

**CONSTITUTION OF THE MID-AMERICA UNION
CONFERENCE OF SEVENTH-DAY ADVENTISTS
May 1 - 2, 2011**

Article I--Name

The name of this organization shall be the Mid-America Union Conference of Seventh-day Adventists hereinafter referred to as the union conference. This union conference is a part of the North American Division of the General Conference of Seventh-day Adventists.

Article II--Purpose

- Section 1:** The specific and primary purpose of this union conference is to teach the everlasting gospel of our Lord and Saviour Jesus Christ as symbolized by the three angels of Revelation 14 and to lovingly persuade people to become His disciples and responsible members of the Church.
- Section 2:** The general purpose is to coordinate a Christian ministry including, but not limited to, a pastoral, teaching, literature, and health ministry.

Article III--Territory

The territory of this union conference shall consist of the states of Colorado, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wyoming, and the County of San Juan in New Mexico.

Article IV--Amendment Revision and Repeal

The constitution and bylaws of this union conference may be enacted, amended, revised, and repealed at any duly called constituency meeting by two-thirds (2/3) vote of the delegates present and voting at any such constituency meeting of the union conference, provided that if it is proposed to amend the constitution or bylaws at any specially called constituency meeting, notice of such proposed amendments shall be given specifically in conjunction with the publication of notice for such special session.

**BYLAWS
OF
THE MID-AMERICA UNION CONFERENCE OF
SEVENTH-DAY ADVENTISTS
MAY 1 - 2, 2011**

Article I--Principal Office

The principal office for the transaction of the business of the Mid-America Union Conference is fixed and located at Lincoln, Nebraska. The executive committee may in an emergency change the location of the principal office on a temporary basis.

Article II--Relationships

The Mid-America Union Conference of Seventh-day Adventists is a part of the North American Division of the General Conference of Seventh-day Adventists, a world church organization; and all purposes, policies, and procedures of this union conference shall be in harmony with the working policies and procedures of the North American Division and the General Conference of Seventh-day Adventists. This union conference shall pursue the mission of the Church within the doctrinal guidelines adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial session.

Article III--Membership

Section 1: Members--The membership of the Mid-America Union Conference shall consist of local conferences, Union College, Advent Source, and such other member organizations which may be organized in any part of the geographic territory under its jurisdiction and formally approved for membership by vote of delegates at any regularly scheduled constituency meeting. Procedures for scheduling and voting representation of this union conference constituency shall be set forth in the bylaws of this union conference.

Section 2: Voting Representation

- a. Each member organization shall be represented at union conference constituency meetings by duly-accredited delegates as follows:
 - (1) Each local conference shall be entitled to one (1) delegate without regard to conference membership and one (1) additional delegate for each two hundred (200) church members or major fraction thereof. A minimum of twenty-five percent (25%) of such delegates shall be laypersons. (cut-off for membership change)?

- (2) Union College shall be entitled to five (5) delegates, one of which shall be the college president.
 - (3) Other member organizations shall be entitled to two (2) delegates each.
 - (4) Such delegates shall be chosen by each member organization as determined by its executive committee.
- b. In addition, delegates-at-large shall participate in the union conference constituency meetings as follows:
- (1) The individual members of the executive committee of this union conference
 - (2) Members of the constitution and bylaws committee
 - (3) Members of the General Conference executive committee who may be present at any constituency meeting of this union conference. The number of such delegates representing the General Conference of Seventh-day Adventists shall not exceed ten percent (10%) of the total number of delegates provided for hereinabove in Section 2-a-(1) of Article III of the Bylaws
 - (4) Such other persons from the union conference staff, church institutions owned and operated by the union, (health care institutions located in the union territory), and local conferences, as may be recommended by the union conference executive committee and accepted by the delegates in session. The number of delegates from this category shall not exceed fifteen percent (15%) of the total number of regular delegates provided for hereinabove in Section 2-a-(1) of Article III of the Bylaws

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

Article IV--Constituency Meetings

Section 1: Regular Meeting--This union conference shall hold a regular quinquennial constituency meeting, at such time and place as the executive committee of the union conference shall designate. 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 Mid-America Union *Outlook* at least four (4) weeks and not more than six (6) months before the date of the session, or
- b. In an emergency, any alternate method approved by the Mid-America Union Conference executive committee, reasonably calculated to give adequate notice.

Section 2: Special Meeting

- a. The executive committee of the union conference may 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 the North American Division Committee or General Conference Committee or
 - (4) It is requested by two-thirds (2/3) of the local conference executive committees through their presidents.
- b. The agenda for special constituency meetings shall be included in the notice of the meeting.
- c. Notice of the time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.

Section 3: Quorum--At least fifty percent (50%) of the delegates authorized hereinabove under Section 2-a-(1) (2) and (3) of Article III of the bylaws must be present at the opening of any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates remaining present shall constitute a quorum.

Section 4: Proxy 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.

Section 5: Voting Rights of the Delegates--Each delegate appointed to act on behalf of the members of this union conference shall be entitled to one (1) vote. The voting rights of the individual delegates representing the members as hereinabove provided shall be limited to the particular constituency meeting of the union conference in which they have been designated to represent a local conference, institution, or the General Conference of Seventh-day Adventists.

Section 6: Election/Appointment and Term of Office--All officers, departmental directors, members of the executive committee who are not ex officio members, and a constitution and bylaws committee shall be elected by the delegates at the regular meeting of the union conference constituency and shall hold their offices until the next regular meeting of the union conference constituency or until their successors are duly elected, subject to the provision outlined in Article VI, Sections 2 and 3.

Article V-- Session Committees

Section 1: Nominating Committee--The Nominating Committee shall consist of twenty-seven (27) members, made up of six (6) local conference presidents, three (3) additional members from each local conference, at least one of each conferences members shall be a layperson and one a pastor, two (2) members from the healthcare systems, and one (1) member from Union College. These representatives shall be selected by their local conference executive committee or board. This committee shall be chaired by the division president or his designee.

Section 2: Duties of the Nominating Committee

- b. Nominations shall be made for the union officers, departmental directors, and committee appointees for the union executive committee, the constitution and bylaws committee, the association board, and other committees as needed.
- c. The nominating committee shall meet not more than 90 days nor fewer than 30 days prior to the union session. The nominations shall be sent to all delegates at least two weeks prior to the session.
- d. If the delegates do not approve one or more individuals recommended by the nominating committee, the delegates shall at their option:
 - (1) Reconvene the nominating committee during the session to place before the constituency the name or names of another individual or individuals or
 - (2) Direct the executive committee to complete the selection process.

Article VI--Executive Committee

Section 1: Membership of Executive Committee--The executive committee of the Mid-America Union Conference of Seventh-day Adventists shall be elected at its regularly scheduled constituency meeting and shall consist of thirty-five (35) members. The president, vice-president for administration, and vice-president for finance of the union, and the presidents of constituent conferences shall be members ex officio of the executive committee. The remaining membership

shall include nine (9) laypersons, one (1) Union departmental director (rotating basis), one (1) Union College representative, one (1) AdventSource representative, one (1) Christian Record Services representative, two (2) health care representatives located within the union territory, six (6) pastors, the Union's legal counselor, and director of the Mid-America Union Women's Ministries. Also one (1) local conference treasurer (VP for Finance), and one (1) local conference secretary, (VP for Administration), and one (1) local conference educational superintendent, shall serve on a rotating basis at each meeting. All executive committee members must maintain both membership and residency in the conference or institution from which they were elected to maintain their membership on the executive committee.

Section 2: Delegated Authority--The executive committee of the union conference is delegated the authority to act on behalf of the constituency between regular sessions, including the authority to elect or remove for cause, officers, directors of departments/services, board and committee members.

Section 3: Administrative Authority--The executive committee shall have full administrative authority:

- a. To fill for the current term any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments or in offices which have been filled by union conference election. If a new president is to be elected, the president of the North American Division or his designee shall serve as chairman of the executive committee.
- b. To employ such personnel as may be necessary.
- c. To grant and withdraw credentials and licenses. The withdrawal of any credential issued by the union shall require the consent of two-thirds (2/3) of the members of the executive committee.
- d. To terminate any officer, director, associate director, or committee member, which shall require the consent of two-thirds (2/3) of the members of the executive committee.

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

Section 5: Special Meetings--Special meetings of the executive committee may be called at any time or place by the president or, in his absence, by the vice-president for administration. A special meeting shall also be called by the vice-president for administration in response to the written request of a majority of the members of the executive committee.

Section 6: Quorum--Two-Thirds (2/3) members of the executive committee shall constitute a quorum.

Article VII--Constitution and Bylaws Committee

The constitution and bylaws committee shall consist of at least six (6) and not more than ten (10) members with the union vice-president for administration serving as its chairman. This committee shall function between the regularly scheduled sessions of the constituency and shall submit their reports and detailed recommendations to the executive committee and to any constituency meeting. Any proposed amendments by the constituency to the constitution and bylaws, during a constituency meeting, other than those recommended by the constitution and bylaws committee, shall be referred back to the constitution and bylaws committee for further consideration. If there is a sense of urgency, the constitution and bylaws committee shall meet during the session and report back to the constituency its findings and recommendations.

Article VIII--Officers

Section 1: Officers' Titles--The officers of this union conference shall be a president, a vice-president for administration and a vice-president for finance. It is the duty of these officers, in consultation with one another, to carry forward the work according to plans, policies, and programs voted by the constituency and/or the union executive committee. These plans, policies, and programs shall be in harmony with the doctrines and actions adopted and approved by the General Conference of Seventh-day Adventist in its quinquennial sessions.

Section 2: President--The president, who shall be an ordained minister of experience, is the first officer and shall act as chairman of constituency meetings and the executive committee, and work in the general interests of the union conference as the executive committee may advise. In his leadership he shall adhere to the policies of the North American Division of the General Conference of Seventh-day Adventists and work in close counsel with the North American Division Committee.

Section 3: Vice-President for Administration-- This vice-president, associated with the president as an executive officer shall work under the direction of the executive committee and shall act as vice-chairman of the executive committee. The vice-president shall report to the executive committee of the union after consultation with the president. It shall be the duty of the vice-president to keep the minutes of the union conference constituency meetings and of the executive committee meetings; to furnish copies of these minutes to all members of the executive committee and to the division officers; to collect such data as may be desired by the president or by the executive committee; and to perform such other duties as usually pertain to the office.

Section 4: Vice-President for Finance--This vice-president, associated with the president as an executive officer, shall work under the direction of the executive committee. The vice-president shall report to the executive committee of the union after consultation with the president. It shall be the duty of the vice-president for finance to receive all funds; to disburse the funds in harmony with the actions of the executive committee; to remit all required funds to the Division/General Conference in harmony with the North American Division policy; and to render such financial statements at regular intervals as may be desired by the president of the union conference or by the executive committee. Copies of these financial statements shall be furnished to the North American Division officers. Bank accounts approved by the executive committee shall be operated by the vice-president and/or such other individuals as may be authorized by the executive committee.

Article IX--Directors of Departments/Services

Section 1: Advisory Role--The directors of departments/services of this union conference shall work under the direction of the executive committee of the union conference and the president and shall serve in an advisory relationship to the field.

Section 2: Departments/Services Structure--Union conference departments/services shall be organized in harmony with the departmental/service structure of the General Conference whenever possible, but shall not necessarily duplicate the departments/services in the division or the General Conference.

Article X--Subsidiary Ministries

Section 1: Corporations and Agencies--The Mid-America Union Conference may carry on its ministry through subsidiary agencies, organizations, and institutions that may, where necessary and appropriate, function either as unincorporated or incorporated entities. Before the union conference forms any legal organization it shall secure the approval of the North American Division.

Section 2: Constituency Meetings of Subsidiaries--The constituency meetings of the union conference legally organized subsidiaries shall be held in conjunction with the regularly scheduled constituency meetings of the union conference or as provided by the articles of incorporation of the respective subsidiary legal organization. The election of the board of directors or executive committee of these legally organized entities shall be in harmony with the statutory laws applicable to each such entity.

Article XI--Finance

- Section 1: Tithes and Offerings**--The funds of this union conference shall consist of such tithes as it shall receive from the local conferences within its territory, and such gifts, legacies, bequests, devises, and other donations as may be made to it.
- Section 2: Policies**--The tithes 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 legitimate specifications of donors.
- Section 3: Bank Accounts**--The funds of the union conference shall be safeguarded in harmony with the financial policies of the North American Division of the General Conference of Seventh-day Adventists. Moneys shall be deposited in the name of the Mid-America Union Conference of Seventh-day Adventists in regular or special accounts, in such banks or savings institutions as the executive committee shall designate, and shall be withdrawn only by persons authorized by resolution of the executive committee.
- Section 4: Financial Statements**--The Mid-America Union Conference shall prepare annually appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the North American Division and the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.

Article XII--Budget, Salary Review and Audit

- Section 1: Budget**--The Mid-America Union Conference shall prepare an annual budget in harmony with the policies of the North American Division of the General Conference of Seventh-day Adventists.
- 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 of this union conference and set salary rates for the subsequent year.
- Section 3: Annual Audit**--All accounting records of the union conference shall be audited at least annually by an auditor designated by the North American Division and the financial records of the union conference or any of its subsidiaries, agencies or institutions shall at all times be open to said auditors.

Article XIII--Indemnification

The Mid-America Union Conference shall indemnify any person who is serving or has served as a member of the executive committee or officer of the union 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 a party by reason of being or having been a member of the executive committee or officer of the union conference, except he shall have no right to reimbursement for matters in which he has been adjudged liable to the union conference for gross negligence or gross 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 member of the executive committee or officer may be entitled.

Article XIV--Dissolution

In the event of the dissolution of this union conference, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorized by the North American Division of the General Conference of Seventh-day Adventists, which must be a 501(c)(3) organization under the Internal Revenue Code.