

Chesapeake Conference of Seventh-day Adventists
Constituency Meeting
May 21, 2017
Proposed Revisions to Chesapeake Conference Association Bylaws

A WORD OF EXPLANATION TO DELEGATES
REGARDING CONSTITUTIONAL REVISIONS

The Constitution and Bylaws of any organization are very important documents that embrace the core structure of that entity. Seldom is it necessary to make significant changes to these documents. The Constitution and Bylaws Committee has reviewed the Association Bylaws document and brings to the 2017 session a limited number of revision proposals. It should be noted that there are some minor editorial adjustments. The primary recommendations for updating the Association Bylaws are as follow:

Chesapeake Conference Association Bylaws – Proposed Revisions and Rationale

Page 2 – Unnecessary Paragraph: Lines 2 - 6 are unnecessary since the first sentence of **Article IV – Section 2** covers the provision for a quorum by referring to the quorum statement in the Conference Constitution and Bylaws (see Conference Bylaws, **Article II – Section 5** for the full statement).

Also on Page 2 – Add “and Officers”: Adding “and Officers” to the title of **Article V** on line 7 is consistent with the proposed addition in lines 10 - 13, in which are named the officers of the Corporation. The proposed addition essentially reflects the long-standing practice of how officers of the Corporation are appointed: The members of the constituency session elect the Conference officers, and the elected president and treasurer are then appointed by the Corporation (Association) Trustees to serve as President and Treasurer of the Corporation. The Corporation secretary is a department director that is appointed by the Executive Committee. Therefore, this proposed change effectively puts directly into the hands of the constituency the election of the Corporation president and treasurer.

Lines 19, 20 are not relevant in light of the proposed changes in lines 10 - 13. Section 5 then becomes titled as Section 4.

Pages 3 and 4 – Unnecessary Paragraph: Lines 23, 24 on page 3, and lines 1 – 3 (partial) on page 4, are unnecessary since the proposed statement in lines 3 (partial) – 4 covers the provision for a quorum by referring to the quorum statement in the Conference Constitution and Bylaws (see Conference Bylaws, **Article II – Section 5** for the full statement). Adding, “A quorum for (lines 3, 4) replaces the strikethrough sentence.

Page 4 – One Member One Vote: The proposed revision to the statement in line 8 makes more sense than the current statement.

Page 8 – Strikethrough in Lines 1 - 3: A specially called constituency meeting is also a duly called constituency meeting. This change cleans up the statement without losing intent.

1 BYLAWS OF CHESAPEAKE CONFERENCE ASSOCIATION

2
3 of

4
5 SEVENTH-DAY ADVENTISTS

6 ~~As Voted at the Third Quinquennial Session, May 20, 2012~~

7 **Proposed (2017 Session)**

8 ARTICLE I — Name

9 The name of this corporation is "Chesapeake Conference Association of Seventh-day Adventists"
10 (hereinafter referred to as "Corporation").

11 ARTICLE II — Objects

12 The particular objects for which this Corporation is formed are stated in the Articles of
13 Incorporation.

14 ARTICLE III — Location

15 The principal office of the Corporation is located at 6600 Martin Road, Columbia, Howard
16 County, State of Maryland 21044. In an emergency the Corporation Board of Trustees may temporarily
17 change the location of the principal office. Any permanent change must be voted by the constituency.

18 ARTICLE IV — Membership

19 Section 1 The members of this Corporation shall be:

- 20 a. the Board of Trustees of this Corporation,
21 b. the members of the Executive Committee of the Chesapeake Conference of
22 Seventh-day Adventists,
23 c. the duly elected and accredited delegates at any regular or special session of
24 the Chesapeake Conference of Seventh-day Adventists who shall be present at any regular or special
25 meeting of this Corporation. For the purpose of this Corporation, these delegates shall continue in office
26 until other delegates are chosen to succeed them.

27 Section 2 A quorum for the transaction of business shall be the same as the Conference

1 constituency meeting.

2 ~~At least fifty percent (50%) of the delegates authorized in Article IV, Section 4:a, of these Bylaws~~
3 ~~must be present at any regular or special constituency meeting to constitute a quorum for the transaction~~
4 ~~of business. Once the meeting is declared open, the delegates present shall constitute a quorum, unless~~
5 ~~there are fewer than thirty percent (30%) of the delegates authorized in Article IV, Section 4:a, in which~~
6 ~~case there shall not be a quorum.~~

7 ARTICLE V — Trustees and Officers

8 Section 1. The members of this Corporation shall elect quinquennially not fewer than seven (7)
9 persons and not more than ten (10) persons to act as trustees for this Corporation, who shall hold their
10 offices until their successors shall be duly elected and appear to enter upon their duties. The president of
11 the Corporation shall be the president of the conference. The secretary of the Corporation shall be the
12 director of trust services. The treasurer of the Corporation, shall be the treasurer of the conference or
13 his/her designee.

14 Section 2. The trustees shall have the ordering of all affairs of this Corporation, the management
15 and disposal of all its property, and the execution of all trusts confided to it.

16 Section 3. A quorum to do business shall consist of a majority of the Board of Trustees, and upon
17 the election of officers, shall include an officer of the Corporation who is also a member of the Board of
18 Trustees.

19 ~~Section 4. The trustees shall elect at their first meeting after the constituency meeting from their~~
20 ~~number a president, a secretary, and a treasurer.~~

21 Section 5 4. The trustees shall ensure that the financial records of this Corporation are open to
22 the scrutiny of an auditor designated by the General Conference Auditing Service. The auditor shall
23 submit an itemized report to the members of the Corporation annually, or at such times as may be
24 required by the board.

1 Section 6. The trustees shall have power to fill any vacancy occurring in their membership.

2 Section 7. No person shall serve, or continue to serve, as an officer or trustee who is not, or shall
3 cease to be, a member in regular standing of a recognized Seventh-day Adventist Church of the
4 Chesapeake Conference.

5 ARTICLE VI — Duties of Officers

6 The duties of the officers of this Corporation shall be such as usually pertain to such officers
7 respectively, and such other duties as the Board of Trustees may prescribe. The president, and the
8 secretary, or in the absence of either, the other and the treasurer shall in behalf of the Corporation, sign all
9 deeds, mortgages, powers of attorney, annuity agreements, or other instruments of writing of similar
10 character and import.

11 ARTICLE VII — Seal

12 The seal of this Corporation shall consist of an ordinary-sized circular impression with the words
13 "Chesapeake Conference Association of Seventh-day Adventists" in an outer circle enclosing the word
14 "Delaware" and the year "1900".

15 ARTICLE VIII — Meetings

16 Section 1: Corporation Meetings

17 a. Regular meetings of the Corporation shall be held in connection with the regular meeting of the
18 delegates to the Chesapeake Conference of Seventh-day Adventists in quinquennial session.

19 b. Special meetings of this Corporation may be called by the Board of Trustees at any time.

20 c. Notice of any such regular or special meeting, as above stated, shall be published in the official
21 organ of the Columbia Union Conference of Seventh-day Adventists at least four (4) weeks before the
22 date of the meeting.

23 ~~d. Quorum. At least fifty percent (50%) of the delegates authorized in Article IV, Section 4:a, of~~
24 ~~these bylaws must be present at any regular or special constituency meeting to constitute a~~

1 ~~quorum for the transaction of business. Once the meeting is declared open, the delegates present~~
2 ~~shall constitute a quorum, unless there are fewer than thirty percent (30%) of the delegates~~
3 ~~authorized in Article II, Section 4:a in which case there shall not be a quorum.~~ A quorum for
4 the transaction of business shall be the same as the conference constituency meeting.

5 e. Voting Procedures. When not otherwise especially provided, all votes of the members of this
6 Corporation for the election of trustees or for the deciding of other questions shall be taken by voting
7 cards.

8 Each voter member, whether member or trustee, shall have one vote, and only one, on any question.

9 Section 2: Board of Trustees Meetings

10 The meetings of the Board of Trustees, both regular and special, shall be held at such times and
11 places as may be designated by the president.

12 Section 3: Meetings by Electronic Conferencing

13 Any regular or special meeting of the Corporation board may be held by means of telephone
14 conference call or other electronic communication media, provided that all persons participating in the
15 meeting can hear and/or simultaneously communicate with each other. A person may attend a regular
16 board meeting via teleconference when approved by administration.

17 Section 4: Action Without a Meeting

18 Any action required or permitted to be taken by the Corporation board may be taken without a
19 meeting if two thirds (2/3) of all voting members, individually or collectively, consent in writing to such
20 action. Such written consent or consents shall have the same force and effect as a unanimous vote of the
21 board and shall be filed with the minutes of the proceedings of board. A facsimile, email, or similar
22 electronic transmission by the board member, or a photographic, photostatic facsimile or other similar
23 reproduction of a writing signed by a member, shall be regarded as signed by the member for the purpose
24 of this section.

1 ARTICLE IX — Indemnification

2 Corporation shall provide indemnification as follows:

3 1. Persons who are or were directors or officers of Corporation shall be indemnified by
4 Corporation to the fullest extent permitted by the general applicable laws, as now or hereafter are in force
5 including the advance of expenses under the procedures provided by such laws, with respect to matters
6 arising out of service in their capacities as members of the board or officers of Corporation or arising out
7 of service at the request of Corporation in any capacity (including, but not limited to, as members of the
8 board, officers, partners, trustees, agents, or employees) of any other organization (including, but not
9 limited to, a direct or indirect subsidiary or affiliate of Corporation, foreign or domestic corporation,
10 partnership, joint venture, trust, other enterprise, or employee benefit plan) unless it is proved that:

11 a. The act or omission of the member of the board or officer was material to the
12 cause of action and adjudicated in the proceeding; and

13 (1) was committed in bad faith; or

14 (2) was the result of active and deliberate dishonesty; or

15 b. The member of the board or officer actually received an improper personal
16 benefit either directly or indirectly in money, property, or services; or

17 c. In the case of any criminal proceeding, the member of the board or officer had
18 reasonable cause to believe that the act or omission was unlawful.

19 2. In the sole discretion of Corporation, persons who are or were employees or agents of
20 Corporation may be indemnified by Corporation to any extent permitted by law, as now or hereafter is in
21 force, including the advance of expenses, in respect to matters arising out of service in their capacities as
22 employees or agents of Corporation or arising out of service at the request of Corporation in any capacity
23 (including, but not limited to, as members of the board, officers, partners, trustees, agents, or employees)
24 of any other organization (including, but not limited to, a direct or indirect subsidiary or affiliate of

1 Corporation, foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or
2 employee benefit plan).

3 3. With respect to persons who are or were members of the board or officers of Corporation,
4 to the extent that any determination is required under applicable law as to whether such person is entitled
5 to indemnification under paragraph one (1) above, including the advance of expenses, such determination
6 shall be made by independent legal counsel retained by Corporation and selected by the board by a
7 majority vote of a quorum consisting of members of the board not, at the time, parties to the proceeding,
8 or, if such quorum cannot be obtained, then by a majority vote of a subcommittee of the Executive
9 Committee consisting solely of two or more members of the Executive Committee not, at the time, parties
10 to such proceeding and who were duly designated to act in the matter by a majority vote of the full board
11 in which the designated members of the board who are parties may participate. In the event the requisite
12 quorum of the full board cannot be obtained and the committee cannot be established, independent legal
13 counsel shall be selected by a majority vote of the full board in which members of the board or officers
14 who are parties may participate. Any determination by such independent legal counsel to deny
15 indemnification, including the advance of expenses, is subject to de novo review to the fullest extent
16 obtainable in any court that is appropriate under the applicable general laws or other applicable statutory
17 or decisional law, as now or hereafter is in force.

18 4. With respect to persons who are or were employees or agents of Corporation, any
19 determination by Corporation under paragraph two (2) above shall be made by:

20 a. the board or any subcommittee designated by the board; or

21 b. at the request of the board any subcommittee designated by the board or the
22 president, by independent legal counsel retained by Corporation and selected by the board by a majority
23 vote of a quorum consisting of members of the board not, at the time, parties to the proceeding, or, if such
24 quorum cannot be obtained, then by a majority vote of a subcommittee of the board consisting solely of

1 two or more members of the board not, at the time, parties to such proceeding and who were duly
2 designated to act in the matter by a majority vote of the full board in which the designated members of the
3 board who are parties may participate. In the event the requisite quorum of the full board cannot be
4 established, independent legal counsel shall be selected by a majority vote of the full board in which
5 members of the board or officers who are parties may participate.

6 5. The right of indemnification under this Article shall be in addition to, and not exclusive
7 of, all other rights to which such member of the board, officer, employee, or agent may be entitled.

8 6. Corporation may purchase and maintain insurance on behalf of any person who is or was
9 a member of the board, officer, employee, or agent of Corporation, or who, while a member of the board,
10 officer, employee or agent of Corporation, is or was serving at the request of Corporation, as a member of
11 the board, officer, partner, trustee, employee, or agent of another foreign or domestic corporation,
12 partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted
13 against or incurred by such person in any such capacity or arising out of such person's position, whether
14 or not Corporation would have the power to indemnify such person under any applicable statutory or
15 decisional law, as now or hereafter is in force. Corporation may provide similar protection, including a
16 trust fund, letter of credit, or surety bond, not inconsistent with any applicable statutory or decisional law,
17 as now or hereafter is in force.

18 No amendment of the bylaws of Corporation or repeal of any of its provisions shall limit or
19 eliminate the benefits provided to members of the board, officers, employees, or agents of Corporation
20 under this Article XIII with respect to any act or omission that occurred prior to such amendment or
21 repeal.

22 ARTICLE X — Amendments

23 The bylaws of Corporation may be amended, revised, or repealed at any duly called constituency
24 meeting by two thirds (2/3) vote of the delegates present and voting at any such constituency meeting of

1 Corporation, provided that ~~if it is proposed to amend the bylaws at any specially called constituency~~
2 ~~meeting,~~ notice of such proposed amendments shall be given specifically in conjunction with the
3 publication of notice for ~~such special~~ **that** session.

4 ARTICLE XI — Dissolution

5 In the event of the dissolution of this Corporation, any funds remaining after all claims have been
6 satisfied shall be transferred to the Columbia Union Conference Corporation of Seventh-day Adventists.

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