

Seventh Day Baptist General Conference USA & Canada Bylaws

Article I. Name

The name of this corporation shall be Seventh Day Baptist General Conference USA and Canada, Ltd.

Article II. Membership.

The membership of this corporation shall consist of all members in good standing of Seventh Day Baptist churches which now comprise, or may hereafter be admitted to, the voluntary association known as the Seventh Day Baptist General Conference.

The corporation at its General Conference session or at some scheduled meeting may admit to membership any church applying and submitting such credentials and articles of faith as shall show it to be in harmony with the distinctive faith and practice of the Seventh Day Baptist denomination.

After careful research and upon recommendation of the General Council, the corporation at its General Council session may, by a two-thirds majority vote of the delegates present, remove a church from its membership rolls.

If, after the General Council has had time to carefully research issues and pursue reconciliation and it chooses not to recommend a church for removal from membership, the Corporation may, by a 2/3 majority of a vote by churches at a General Conference session, remove a church from its membership rolls.

Article III. Meetings

A meeting, session, or conference, herein called "General Conference" shall be held annually or at such times and places as the General Conference may from time to time determine. Delegates, when assembled under the corporate name and in the manner prescribed by its Certificate of Incorporation and Bylaws, shall have and may exercise all the powers, rights and privileges of a meeting of the corporation. Roberts Rules of Order (the most recent edition) shall guide parliamentary procedure at meetings.

Article IV. Delegates to General Conference

Delegates to meetings of the corporation shall be determined as follows: two delegates for each member church, as a church, and one additional delegate for every ten active members of the church or major fraction of ten active members. For the purpose of General Conference reporting, active members are church members maintaining covenant relationships with the church body, such as participation in corporate worship, contributing to meet the needs of the church, maintaining fellowship and relationships within the local church, and/or involvement in discipleship and accountability within the local church. Churches not able to represent themselves by their own members may appoint, in writing, delegates from other member churches to represent them. Seventy-five delegates representing at least ten churches shall constitute a quorum.

Only delegates to General Conference are authorized to vote. They shall cast their votes on all questions as individuals, except when a vote by churches has been called. A vote by churches is an important vote in which each church casts the total number of votes to which it is entitled. A vote by churches shall occur only when General Conference votes to call one. General Conference shall frame the question to be voted upon and shall then refer it to the churches. General Conference may instruct that the churches vote by mail to the General Conference office, or that the vote be cast at the next Conference session. In either case, the question as framed is not amendable. Local churches shall determine how their votes are cast and may vote as a block or may split their votes.

Article V. Officers

This corporation shall elect a president at regular sessions of General Conference who shall serve until a successor is duly elected. All other offices may be filled by an election or appointment as determined by General Conference.

In addition to the specific offices named below, the General Conference may from time to time provide for such assistants, boards, committees and/or agencies as may be deemed necessary, expedient, or convenient. All candidates for elective office shall be presented to General Conference by the Committee on Nominations, or may be nominated from the floor upon prior consent to serve, and shall be elected by vote of the delegates present and voting. All appointed offices shall be named by the General Council in its report to the General Conference. Elected and appointed officers shall enter upon their respective duties at the close of the session of General Conference at which they are elected or named and shall continue in office until their office is duly filled by a successor, except for secretaries and treasurers who will take office at the beginning of the next fiscal year.

Vacancies in any office may be filled by the General Council appointment until the next session of the General Conference.

The powers and duties of the offices shall be such as pertaining to like officers in similar organizations, together with such specific powers and duties as the General Conference may determine.

The officers and their specific duties are as follows:

Section 1. President of General Conference

The president shall serve from one session of the General Conference through the next scheduled session. He shall, with the assistance of the General Council, plan and present the program for the annual General Conference session during his term of office. He shall appoint such Conference interest committees as are listed in Article XI, Section 2, in consultation with the General Council and Executive Director. Insofar as may be practical, during the year of his presidency, he shall visit the churches of the denomination encouraging their active participation in the General Conference sessions. His reasonable and necessary expenses in this effort shall be paid by the General Conference. The president, president's designee, or president-elect shall preside over and conduct the business sessions of General Conference.

Section 2. President-Elect

The president-elect shall assist the president as needed. The president-elect shall be elected with the understanding that unless unforeseen circumstances arise to prevent such action, that person shall be elected president at the next General Conference.

Section 3. Recording Secretary and Program Secretary

(a) The recording secretary shall prepare, read publicly, and submit for approval minutes of each business session of the General Conference. He shall accurately prepare the minutes for publication. He shall cause them to be published, attested to and furnished in sufficient copies to the following: General Conference office, Library of Congress, libraries of Alfred University and Salem College, the Seventh Day Baptist Historical Society and such other agencies as appropriate. He shall also cause to be published, as soon as practicable, a list of any corrections to these minutes. A stipend for the work incurred in attending the regular sessions of the General Conference and in preparation of his work shall be paid by the corporation.

(b) The program secretary shall record the program events and note key persons involved. He shall accurately prepare this record for publication to be distributed along with the business minutes of the same General Conference session. A stipend for the work incurred in attending the regular sessions of the General Conference and in preparation of his work shall be paid by the corporation.

Section 4. Treasurer and Assistant

(a) The position of Treasurer shall normally be filled by the Financial Officer [see Article VII, Section 2]. The treasurer shall hold and distribute funds received by him for the denominational operation and program in accordance with the direction of the General Council as approved by General Conference or in accordance with the direction of the donor. He shall be bonded. He shall provide for an annual audit of his books and shall make an annual report to General Conference through the General Council along with such supplemental reports as are requested by the General Council.

(b) The assistant treasurer shall assist the treasurer in carrying out the duties of this office, become acquainted with all duties of the office and be prepared to carry out these duties in any eventuality. He shall be bonded and authorized to sign checks.

Article VI. General Council of the General Conference

Section 1. Composition of the General Council

There shall be a General Council of the General Conference herein called the General Council which shall be composed of five members elected by General Conference in session. The Executive Director and the Financial Officer shall be ex-officio, non-voting members of the General Council.

Section 2. Election of the General Council Members

Five members at large shall be elected for five-year terms or until their successors are duly elected. One member shall be elected each year. No elected member may serve consecutively for more than two five-year terms. Vacancies which may occur because of death, resignation or otherwise, shall be filled for the unexpired term either by the General Conference in regular session or by the General Council *ad interim*. Nominations for General Council should require of nominees Christian commitment, evidence of leadership ability, vision, active involvement in the Seventh Day Baptist General Conference and membership in a local Seventh Day Baptist church and take into consideration a diversity of geographical representation. No elected member of the General Council may concurrently serve in any other elected or executive position for General Conference or its Allied Societies.

Section 3. Officers

The General Council shall elect a chairman and vice-chairman from among its elected members.

Section 4. Meetings

The General Council shall hold at least six bi-monthly meetings each year. At least four of the meetings shall take place with a quorum physically present. Three elected members shall constitute a quorum. Additional meetings may be called upon proper notice, and necessary action between meetings may be taken by mail ballot or electronic means. Any action taken by mail or other means is to be confirmed and entered into the minutes of the next regular meeting. All reasonable and necessary expenses incurred by members shall be paid by the corporation.

Section 5. Duties

The General Council shall provide creative leadership and initiative for Seventh Day Baptists. It shall implement the resolutions and budget adopted by General Conference in session. It shall report annually to General Conference, including in its report an account of the implementation of previous General Conference action. The General Council shall act with the authority of General Conference in all denominational matters between sessions of General Conference.

The General Council shall employ the Executive Director, the Financial Officer, and all other General Conference executives. It shall define their job descriptions, conditions of employment, compensation, and benefits. It shall regularly review the work of the executives and shall annually evaluate that work. The General Council shall regularly consult with and receive the advice of the executives and boards of General Conference agencies and allied societies regarding Seventh Day Baptist ministry.

The General Council shall hold, manage and control all real property in accord with the provisions of the Certificate of Incorporation and bylaws of the corporation. All General Council decisions shall be guided by their understanding of previous Conference action and shall be subject to the will of the Conference and to the review of the Conference. Each member shall have a vote on every issue.

Matters of policy, plans for the raising of finances, promotion, change in level of operating expenditures, acquisition of property for purpose of operation or expansion, changes in the fundamental basis of operation originating in General Conference agencies and allied societies must be submitted to the General Council for consideration and approval prior to being implemented.

The General Council shall act as a liaison between the General Conference and the various agencies, societies, and associations; develop a cooperative strategy for denominational programs; provide for a unified denominational budget; provide, with the President of General Conference, for the program of the sessions of General Conference; make recommendations upon any matter of business which may properly come before the General Conference; be responsible for the audit of the books of the treasurer; review and make recommendations concerning materials presented by General Conference agencies and allied societies; confirm

executive personnel appointed by action of allied societies prior to their employment; and perform such other duties as the General Conference may impose and make such report as the General Conference may direct, including in its report an account of implementation of previous General Conference action.

Article VII. Conference Office Executives

Section 1. Executive Director

(a) The Executive Director shall be appointed by the General Council with the approval of the General Conference. He shall work at the direction of the General Council in carrying out the responsibilities and duties outlined in Article VI, Section 5, of these bylaws, and shall communicate for the General Conference and General Council as they may direct. He shall serve as an ex-officio, non-voting member of the General Council.

(b) The Executive Director acting on behalf of, and reporting to, General Council, shall manage the day-to-day operations of the Seventh Day Baptist Center, conducting regular staff meetings at which implementation of General Conference and General Council actions will be reviewed and responsibilities coordinated.

(c) The term of office of the Executive Director shall be three years and reappointment for additional terms shall be confirmed by General Conference at least one year in advance of the expiration of the current term. The Executive Director should give at least a one year notice to General Council prior to leaving the position. The Executive Director may be removed for cause within his term of employment.

Section 2. Financial Officer

(a) The Financial Officer shall be employed by the General Council. He shall be a consultant on financial matters to the General Council as an ex-officio, non-voting member.

(b) The Financial Officer shall be responsible for the financial operations of the General Conference, preparing financial reports, preparing and implementing budgets, making corporate and tax filings, and coordinating with the Executive Director to execute the financial decisions of General Conference, General Council, and the Memorial Board.

(c) The term of office shall be three years and reappointment for additional terms shall be confirmed at least one year in advance of the expiration of the current term. The Financial Officer should give at least a one year notice to General Council in advance of leaving the position. The Financial Officer may be removed for cause within his term of employment.

Section 3. Other executives

The General Council may employ additional executives. Such appointments shall be presented at the earliest time possible, to General Conference for approval. Such executives shall work at the direction of the General Council to carry out the ministries of Seventh Day Baptists.

Article VIII. Agencies of General Conference

Section 1.

In order to advance the purposes and the objectives as stated in Section 3 of the Certificate of Incorporation, agencies which are a part of the General Conference have been established to promote the Gospel of Jesus Christ and the distinctives of Seventh Day Baptists. These agencies of General Conference act under its Articles of Incorporation and these Bylaws. The elected members of these agencies advise the General Conference, General Council, and the responsible executives respecting their areas of ministry. Executives who carry out the responsibilities of these agencies are employed by General Council with the advice and consent of the agency's board or council. These bodies are:

(a) The American Sabbath Tract and Communication Council.

An agency of the General Conference established for the selection, production, and distribution of materials. Its council members-at-large shall be elected by General Conference.

(b) The Council on Ministry.

An agency of the General Conference established to provide guidance to the work of church development, recruitment of pastoral leadership, credentialing of ministers, and the health of pastors and churches. Its council members shall be elected by the General Conference.

(c) The Women's Society.

A General Conference society to encourage the women of the denomination in the interests of Christian culture, to foster individual responsibility and united action in matters of citizenship, to enlist and direct efforts of the women in projects of Christian service, and to stimulate interest in the various enterprises of the denomination. The board of directors shall be elected by the General Conference.

(d) The Seventh Day Baptist Christian Education Council

An agency of the General Conference established to provide programs and materials which encourage and equip Seventh Day Baptist churches and individuals to pursue disciplined and intentional Christian education. This agency shall provide education for ministerial students and continuing education for active ministers. Its members shall be elected by the General Conference.

(e) The Council on History

An agency of the General Conference established to oversee the historical work of the Conference: preserve and communicate Seventh Day Baptist history, develop and maintain a repository of archival and research materials to support such preservation and communication, and maintain a system for providing access to the materials by Seventh Day Baptists and others. The council members shall be elected by the General Conference

Article IX. Allied Societies

Section 1.

Allied Societies are independently incorporated bodies related to the General Conference in mission and purpose. They are governed by their own articles of incorporation and bylaws and by the conditions set by General Conference for their participation in the unified budget. They may contract with the General Conference for the services of General Conference executives or for other services. Those bodies in this category are:

(a) The Seventh Day Baptist Missionary Society.

A society incorporated in the State of Rhode Island to direct Seventh Day Baptist missionary interests throughout the world.

(b) The Board of Trustees of the Seventh Day Baptist Memorial Fund.

A board incorporated in Wisconsin to keep in trust gifts and bequests received for investment; manage the bequests and distribute the funds to designated and discretionary causes related to Seventh Day Baptists. It shall manage any permanent funds or endowments and all trusts accepted and administered by the corporation. Profits accruing thereto and therefrom shall be collected and expended in accordance with the terms, provisions, and conditions imposed by or embodied in any deed of trust, last will and testament, or donation of the donor. Its trustees are elected by General Conference.

Section 2. Rights, Duties and Responsibilities of Allied Societies

(a) General Conference recognition of these societies shall be understood to include participation in the unified denominational budget, reporting on use of funds received annually or as deemed appropriate, reporting annually on the implementation of General Conference recommendations, responding to Conference policies and sentiments within the limits of budget allowances, and sharing lists of their officers for Conference approval.

(b) These societies shall be recognized as having such other rights, duties, and responsibilities as may be provided for in their respective charters and bylaws under their own incorporation agreements. Societies directly dependent upon General Conference for the election of trustees or directors shall have such rights, duties, and responsibilities as may be established by General Conference.

(c) In the event that independently incorporated societies decide to corporately merge with General Conference, the conditions under which that merger takes place shall be negotiated between the parties, but the resulting structure within General Conference shall resemble those of the agencies already so incorporated.

Article X. Coordinating Leadership Team

There shall be a coordinating leadership team composed of all executives employed by General Conference, executives of allied societies, and the president of the Women's Society. The Executive Director of General Conference shall be its chairman. Its duties shall be to coordinate the plans, programs, and activities of all denominational organizations as directed by the General Conference and General Council.

Article XI. Standing, Special and Ad Hoc Committees

The General Conference shall have the authority to establish such standing committees, special committees and ad hoc committees as it may deem necessary or appropriate to conduct General Conference business.

Section 1. Standing Committees

Standing committees to conduct interim work between conferences on matters of special concern are as follows:

- (a) Committee on Christian Social Action
- (b) Committee on Faith and Order
- (c) Committee on Support and Retirement
- (d) Committee on Nominations

Section 2. Special Committees

Interest committees are special committees of the General Conference business sessions with areas of concern which have been delegated to them. The President of General Conference, in consultation with the General Council and the Executive Director, shall appoint a chairman for each committee and five additional members to the Committee on Budget and Finance. Anyone attending the annual General Conference session may also attend and participate in the discussions of each committee; however, only a member of a Seventh Day Baptist church may vote. The following interest committees shall be appointed for each annual Conference, but additional committees may be created by General Conference or General Council action.

- (a) Committee on Budget and Finance
- (b) Committee on Christian Education
- (c) Committee on Christian Social Action
- (d) Committee on Communications
- (e) Committee on Ministerial Interests
- (f) Committee on Missions
- (g) Committee on Church Development
- (h) Committee on Reference and Counsel
- (i) Committee on Women's Interests
- (j) Committee on Youth Work
- (k) Committee on Young Adult Work
- (l) Committee on Historical Work

Section 3. Ad Hoc Committees

Ad hoc committees shall be created by General Conference from time to time as may be desirable.

Article XII. Proposed Amendments to the Statement of Belief

Proposed amendments to the Statement of Belief may be presented on the floor of General Conference by the action of any member church, by the Committee on Faith and Order, or by the General Council. All such proposed amendments shall be referred to Faith and Order Committee who shall prepare a report and recommendation for presentation to the next General Conference. If General Conference recommends adoption of an amendment to the Statement of Belief, the proposed changes shall be sent to the churches and a "vote by

churches” (See Article VI) may be conducted the following year. The proposed changes in the Statement of Belief shall not be adopted unless they are passed by a two-thirds majority of the votes cast by churches.

Article XIII. Amendments to the Bylaws

These bylaws may be repealed, altered or amended at any regular meeting of the General Conference by a two-thirds (2/3) vote of delegates present or by a two-thirds (2/3) majority cast in a vote by churches as defined in Article IV of these bylaws, provided that notice in writing of such amendment shall have been given at the previous General Conference session.