meeting of each term of office. The officers of the
476 Conference shall be permanent invitees.

477
478 This committee shall meet at least bi-annually and shall provide reports and recommendations to
479 the Executive Committee.

480
481 h. Financial Audit Review Committee. The Executive Committee shall appoint a Financial
482 Audit Review Committee consisting of between three (3) and seven (7) members from its
483 membership who are not employees of the Conference. The purpose of this committee is to
484 study the Auditor's report and management letter. The Executive Committee will receive a copy
485 of the Auditor's report and management letter. The Financial Audit Review Committee will
486 meet no later than 60 days after the audit report is received by the Vice President for
487 Finance/Chief Financial Officer (CFO). The Financial Audit Review Committee shall submit
488 recommendations based on its study to the Executive Committee.

489 490 ARTICLE X – OFFICERS

491
492 Executive Officers. The executive officers of the Conference shall be a President, a Vice
493 President for Administration, and a Vice President for Finance. It is the duty of these officers, in
494 consultation with one another, to carry forward the work according to plans, policies, and
495 programs voted by the constituency and/or the Conference Executive Committee. The plans,
496 policies, and programs shall be in harmony with the doctrines adopted and approved by the
497 General Conference in its quinquennial sessions and generally be in harmony with the actions
498 adopted and approved by the General Conference in its quinquennial sessions

499
500 a. President: The President, who shall be an ordained minister of experience, is the
501 President of the Conference Corporation and first officer and shall report to the
502 Executive Committee. The President shall act as Chair of the constituency
503 meetings and the Executive Committee, and serve in the general interests of the
504 Conference as the constituency and the Executive Committee shall determine. In
505 the President's leadership, the President shall generally adhere to the policies of
506 the Columbia Union Conference, the North American Division, and the General
507 Conference. The President shall work in close counsel with Union officers, the
508 Vice President for Administration, and the Vice President for Finance.

509
510 b. Vice President for Administration: The Vice President for Administration is the
511 Executive Secretary/Chief Human Resource Officer (CHRO) of the
512 Conference Corporation and the Vice Chairperson of the Executive
513 Committee. The Vice President for Administration shall work in counsel with the
514 President and Vice President for Finance and shall report to the Executive
515 Committee. It shall be the duty of the Vice President for Administration to
516 maintain the conference membership records, to keep the minutes of the
517 Conference constituency meetings and of the Executive Committee meetings, and
518 to furnish copies of these minutes to all members of the Executive Committee and
519 to the officers of the Columbia Union Conference. The Vice President for
520 Administration shall also be responsible for providing information as may be
521 requested by the President or by the Executive Committee, and shall perform
522 such other duties as usually pertain to the office.

523 c. Vice President for Finance. The Vice President for Finance is the Treasurer/Chief
524 Financial Officer (CFO) of the Conference Corporation. The Vice President for
525 Finance shall work in counsel with the President and Vice President for
526 Administration and shall report to the Executive Committee. The Vice President
527 for Finance shall be responsible for providing financial leadership to the
528 organization which will include, but shall not be limited to, receiving,
529 safeguarding, and disbursing all funds in harmony with the actions of the
530 Executive Committee; remitting all required funds to the Union, Division, and
531 General Conference in harmony with the policies of the North American Division
532 and the Allegheny East Conference policies and any government regulation and
533 by action of the Executive Committee; and providing financial information to the
534 President and to the Executive Committee. The Vice President of Finance
535 shall also be responsible for furnishing copies of the financial statements to the
536 Columbia Union officers.

537 538 ARTICLE XI—DIRECTORS OF DEPARTMENTS

539
540 Advisory Role. The directors of departments of the Conference shall work under the direction of
541 the President of the Conference, and provide leadership, resources, advice and training to the
542 constituent churches.

543 544 ARTICLE XII—OTHER ORGANIZATIONS

545
546 Section 1: Unincorporated Organizations. The Conference may carry on its ministry through
547 unincorporated subsidiary organizations. Constituency meetings of such organizations may be
548 held as provided by the bylaws of the respective organization. Such bylaws shall not be in
549 conflict with the Bylaws or policies of the Conference and shall be subject to approval by the
550 Articles and Bylaws Committee of the Conference.

551
552 Section 2: Corporations. The constituency meetings of incorporated subsidiaries of the
553 Conference shall be held in conjunction with the regularly scheduled constituency meetings of
554 the Conference or as provided by the Articles of Incorporation of the respective subsidiary
555 corporation. The election of the board of directors or executive committee of these incorporated
556 entities will be in harmony with statutory laws applicable to each such entity.

557 558 ARTICLE XIII—FINANCE

559
560 Section 1: Tithes and Offerings. The church funds managed by this conference shall consist of
561 such tithe, as it shall be assigned by policy and as received from within its territory, and such
562 gifts, legacies, bequests, devises, appropriations, reverted funds, direct tithe, and other
563 donations as may be made to it.

564
565 Section 2: Policies. The portion of the tithe which is reserved for this conference, as specified
566 by policy, and all other funds shall be used in harmony with the financial policies of the North
567 American Division; and in the case of donations, their use shall be in harmony with the
568 specifications of donors and in compliance with government regulations. Tithe is shared with
569 the Union and Division on fixed percentages as set by the Division Executive Committee, and
570 with the General Conference on fixed percentages as set by the Annual Council of the General

571 Conference Executive Committee.

572
573 Section 3: Bank Accounts. The funds of this conference shall be safeguarded in harmony with
574 the financial policies of the North American Division. Monies shall be deposited in the name of
575 the Conference in regular or special accounts, in such banks or savings institutions as the
576 Administrative Committee shall designate, and shall be withdrawn only by persons authorized by
577 resolution of the Administrative Committee.

578
579 Section 4: Financial Statements. The Conference shall prepare annual financial reports: a)
580 statement of financial position, b) statement of changes in net assets, and c) statement of cash
581 flow, including notes of disclosure. The Conference shall be responsible for the filing of any
582 financial information directly with the Columbia Union and the North American Division and, to
583 the extent required by law, with any branch of local, state, or federal government.

584
585 Section 5: Execution of Documents. The President, the Vice President for Administration, and
586 Vice President for Finance, or any two of them, shall have authority to execute and deliver, in the
587 name and on behalf of the Conference, any contract, bill, note, check, deed, mortgage, bill of
588 sale, or other instrument, except as limited by law, the Articles, or these Bylaws, or unless
589 otherwise expressly provided by any resolution of the Executive Committee.

590
591 **ARTICLE XIV-BUDGET, SALARY REVIEW AND AUDIT**

592
593 Section 1: Budget. The annual budget shall be approved at the December meeting but not later
594 than the first meeting of the Executive Committee in the new budget year. In the event the annual
595 budget is not approved by December 31, the Conference will operate under the prior year's
596 annual budget until such time as the new annual budget is approved and made effective
597 January 1.

598
599 Section 2: Salary and Expense Review. The Executive Committee shall serve as the Employee
600 Remuneration Committee to review annually the salary and expense of all employees and set
601 salary rates for the subsequent year.

602
603 Section 3: Independent Audit. All accounting records of the Conference shall be audited at least
604 annually by auditor(s) designated by the General Conference Auditing Service, and the financial
605 records of the Conference or any of its subsidiaries, agencies, or institutions shall at all times be
606 open to said auditor(s).

607
608 **ARTICLE XV –INDEMNIFICATION**

609
610 Section 1: To the extent permitted by law, the Conference shall indemnify any person who was
611 or is a party to, or is threatened to be made a party to, any threatened, pending, or completed
612 action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because
613 he/she is or was a member of the Conference Executive Committee or an officer, employee, or
614 agent of the Conference against expenses (including legal fees), judgments, fines, and amounts
615 paid in settlement actually and reasonably incurred by him/her in connection with such action,
616 suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to
617 be in or not opposed to the best interest of the Conference, and, with respect to any criminal
618 action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

619 Section 2: This right of indemnification shall be in addition to, and not exclusive of, all other
620 rights to which such member of the Executive Committee, an officer, employee, or agent of
621 the Conference may be entitled, pursuant to the provisions of the Pennsylvania Consolidated
622 Statutes; (15 Pa.C.S. §§5741-5750 et seq).

623

624 ARTICLE XVI -CONFLICT OR DUALITY OF INTEREST

625

626 Section 1: Disclosure. Each officer and member of the Executive Committee shall disclose to
627 the Executive Committee any financial or other relationship that might reasonably be construed
628 to be inconsistent with the discharge of such person's duties to the Conference, including without
629 limitation, his or her status as an officer, director, trustee, member, owner, either as sole
630 proprietor or partner, shareholder, employee; or agent of any entity or organization with which
631 the Conference has entered into, or might be expected to enter into; or a relationship or
632 transaction in which that person might have a conflicting interest. Such disclosures shall be
633 made at least annually, at such times and in such form as the Executive Committee shall require.

634

635 Section 2: Effect of Conflict. An officer or member of the Executive Committee may be
636 interested, directly or indirectly, in any contract, transaction, or act relating to or incidental to the
637 operations of the Conference, and may freely make contracts, enter into transactions, or
638 otherwise act for or on behalf of the Conference in such matters, provided that (a) the direct or
639 indirect interest in the proposed contract, transaction, or act shall have been disclosed to and
640 approved by the Executive Committee; (b) the officer or member of the Executive Committee
641 shall refrain from participating in the selection, award, or administration of his or her own
642 contract, if applicable; and (c) no contract, transaction, or act shall be entered into or taken on
643 behalf of the Conference if such contract, transaction, or act would jeopardize the Conference's
644 tax-exempt status under Section 501(c)(3) of the Code. An interested person may be counted in
645 determining the presence of a quorum at a meeting at which the Executive Committee
646 authorizes, approves, or ratifies a transaction in accordance with the requirements of this Article.

647

648 ARTICLE XVII – AMENDMENTS

649

650 The Bylaws of the Conference may be amended or repealed at any duly called constituency
651 meeting by a two-thirds (2/3) vote of the Delegates present and voting, provided that notice
652 of such proposed amendments shall be given specifically in conjunction with the publication of
653 notice for that meeting.

654

655 ARTICLE XVIII – GENERAL PROVISIONS

656

657 Section 1: Fiscal Year. The fiscal year of the Conference shall end on December 31 of each
658 year, except as otherwise fixed by resolution of the Executive Committee.

659

660 Section 2: Corporate Seal. The Conference may have a corporate seal in such form as the
661 Executive Committee or the registered agent may approve. Whenever it is inconvenient to use
662 the corporate seal, a facsimile thereof may be used. The registered agent and any officer of the
663 Conference shall have authority to affix the corporate seal, and it may be attested by his or her
664 signature.

665

666 Section 3: Facsimile Signatures. Facsimile, conformed, or electronic signatures of any officer
667 of the Conference may be used whenever authorized by the Executive Committee or the
668 President. The Conference may rely upon the facsimile, conformed, or electronic signature of
669 any person if delivered by or on behalf of such person in a manner evidencing an intention to
670 permit such reliance. A document delivered by e-mail, fax, or other means of electronic
671 transmission shall be deemed, upon receipt by the Conference in legible form, to constitute a
672 writing even if not reproduced in paper form. Any such electronic transmission sent by a
673 member of the Executive Committee (director) in a manner evidencing an intention to consent to
674 a given action shall be deemed to be signed if such transmission sets forth, or is delivered with,
675 information by which the Conference can in good faith determine that the transmission is sent by
676 such person or by an agent authorized to deliver such consent for such person.

677
678 Section 4: Interpretation. Headings and captions used herein are inserted for convenience only
679 and shall not be used to construe the scope or content of any provision. In the case of any
680 ambiguity or other question concerning interpretation of these Bylaws, the good faith
681 interpretation of the Executive Committee, acting by the affirmative vote of a majority of the
682 Executive Committee (directors) then in office, shall be binding on the Conference for all
683 purposes.

684 685 ARTICLE XIX – DISSOLUTION

686
687 A dissolution resolution shall be approved by no less than a two-thirds (2/3) majority vote of
688 the Executive Committee of the Conference and adopted by a two-thirds (2/3) majority vote of
689 the Delegates present and voting at a constituency meeting.

690
691 Upon dissolution of this organization, assets shall be distributed as directed by the Executive
692 Committee of the Conference and adopted by the Delegates as instructed above for one (1) or
693 more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or
694 corresponding section of any future federal tax code, after payment in full of all its debts,
695 obligations, and necessary final expenses, or after the making of adequate provision thereof.