

1 THE BYLAWS OF
2 THE ALLEGHENY EAST CONFERENCE CORPORATION
3 OF SEVENTH-DAY ADVENTISTS
4 (Revisions adopted at the October 16, 2022 Constituency Meeting)
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6 ARTICLE I – DEFINITIONS
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8 When used in these Bylaws, the terms defined below shall have the meanings specified:
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10 The “Articles” shall mean the Articles of Incorporation of the Corporation, including any and all
11 amendments thereto, as then in effect.
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13 The “Columbia Union Conference” or the “Union” shall mean the Columbia Union Conference
14 of Seventh-day Adventists.
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16 The “Executive Committee” shall mean the Board of Directors of the Corporation.
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18 The “Code” shall mean the Internal Revenue Code of 1986, as amended, and the regulations
19 thereunder, as then in effect.
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21 The “Conference” shall mean the Allegheny East Conference Corporation of Seventh-day
22 Adventists, a nonprofit corporation located in Pennsylvania.
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24 An “Area” shall mean a geographical administrative unit of the Conference.
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26 A “Delegate” shall mean an appointed or elected representative, as defined in Article VII
27 Section 1 of these Bylaws.
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29 The “General Conference” shall mean the General Conference of Seventh-day Adventists, a
30 world church organization.
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32 The “North American Division” or the “Division” shall mean the North American Division of
33 the General Conference of Seventh-day Adventists.
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35 The “State” shall mean the Commonwealth of Pennsylvania.
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37 The term “regular standing” shall mean regular standing as defined by the Seventh-day
38 Adventist Church Manual, Revised 2015, 19th Edition.
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40 ARTICLE II – PRINCIPAL OFFICE
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42 The principal office for the transaction of the business of the Conference is fixed and located at
43 Boyertown, Berks County, Commonwealth of Pennsylvania. In the case of an emergency, the
44 Executive Committee may change the location of the principal office on a temporary basis. The
45 Conference may have offices in other places within or without the State, as the Executive
46 Committee may determine or as the Conference’s activities may require.

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ARTICLE III – TERRITORY

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

ARTICLE IV – PURPOSE

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

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

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

Section 3: Powers. Subject to the foregoing, the Conference shall have all powers, rights, privileges, and immunities, and shall be subject to all of the liabilities conferred or imposed by law upon corporations of this nature. The Conference shall be subject to and have all the benefits of all general laws; with respect to nonprofit corporations, provided that no part of the net earnings of the Conference shall inure to the benefit of any member, director, or officer of the Conference, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Conference in carrying out one or more of its purposes. No member, director, or officer of the Conference, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Conference. No substantial part of the activities of the Conference shall include the practice of propaganda, or any other attempt to influence legislation. The Conference shall not participate or intervene in

92 any political campaign on behalf of any candidate for public office, including the publication or
93 distribution of statements.

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

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ARTICLE V – MEMBERSHIP

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

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ARTICLE VI – CONSTITUENCY MEETINGS

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109 Section 1: Regular Meeting:

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

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119 b. The Agenda shall include:

- 120 1. The minutes of the immediately preceding meeting.
- 121 2. The audited Conference financial statements for the five-year period
122 ending December 31 preceding the constituency meeting.
- 123 3. The proposed amendments to the Bylaws.
- 124 4. The report on the Conference strategic plan.
- 125 5. The report of the Executive Officers.
- 126 6. The report of the Nominating Committee.
- 127 7. The Pine Forge Academy report, which shall include:

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

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134 Section 2: Town Hall Meetings. The purpose of town hall meetings is to hear from the
135 constituents regarding concerns or issues that affect the successful advancement of the
136 Conference mission, especially in that geographical area.

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138 a. Each of the Areas is encouraged to hold annual town hall meetings. However, if
139 the area chooses to hold only two town hall meetings during the quinquennial term, the two town
140 hall meetings must be at least eighteen (18) months apart.

141
142 b. Each meeting shall be called by the Area leader, the Area non-employee
143 Executive Committee members, and pastors of the Area in cooperation with each other. The
144 Area leader or their designee shall chair the town hall meeting.

145
146 c. The Conference executive officers or their designees and all directors shall attend
147 each town hall meeting.

148
149 d. The Area leader will call a meeting for the Area to establish the agenda for the
150 upcoming Area town hall meeting. This meeting shall include the Area pastors, the Area non-
151 employee Executive Committee members, and one representative from each Area church.

152
153 e. Each Area church board shall select representatives from its board membership to
154 participate in the Area town hall meeting. The churches with fewer than two hundred (200)
155 members shall select three (3) representatives and churches with two hundred (200) members or
156 more shall select five (5) representatives for the purpose of participating in the town hall
157 meeting. Any church member from that Area may attend and speak at the meeting but only the
158 board representatives may vote.

159
160 f. The Area leader shall forward the minutes of the town hall meeting to the
161 Conference Vice President for Administration within fifteen (15) days after the town hall
162 meeting. The Conference Vice President for Administration shall forward the minutes of the
163 town hall meeting to each church pastor and clerk in that Area within thirty (30) days after the
164 town hall meeting.

165
166 g. Town hall meetings may be held at the place and manner, including but not
167 limited to virtual meetings, as the church board representatives agree. If the church board
168 representatives are unable to agree, the Area leader will decide the place and manner of the
169 meeting.

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171 Section 3: Special Constituency Meetings:

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173 a. The Executive Committee of the Conference shall call a special constituency
174 meeting at a time, place, and manner it deems proper when:

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176 1. It is voted by the Executive Committee; or
177 2. It is voted by the Delegates at any constituency meeting; or
178 3. It is requested by fifty-one (51) percent of the churches of the Conference,
179 as voted by their church boards.

180
181 b. The agenda for a special constituency meeting shall be included in the notice of
182 the meeting, and only such items as are included on the agenda shall be discussed. The

183 transactions of special constituency meetings shall have the same authority as those of regularly
184 scheduled constituency meetings.

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

188
189 d. The Delegates to any special constituency meeting shall be those regular
190 Delegates who served in the previous regular constituency meeting. The current Delegates-at-
191 Large shall be the ex officio delegates. In the event that a regular Delegate is ineligible pursuant
192 to these Bylaws, that church shall have the right to elect a replacement.

193
194 Section 4: Quorum. At least one-third (1/3) of the Delegates authorized hereinafter under Section
195 1a. of Article VII of these Bylaws must be present at any regular or special constituency meeting
196 to constitute a quorum for the transaction of business.

197
198 Section 5: Voting. The election of officers and voting on all other matters of business shall be by
199 voting card unless otherwise determined by a majority vote of the Delegates present and voting.
200 Unless the meeting is virtual, all Delegates must be present in person at any constituency
201 meeting in order to be eligible to vote. If the meeting is to any degree virtual, Delegates must
202 participate virtually or in person in order to be eligible to vote. There shall be no voting by
203 proxy.

204
205 Section 6: Voting Rights of the Delegates. Each Delegate shall be entitled to one vote.

206
207 Section 7: Election. All officers and members of the Executive Committee shall be elected by the
208 Delegates at the regular meeting of the Conference constituency and shall serve for the term,
209 unless they resign or are removed from office for cause by the Executive Committee or at a
210 special constituency meeting. The election of area leaders, department directors or associate
211 department directors or associate secretaries, if not determined by the Delegates at the
212 Conference constituency meeting, shall be referred to the Conference Executive Committee.

213
214 Section 8: Term of Office. The term of office shall be five (5) years. The President of the
215 Conference, Area Leaders and non ex officio members of the Executive Committee shall serve
216 for no more than two (2) full consecutive terms. Any partial term of two and a half (2.5) years or
217 more shall be considered a full term. Any appointment for less than two and a half (2.5) years
218 shall be considered an interim appointment. Any person constrained by term limits, as defined in
219 these Bylaws, may serve again after an intervening term. Outgoing Officers and Department
220 Directors shall remain in an advisory role for at least thirty days (30) after their successors are
221 elected or appointed.

222
223 Section 9: Rules of Order:

224
225 a. The current General Conference Rules of Order as approved by the Executive
226 Committee, with modifications, shall govern the conduct of the constituency meetings in all
227 cases to which they are applicable and are not in conflict with these Bylaws.

228

229 b. The Executive Committee shall appoint a parliamentarian to serve the
230 constituency meetings in interpreting parliamentary procedures.

231
232 Section 10: Background Materials. Such background materials as the Conference officers shall
233 deem pertinent shall be posted on the Conference website, sent via electronic transmission,
234 and/or mailed to each delegate at least two (2) weeks before each regular constituency meeting.
235 These materials include:

236
237 a. The agenda setting forth all issues proposed for discussion;

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239 b. Minutes of the previous regular meeting and minutes of all special meetings held
240 since the previous regular meeting;

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242 c. The Conference financial statements for the five-year period ending December 31
243 preceding the constituency meeting;

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245 d. A current copy of the Articles and Bylaws and any proposed amendments; and

246
247 e. The General Conference Rules of Order for the constituency meeting.
248

249 Section 11: Nominations. At registration, Delegates shall receive a list of Nominating Committee
250 recommendations.

251 252 ARTICLE VII – REPRESENTATION 253

254 Section 1: Delegates. The Delegates at any constituency meeting of this conference shall be
255 regular Delegates and Delegates-at-large.

256
257 a. Regular Delegates: Regular Delegates are elected by the organized churches of
258 the Conference. All Delegates must be members in regular standing. Each church shall be
259 entitled from among its membership to one (1) delegate for the organization and one (1)
260 additional delegate for each one hundred (100) members or major fraction (at least 51%) thereof.
261 Church membership shall be determined by the official membership records of the Conference,
262 as designated at the end of the calendar year preceding the constituency meeting. If a delegate
263 selected by the church is not present, the other Delegates from that church may fill the vacancy
264 from among the members of said church who may be present.

265
266 b. Delegates-at-large:

267
268 i. All members of the Executive Committee of the Conference.

269
270 ii. The Presidents, Secretaries, and Treasurers of the General Conference,
271 North American Division, and Columbia Union Conference.

272
273 iii. All Ordained Ministers, Credentialed Commissioned Ministers, Licensed
274 Ministers and Licensed Commissioned Ministers, department directors, their associates or

321 members of this committee shall constitute a quorum. Not more than thirty-three (33) percent of
322 the lay persons on the Nominating Committee shall serve on the Executive Committee.

323
324 b. The President of the Columbia Union Conference, or his designee, shall serve as
325 Chair of the Nominating Committee.

326
327 c. Each Area Organizing Committee shall choose to serve on the Nominating
328 Committee, from among the Delegates of that Area, one representative for each one thousand
329 (1,000) members or major fraction thereof in that Area. The representatives chosen shall include
330 at least one current member, but not more than two current members, of the Executive
331 Committee to serve as its representatives on the Nominating Committee. Persons employed by
332 the Conference shall not exceed fifty (50) percent of the representatives chosen by an Area
333 Organizing Committee. Each Area Organizing Committee shall have not more than thirty-three
334 (33) percent representation on the Nominating Committee.

335
336 d. No Conference officer or Department Director shall serve on the Nominating
337 Committee.

338
339 Section 4: Standing Articles and Bylaws Committee.

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341 a. The Standing Articles and Bylaws Committee shall function between the
342 regularly scheduled constituency meetings and shall be the Standing Articles and Bylaws
343 Committee for the next regular meeting. The committee shall meet as needed.

344
345 b. The purpose of this committee shall be to review and revise the Articles and
346 Bylaws of the Conference and make its recommendations as appropriate to the Executive
347 Committee. This committee shall convene, as necessary, to review the Articles and Bylaws of
348 the Conference and its incorporated entities. This committee shall submit its initial report and
349 recommendations to the members of the Conference Executive Committee at least six (6) months
350 prior to the session. The report shall be submitted to the Area leaders, and to the churches
351 through their pastors and clerks via regular mail and/or electronic media. The final
352 recommendations shall be submitted at the scheduled constituency meeting.

353
354 c. The purpose of this committee shall also be to study, review, and approve the
355 articles and bylaws of unincorporated organizations of the Conference.

356
357 d. Each Area Organizing Committee shall choose one (1) representative for each
358 two thousand (2,000) members or a major fraction thereof in that Area to serve on the Standing
359 Articles and Bylaws Committee. In the event a representative moves from that Area or otherwise
360 cannot serve, an alternate from that Area may serve in his/her place. In the event an alternate is
361 unable to serve, the Executive Committee shall choose an alternate from that Area.

362
363 e. The Vice President for Administration of the Conference shall serve as chair of
364 this committee and the secretary of the Columbia Union Conference shall be a permanent invitee
365 of this committee.

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ARTICLE IX–EXECUTIVE COMMITTEE

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Section 1: Members of the Executive Committee. The Executive Committee of the Conference shall consist of not more than twenty-seven (27) members, thirteen (13) of whom shall be persons employed by the denomination or institutions of the Seventh-day Adventist Church and fourteen (14) of whom shall be persons not employed by the denomination or institutions of the Seventh-day Adventist Church. The President, Vice President for Administration, Vice President for Finance, Ministerial Director, Superintendent of Schools, and six Area leaders of the Conference shall be members ex officio of the Executive Committee. The membership of this committee shall include one Ethnic Coordinator, each on a one-year rotating basis, and one other conference employee, and as far as possible, representation from the geographic areas of the Conference, cultural groups, and both genders. All Department Directors and other Ethnic Coordinators shall be permanent invitees. The ex officio members and the non-employee members of the Executive Committee of the Conference shall be elected at its regularly scheduled constituency meeting. The executive officers of the Columbia Union Conference and the General Counsel of the Conference, who serves for the purpose of providing legal counsel, shall be permanent invitees of the Executive Committee and any executive sessions.

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

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

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

- a. To subdivide the Conference into geographic areas;
- b. 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 conference election. If a new president is to be elected, the President of the Columbia Union Conference, or designee, shall serve as Chair of the Executive Committee;
- c. To employ ministers, office personnel, teachers, and other persons as deemed necessary for the work of the Conference;

411 d. To grant and to withdraw credentials and licenses. The withdrawal of credentials
412 or the removal of those named under Article IX, Section 4c of these Bylaws shall require the
413 consent of two-thirds (2/3) of the members of the Executive Committee.
414

415 Section 5: Regular Meetings. The Executive Committee shall schedule regular meetings at such
416 times, places, and manner as it designates.
417

418 Section 6: Special Meetings. The President may call special meetings of the Executive
419 Committee at any time or place. In the absence or incapacitation of the President, the Vice
420 President for Administration may call special meetings of the Executive Committee at any time
421 or place. The Vice President for Administration shall call a special meeting in response to the
422 written request of a majority of the members of the Executive Committee.
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424 Section 7: Quorum. Fourteen (14) members of the Executive Committee shall constitute a
425 quorum to conduct business.
426

427 Section 8: Standing Committees. The Executive Committee shall appoint the following standing
428 committees:
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430 a. Administrative Committee. This committee shall be authorized to approve (i)
431 budgeted expenditures, including travel, to a limit established by the Executive Committee; (ii)
432 the opening and closing of bank accounts with appropriate signatures; and (iii) employee
433 vacation carry-overs. The Administrative Committee may also review other matters and make
434 recommendations to the Executive Committee. It shall consist of not fewer than five (5) and not
435 more than seven (7) members from the Executive Committee including the three (3) officers of
436 the Conference and one (1) lay person. The President shall serve as chair.
437

438 b. EC-12 Board. This committee shall be authorized to coordinate and operate the
439 Conference's EC-12 system of education in harmony with the working policies and procedures of
440 the Conference, the Columbia Union Conference, and the North American Division. Its members
441 shall include: the President, Vice President for Administration, who shall serve as chair, Vice
442 President for Finance, Superintendent, Associate Superintendent (s), the Principal of Pine Forge
443 Academy, one (1) principal and one (1) teacher employed by the Conference, and seven (7) lay
444 persons who are members of the Conference, including at least one educator and one (1) parent
445 of a child attending a school operated by the Conference. The Vice President for Education of
446 the Columbia Union Conference shall be a permanent invitee.
447

448 c. Finance Committee. This committee shall be responsible for preparing and
449 recommending the annual budget, reviewing the Conference financial position at least quarterly,
450 and making recommendations, making regular reports to the Executive Committee, and any
451 other matters referred to it by the Executive Committee. It shall consist of seven (7) members
452 including the Vice President for Finance, who shall serve as chair. The President, Vice President
453 for Administration, Stewardship Director, and three (3) other members of the Executive
454 Committee, two (2) of whom shall be persons not employed by the Conference. The Under
455 Treasurer and Ministerial Director shall be permanent invitees to this committee.
456

457 d. Personnel Committee. This committee shall be authorized to interview for
458 unelected positions and shall assess qualifications of potential hires. This committee shall
459 recommend all hires to the Executive Committee. The Vice President for Administration shall be
460 the chair. The remaining members shall be the Vice President for Finance, Human Resources
461 Manager or designee, General Counsel, Ministerial Director, one (1) department director, and
462 one (1) member of the Executive Committee who is not an employee of the Conference.
463

464 e. Capital Projects Committee. This committee shall be responsible for reviewing all
465 capital projects in line with established policies. This committee shall make regular reports and
466 recommendations to the Executive Committee. The Vice President for Finance shall be chair.
467 The remaining members of this committee shall be the President, Vice President for
468 Administration, General Counsel, one (1) pastor and one (1) non-employee from the Executive
469 Committee, a licensed architect, or a licensed contractor/builder who are members of the
470 Conference. The Under Treasurer and Ministerial Director shall be permanent invitees to this
471 committee.
472

473 h. Financial Audit Review Committee. The Executive Committee shall appoint a
474 Financial Audit Review Committee consisting of between three (3) and seven (7) members from
475 its membership who are not employees of the Conference. The purpose of this committee is to
476 study the Auditor's report and management letter. The Executive Committee will receive a copy
477 of the Auditor's report and management letter. The Financial Audit Review Committee will meet
478 no later than 60 days after the audit report is received by the Vice President for Finance/Chief
479 Financial Officer (CFO). The Financial Audit Review Committee shall submit recommendations
480 based on its review to the Executive Committee.
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482 ARTICLE X – OFFICERS 483

484 Executive Officers. The executive officers of the Conference shall be a President, a Vice
485 President for Administration, and a Vice President for Finance. It is the duty of these officers, in
486 consultation with one another, to carry forward the work according to plans, policies, and
487 programs voted by the constituency and/or the Conference Executive Committee. The plans,
488 policies, and programs shall be in harmony with the doctrines adopted and approved by the
489 General Conference in its quinquennial sessions and generally be in harmony with the actions
490 adopted and approved by the General Conference in its quinquennial sessions.
491

492 a. President: The president, who shall be an ordained minister of experience, is
493 President of the Conference Corporation and the first officer and shall report to the Executive
494 Committee. The President shall act as Chair of the constituency meetings and the Executive
495 Committee, and serve in the general interests of the Conference as the constituency and
496 Executive Committee shall determine. In the President's leadership, the President shall generally
497 adhere to the policies of the Columbia Union Conference, the North American Division, and the
498 General Conference. The President shall work in close counsel with the Columbia Union
499 Conference officers, the Vice President for Administration, and the Vice President for Finance.
500

501 The Conference President shall issue an annual report to the constituency no later than thirty (30)
502 days after the annual audited financial statements are available detailing the progress of the

503 Conference in implementing the strategic plan, achieving the annual goals, and outlining what
504 adjustments are being implemented to help ensure each will be successfully completed.

505
506 b. Vice President for Administration: The Vice President for Administration is the
507 Executive Secretary/Chief Human Resources Officer (CHRO) of the Conference Corporation
508 and the Vice Chairperson of the Executive Committee. The Vice President for Administration
509 shall work in counsel with the President and Vice President for Finance and shall report to the
510 Executive Committee. It shall be the duty of the Vice President for Administration to maintain
511 the conference membership records, to keep the minutes of the Conference constituency
512 meetings and of the Executive Committee meetings, and to furnish copies of these minutes to all
513 members of the Executive Committee and to the officers of the Columbia Union Conference.
514 The Vice President for Administration shall also be responsible for providing information as may
515 be requested by the President or by the Executive Committee, and shall perform such other
516 duties as may pertain to the office.

517
518 c. Vice President for Finance. The Vice President for Finance is the Treasurer/Chief
519 Financial Officer (CFO) of the Conference Corporation. The Vice President for Finance shall
520 work in counsel with the President and Vice President for Administration and shall report to the
521 Executive Committee. The Vice President for Finance shall be responsible for providing
522 financial leadership to the organization which will include, but shall not be limited to, receiving,
523 safeguarding, and disbursing all funds in harmony with the actions of the Executive Committee;
524 remitting all required funds to the Columbia Union Conference, North American Division, and
525 General Conference in harmony with the policies of the North American Division and the
526 Allegheny East Conference policies and any government regulation and by action of the
527 Executive Committee; and providing financial information to the President and to the Executive
528 Committee. The Vice President for Finance shall also be responsible for furnishing copies of the
529 financial statements to the Columbia Union Conference officers.

530 ARTICLE XI—DIRECTORS OF DEPARTMENTS

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533 Advisory Role. The directors of departments of the Conference shall work under the direction of
534 the President of the Conference, and provide leadership, resources, advice and training to the
535 constituent churches.

536 ARTICLE XII—OTHER ORGANIZATIONS

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539 Section 1: Unincorporated Organizations. The Conference may carry on its ministry through
540 unincorporated subsidiary organizations. constituency meetings of such organizations may be
541 held as provided by the bylaws of the respective organization. Such bylaws shall not be in
542 conflict with the Bylaws or policies of the Conference and shall be subject to approval by the
543 Standing Articles and Bylaws Committee of the Conference.

544
545 Section 2: Corporations. The constituency meetings of incorporated subsidiaries of the
546 Conference shall be held in conjunction with the regularly scheduled constituency meetings of
547 the Conference or as provided by the Articles of Incorporation of the respective subsidiary

548 corporation. The election of the board of directors or executive committee of these incorporated
549 entities will be in harmony with statutory laws applicable to each such entity.

550

551 ARTICLE XIII—FINANCE

552

553 Section 1: Tithes and Offerings. The Conference shall manage the gifts, legacies, bequests,
554 devises, appropriations, reverted funds, direct tithe, and other donations as may be made to it in
555 accordance with established policy and law.

556

557 Section 2: Policies. The Conference manages finances in harmony with the financial policies of
558 the North American Division, the General Conference, and government regulations.

559

560 Section 3: Bank Accounts. The Conference shall safeguard funds in harmony with the financial
561 policies of the North American Division. Monies shall be deposited in the name of the
562 Conference in regular or special accounts, in such banks or savings institutions as the
563 Administrative Committee shall designate, and shall be withdrawn only by persons authorized by
564 resolution of the Administrative Committee.

565

566 Section 4: Financial Statements. The Conference shall prepare annual financial reports that
567 include a statement of financial position, a statement of changes in net assets, and a statement of
568 cash flow, including notes of disclosure. The Conference shall file required financial information
569 directly with the Columbia Union Conference, the North American Division, and, to the extent
570 required by law, with any local, state, or federal government entity.

571

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

577

578 ARTICLE XIV-BUDGET, SALARY REVIEW, AND AUDIT

579

580 Section 1: Budget. The annual budget shall be approved at the December meeting but not later
581 than the first meeting of the Executive Committee in the new budget year. If the annual budget is
582 not approved by December 31, the Conference will operate under the prior year's annual budget
583 until the new annual budget is approved and made effective January 1.

584

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

588

589 Section 3: Independent Audit. All accounting records of the Conference shall be audited at least
590 annually by the auditors designated by the General Conference Auditing Service, and the
591 financial records of the Conference or any of its subsidiaries, agencies, or institutions shall at all
592 times be open to the auditors.

593

594 ARTICLE XV –INDEMNIFICATION
595

596 Section 1: To the extent permitted by law, the Conference shall indemnify any person who was
597 or is a party to, or is threatened to be made a party to, any threatened, pending, or completed
598 action, suit, or proceeding, whether civil, criminal, administrative or investigative because ~~he/she~~
599 the individual is or was a member of the Conference Executive Committee or an officer,
600 employee, or agent of the Conference. Such indemnification includes expenses (including legal
601 fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that
602 individual in connection with such action, suit, or proceeding if that individual acted in good
603 faith and in a manner reasonably believed to be in or not opposed to the best interest of the
604 Conference and there was no reasonable cause to believe the individual’s conduct was unlawful.
605

606 Section 2: This right of indemnification shall be in addition to, and not exclusive of, all other
607 rights to which such member of the Executive Committee, an officer, employee, or agent of the
608 Conference may be entitled, pursuant to the provisions of the Pennsylvania Consolidated
609 Statutes; (15 Pa.C.S. §§5741-5750 et seq).
610

611
612 ARTICLE XVI -CONFLICT OR DUALITY OF INTEREST
613

614 Section 1: Disclosure. Each officer and member of the Executive Committee shall disclose to the
615 Executive Committee any financial or other relationship that might reasonably be construed to be
616 inconsistent with the discharge of such person’s duties to the Conference. Such relationships
617 include, without limitation, the individual’s status as an officer, director, trustee, member, owner,
618 either as sole proprietor or partner, shareholder, employee; or agent of any entity or organization
619 with which the Conference has entered into, or might be expected to enter into. Such
620 relationships also include relationships or transactions in which that individual might have a
621 conflicting interest. Disclosures shall be made at least annually, at times; and in a form the
622 Executive Committee shall require.
623

624 Section 2: Effect of Conflict. An officer or member of the Executive Committee must disclose to
625 the Committee in advance any interest, in any contract, transaction, or action relating to or
626 incidental to the operations of the Conference.; The officer or member may freely make
627 contracts, enter into transactions, or otherwise act for or on behalf of the Conference in such
628 matters, provided that the direct or indirect interest in the proposed contract, transaction, or act is
629 disclosed to and approved by the Executive Committee. The officer or member of the Executive
630 Committee shall refrain from participating in the selection, award, or administration of his or her
631 contract, if applicable; and no contract, transaction, or act that jeopardizes the Conference’s tax-
632 exempt status under Section 501(c)(3) of the Code shall be entered into or taken on behalf of the
633 Conference. An interested person may be counted in determining the presence of a quorum at a
634 meeting at which the Executive Committee authorizes, approves, or ratifies a transaction per the
635 requirements of this Article.
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637
638
639

640 ARTICLE XVII – AMENDMENTS

641
642 The Bylaws of the Conference may be amended or repealed at any duly called constituency
643 meeting by a two-thirds (2/3) vote of the Delegates present and voting. The notice for the
644 constituency meeting shall include the announcement of proposed Bylaws amendments.

645
646 ARTICLE XVIII – GENERAL PROVISIONS

647
648 Section 1: Fiscal Year. The fiscal year of the Conference shall end on December 31 of each year
649 unless changed by a resolution of the Executive Committee.

650
651 Section 2: Corporate Seal. The Conference may have a corporate seal in such form as the
652 Executive Committee may approve. The registered agent and any officer of the Conference shall
653 have authority to affix the corporate seal or a facsimile of the seal and may attest to it by their
654 signature.

655
656 Section 3: Facsimile Signatures. Facsimile, conformed, or electronic signatures of any officer of
657 the Conference may be used whenever authorized by the Executive Committee or the President.
658 The Conference may rely upon the facsimile, conformed, or electronic signature of any person if
659 delivered by or on behalf of such person in a manner evidencing an intention to permit such
660 reliance. A document delivered by e-mail, fax, or other means of electronic transmission shall be
661 deemed, upon receipt by the Conference in legible form, to constitute a writing even if not
662 reproduced in paper form. Any such electronic transmission sent by a member of the Executive
663 Committee in a manner evidencing an intention to consent to a given action shall be deemed to
664 be signed if such transmission sets forth, or is delivered with, information by which the
665 Conference can in good faith determine that the transmission is sent by such person or by an
666 agent authorized to deliver such consent for such person.

667
668 Section 4: Interpretation. Headings and captions used herein are inserted for convenience only
669 and shall not be used to construe the scope or content of any provision. In the case of any
670 ambiguity or other question concerning the interpretation of these Bylaws, the good faith
671 interpretation of the Executive Committee, acting by the affirmative vote of a majority of the
672 Executive Committee (directors) then in office, shall be binding on the Conference for all
673 purposes.

674
675 ARTICLE XIX – DISSOLUTION

676
677 A dissolution resolution shall be approved by no less than a two-thirds (2/3) majority vote of the
678 Executive Committee of the Conference and adopted by a two-thirds (2/3) majority vote of the
679 Delegates present and voting at a constituency meeting.

680
681 Upon dissolution of this organization, assets shall be distributed as directed by the Executive
682 Committee of the Conference and adopted by the Delegates as instructed above for one (1) or
683 more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or
684 corresponding section of any future federal tax code, after payment in full of all its debts,
685 obligations, and necessary final expenses, or after the making of adequate provision thereof.