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

ARTICLE I – DEFINITIONS

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

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

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

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

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

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

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

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

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

The “State” shall mean the Commonwealth of Pennsylvania.

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

ARTICLE II – PRINCIPAL OFFICE

The principal office for the transaction of the business of the Conference is fixed and located at Boyertown, Berks County, Commonwealth of Pennsylvania. In the case of an emergency, the Executive Committee may change the location of the principal office on a temporary basis. The Conference may have offices in other places within or without the State, as the Executive Committee may determine or as the Conference’s activities may require.
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; and 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); and Berkeley and Jefferson counties in West Virginia; all of Maryland (except Garrett and Allegany 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 otherwise attempting to influence legislation. The Conference shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements.
Section 4: Tax Exempt Status. It is intended that the Conference shall have and continue to have the status of a corporation that is exempt from federal income tax under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code. The Articles and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

ARTICLE V – MEMBERSHIP

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

ARTICLE VI – CONSTITUENCY MEETINGS

Section 1: Regular Meeting:

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

b. The Agenda shall include:
   1. The minutes of the previous meeting.
   2. The audited Conference financial statement for the five-year period ending December 31 preceding the constituency meeting.
   3. The proposed amendments to the bylaws.
   4. The report of the Conference strategic plan.
   5. The report of the Executive Officers.
   6. The report of the Nominating Committee.
   7. The Pine Forge Academy report:
      At each regular constituency meeting Pine Forge Academy shall present a report which includes:
      i. The report of the strategic plan.
      ii. The audited Academy financial statement for the five-year period ending December 31 preceding the constituency meeting.
      iii. The proposed amendments to the bylaws of the Academy.

Section 2: Town Hall Meetings. Regular Area Town Hall meetings shall be held not sooner than two (2) years and not later than three (3) years after the regular constituency meeting at such times and places as the Executive Committee shall designate and publish in the annual Conference calendar. The purpose of the Town Hall meetings is to share information with the constituents regarding the progress of the Conference in implementing its strategic plan, achieving the annual goals, and to hear from the constituents regarding concerns or issues that affect the successful advancement of the mission of the Conference. The dates, times, and places for these meetings shall be communicated to the area membership via the Conference web site and a Conference-issued
bulletin announcement to the local churches for at least four (4) consecutive weeks before the scheduled meeting. Special Area Town Hall Meetings shall be called as needed.

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

Section 3: Special Meeting:

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

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

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

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

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

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

Section 5: Voting. The election of officers and voting on all other matters of business shall be by voting card unless otherwise determined by a majority vote of the Delegates present and 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 6: Voting Rights of the Delegates. Each delegate shall be entitled to one vote.

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

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

Section 9: Rules of Order:

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

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

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

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

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

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

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

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

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

ARTICLE VII – REPRESENTATION

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

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

b. Delegates-at-large:

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


iii. All Ordained Ministers, Credentialled Commissioned Ministers, Licensed Ministers and Licensed Commissioned Ministers, department directors, their associates or assistants, the under treasurer, the assistant treasurer, the Conference academy principal, Church school principals and licensed and credentialled teachers, ministers of biblical instruction, literature evangelists and office staff who are currently employed by the Conference and hold membership in the Conference.

iv. Members of the Executive Committee, departmental directors and associates of the General Conference, North American Division, and Columbia Union, who hold membership in the Conference and who may be present at any constituency meeting of the Conference.

v. Members of the standing Articles and Bylaws Committee.

vi. Members of the Nominating Committee.

vii. Members of the Pine Forge Academy Board.

ARTICLE VIII – COMMITTEES

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

Section 2: Organizing Committee. Each organized church in the Conference represented at the regular session shall choose or empower its delegation to choose from among that church’s elected Delegates or Delegates-at-large who hold membership in that church, one (1) member and one (1) additional member for each full five-hundred (500) members. The persons thus selected in each geographic area, as determined by the Conference Executive Committee, shall constitute the Organizing Committee for that area. The quorum for each organizing committee shall be fifty (50) percent of its membership.
Each area Organizing Committee shall meet at least five (5) weeks prior to the
constituency meeting, and shall be chaired by the president of the Columbia Union, or his
designee, to choose representatives to serve on the Nominating Committee for the constituency
meeting and the Standing Articles and Bylaws Committee.

Section 3: Nominating Committee.

a. The Nominating Committee shall meet at least two (2) weeks prior to the regular
constituency meeting for the purpose of nominating a President, Vice President
for Administration, Vice President for Finance, Department Directors, Area
Leaders, and Executive Committee for the next term. The Nominating
Committee shall consider at least three names for each officer position. Each
Ministerium shall present two (2) names to the Nominating Committee for
consideration as Area Leader. Each person recommended for a position by
the Nominating Committee shall have no less than fifty-one (51) percent vote
of those present of the Nominating Committee. Fifty (50) percent of the
members of this committee shall constitute a quorum. Not more than thirty-
three (33) percent of the lay persons on the Nominating Committee shall serve
on the Executive Committee.

b. The president of the Columbia Union, or his designee, shall serve as Chair of the
Nominating Committee.

c. Each Area Organizing Committee shall choose to serve on the Nominating
Committee, from among the membership of that area, one representative for each
one thousand (1,000) members or major fraction thereof in that area. Each area
may choose not more than one denominational employee and one lay person who
are presently serving as members of the Executive Committee, to serve as its
representatives on the Nominating Committee. Persons employed by the
Conference shall not exceed fifty (50) percent of the representatives chosen by an
Area Organizing Committee. Each Organizing Committee shall have not more
than thirty-three (33) percent representation on the Nominating Committee.

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

Section 4: Standing Articles and Bylaws Committee.

a. The Standing Articles and Bylaws Committee shall function between the
regularly scheduled constituency meetings and shall be the Articles and Bylaws
Committee for the next regular meeting.

b. The purpose of this committee shall be to study and revise the Articles and
Bylaws of the Conference. This committee shall convene, as necessary, to review
the Articles and Bylaws of the Conference and its incorporated entities. This
committee shall submit its report and recommendations to the members of the
Conference Executive Committee at least six (6) months prior to the session. The
report shall be submitted to the area leaders, and to the churches through their
pastors and clerks via regular mail and/or electronic media. The final recommendations shall be submitted at the scheduled constituency meeting.

c. The purpose of this committee shall also be to study, review, and approve the articles and bylaws of unincorporated organizations of the Conference. The committee shall meet as needed.

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

e. The Vice President for Administration of the Conference shall serve as chair of this committee and the secretary of the union shall be a permanent invitee of this committee.

ARTICLE IX–EXECUTIVE COMMITTEE

Section 1: Members of the Executive Committee. The Executive Committee of the Conference shall be elected at its regularly scheduled constituency meeting and 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 Departmental Director and one other conference employee, and as far as possible, representation from the geographic areas of the Conference, cultural groups, and both genders. The executive officers of the Columbia Union Conference shall be permanent invitees of the Executive Committee.

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 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 his 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;

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

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

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

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

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

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

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

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

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

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

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

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

This committee shall consist of not more than twelve (12) members - two (2) laypersons from each Conference area, who shall be members of a Conference church and are not employed in a pastoral or Conference administrative capacity. The Chair and Vice Chair are selected by the
members of this committee at its first meeting of each term of office. The officers of the
Conference shall be permanent invitees.

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

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

**ARTICLE X – OFFICERS**

Executive Officers. The executive officers of the 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 Conference Executive Committee. The plans,
policies, and programs shall be in harmony with the doctrines adopted and approved by the
General Conference in its quinquennial sessions and generally be in harmony with the actions
adopted and approved by the General Conference in its quinquennial sessions

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

b. Vice President for Administration: The Vice President for Administration is the
Executive Secretary/Chief Human Resource Officer (CHRO) of the
Conference Corporation and the Vice Chairperson of the Executive
Committee. The Vice President for Administration shall work in counsel with the
President and Vice President for Finance and shall report to the Executive
Committee. It shall be the duty of the Vice President for Administration to
maintain the conference membership records, to keep the minutes of the
Conference constituency meetings and of the Executive Committee meetings, and
to furnish copies of these minutes to all members of the Executive Committee and
to the officers of the Columbia Union Conference. The Vice President for
Administration shall also be responsible for providing information as may be
requested by the President or by the Executive Committee, and shall perform
such other duties as usually pertain to the office.
c. Vice President for Finance. The Vice President for Finance is the Treasurer/Chief Financial Officer (CFO) of the Conference Corporation. The Vice President for Finance shall work in counsel with the President and Vice President for Administration and shall report to the Executive Committee. The Vice President for Finance shall be responsible for providing financial leadership to the organization which will include, but shall not be limited to, receiving, safeguarding, and disbursing all funds in harmony with the actions of the Executive Committee; remitting all required funds to the Union, Division, and General Conference in harmony with the policies of the North American Division and the Allegheny East Conference policies and any government regulation and by action of the Executive Committee; and providing financial information to the President and to the Executive Committee. The Vice President of Finance shall also be responsible for furnishing copies of the financial statements to the Columbia Union officers.

ARTICLE XI–DIRECTORS OF DEPARTMENTS

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

ARTICLE XII–OTHER ORGANIZATIONS

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

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

ARTICLE XIII–FINANCE

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

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

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

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

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

ARTICLE XIV-BUDGET, SALARY REVIEW AND AUDIT

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

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

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

ARTICLE XV—INDEMNIFICATION

Section 1: To the extent permitted by law, the Conference shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because he/she is or was a member of the Conference Executive Committee or an officer, employee, or agent of the Conference against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.
Section 2: This right of indemnification shall be in addition to, and not exclusive of, all other
rights to which such member of the Executive Committee, an officer, employee, or agent of
the Conference may be entitled, pursuant to the provisions of the Pennsylvania Consolidated
Statutes; (15 Pa.C.S. §§5741-5750 et seq).

ARTICLE XVI -CONFLICT OR DUALITY OF INTEREST

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

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

ARTICLE XVII – AMENDMENTS

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

ARTICLE XVIII – GENERAL PROVISIONS

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

Section 2: Corporate Seal. The Conference may have a corporate seal in such form as the
Executive Committee or the registered agent may approve. Whenever it is inconvenient to use
the corporate seal, a facsimile thereof may be used. The registered agent and any officer of the
Conference shall have authority to affix the corporate seal, and it may be attested by his or her
signature.
Section 3: Facsimile Signatures. Facsimile, conformed, or electronic signatures of any officer of the Conference may be used whenever authorized by the Executive Committee or the President. The Conference may rely upon the facsimile, conformed, or electronic signature of any person if delivered by or on behalf of such person in a manner evidencing an intention to permit such reliance. A document delivered by e-mail, fax, or other means of electronic transmission shall be deemed, upon receipt by the Conference in legible form, to constitute a writing even if not reproduced in paper form. Any such electronic transmission sent by a member of the Executive Committee (director) in a manner evidencing an intention to consent to a given action shall be deemed to be signed if such transmission sets forth, or is delivered with, information by which the Conference can in good faith determine that the transmission is sent by such person or by an agent authorized to deliver such consent for such person.

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

ARTICLE XIX – DISSOLUTION

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

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