# BYLAWS OF CHESAPEAKE CONFERENCE ASSOCIATION

of

SEVENTH-DAY ADVENTISTS
As Voted at the Fourth Quinquennial Session, May 21, 2017

## ARTICLE I — Name

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

## ARTICLE II — Objects

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

## ARTICLE III — Location

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

## ARTICLE IV — Membership

Section 1. The members of this Corporation shall be:

a. the Board of Trustees of this Corporation,

b. the members of the Executive Committee of the Chesapeake Conference of Seventh-day Adventists,

c. the duly elected and accredited delegates at any regular or special session of the Chesapeake Conference of Seventh-day Adventists who shall be present at any regular or special meeting of this Corporation. For the purpose of this Corporation, these delegates shall continue in office until other delegates are chosen to succeed them.

Section 2. A quorum for the transaction of business shall be the same as the Conference constituency meeting.

## ARTICLE V — Trustees and Officers

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

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

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

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

Section 5. The trustees shall have power to fill any vacancy occurring in their membership.

Section 6. No person shall serve, or continue to serve, as an officer or trustee who is not, or shall cease to be, a member in regular standing of a recognized Seventh-day Adventist Church of the Chesapeake Conference.

## ARTICLE VI — Duties of Officers

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

ARTICLE VII — Seal

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

ARTICLE VIII — Meetings

Section 1: Corporation Meetings

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

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

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

d. A quorum for the transaction of business shall be the same as the conference constituency meeting.

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

Each member shall have one vote on any question.

Section 2: Board of Trustees Meetings

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

Section 3: Meetings by Electronic Conferencing

Any regular or special meeting of the Corporation board may be held by means of telephone

conference call or other electronic communication media, provided that all persons participating in the meeting can hear and/or simultaneously communicate with each other. A person may attend a regular board meeting via teleconference when approved by administration.

Section 4: Action Without a Meeting

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

ARTICLE IX — Indemnification

Corporation shall provide indemnification as follows:

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

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

(1) was committed in bad faith; or

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

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

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

2. In the sole discretion of Corporation, persons who are or were employees or agents of Corporation may be indemnified by Corporation to any extent permitted by law, as now or hereafter is in force, including the advance of expenses, in respect to matters arising out of service in their capacities as employees or agents of Corporation or arising out of service at the request of Corporation in any capacity (including, but not limited to, as members of the board, officers, partners, trustees, agents, or employees) of any other organization (including, but not limited to, a direct or indirect subsidiary or affiliate of Corporation, foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan).

3. With respect to persons who are or were members of the board or officers of Corporation, to the extent that any determination is required under applicable law as to whether such person is entitled to indemnification under paragraph one (1) above, including the advance of expenses, such determination shall be made by independent legal counsel retained by Corporation and selected by the board by a majority vote of a quorum consisting of members of the board not, at the time, parties to the proceeding, or, if such quorum cannot be obtained, then by a majority vote of a subcommittee of the Executive Committee consisting solely of two or more members of the Executive Committee not, at the time, parties to such proceeding and who were duly designated to act in the matter by a majority vote of the full board in which the designated members of the board who are parties may participate. In the event the requisite quorum of the full board cannot be obtained and the committee cannot be established, independent legal counsel shall be selected by a majority vote of the full board in which members of the board or officers who are parties may participate. Any determination by such independent legal counsel to deny indemnification, including the advance of expenses, is subject to de novo review to the fullest extent

obtainable in any court that is appropriate under the applicable general laws or other applicable statutory or decisional law, as now or hereafter is in force.

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

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

b. at the request of the board any subcommittee designated by the board or the president, by independent legal counsel retained by Corporation and selected by the board by a majority vote of a quorum consisting of members of the board not, at the time, parties to the proceeding, or, if such quorum cannot be obtained, then by a majority vote of a subcommittee of the board consisting solely of two or more members of the board not, at the time, parties to such proceeding and who were duly designated to act in the matter by a majority vote of the full board in which the designated members of the board who are parties may participate. In the event the requisite quorum of the full board cannot be established, independent legal counsel shall be selected by a majority vote of the full board in which members of the board or officers who are parties may participate.

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

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

as now or hereafter is in force.

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

ARTICLE X — Amendments

The bylaws of Corporation may be amended, revised, or 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 Corporation, provided that notice of such proposed amendments shall be given specifically in conjunction with the publication of notice for that session.

ARTICLE XI — Dissolution

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