

**CONSTITUTION AND BYLAWS
OF THE
SOUTHWEST REGION CONFERENCE
OF SEVENTH-DAY ADVENTISTS**

ADOPTED SEPTEMBER 22, 2019

ARTICLE I - Name

The name of this organization shall be known as the Southwest Region Conference of Seventh-day Adventists, hereinafter referred to as the conference.

ARTICLE II - Purpose

The purpose of this conference is to facilitate 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 Christ as personal Savior and to unite with His church, and nurturing them in preparation for His soon return.

ARTICLE III - Relationships

The Southwest Region Conference of Seventh-day Adventists is a part of the Southwestern Union Conference of Seventh-day Adventists, which in turn is part of the North American Division of the General Conference of Seventh-day Adventists, a world church organization; and all purposes, policies and procedures of this conference shall be in harmony with the working policies and procedures of the North American Division and the General Conference of Seventh-day Adventists. This conference shall pursue the mission of the Church in harmony with the doctrines, programs, and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.

ARTICLE IV - Territory

The territory of this Conference shall consist of the states of Arkansas, Louisiana, Oklahoma, Texas, and New Mexico, except San Juan County in New Mexico.

ARTICLE V - Membership

The membership of this conference shall consist of such churches as 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.

A minimum number forty (40) members shall be required for a company to be organized into a new church.

ARTICLE V1 - Bylaws

The voters of this conference may enact bylaws and amend or repeal them at any session, and such bylaws may embrace any provision not inconsistent with the constitution of this conference and the provisions contained in the current edition of the Seventh-day Adventist Church Manual.

ARTICLE VII - Dissolution and Disposition of Assets

This conference may be dissolved only by a two-thirds majority vote of the delegates present and voting at any constituency meeting.

In the event of the dissolution of this conference, all assets remaining after all claims have been satisfied shall be transferred to a legal non-profit entity authorized by the North American Division of the General Conference of Seventh-day Adventists.

ARTICLE VIII - Amendments

This conference shall amend its constitution from time to time at any duly called constituency meeting, and such changes to conform to the spirit of the model local conference constitution located in the most current edition of the North American Division Working Policy Book.

**By-Laws
of
Southwest Region Conference
of
Seventh-day Adventists**

ARTICLE I - Principal Office

The principal office for the transaction of the business of the Southwest Region Conference is fixed and located at 2215 Lanark, Dallas, Texas, 75203. The Executive Committee may, in an emergency, change the location of the principal office on a temporary basis.

ARTICLE II - Constituency Meetings

Section 1. Regular Quadrennial Constituency Meeting

This conference shall hold a regular quadrennial constituency meeting at such time and place as the Executive Committee shall designate. Notice of the time and place of the meeting of the delegates representing the members shall be given by:

- a. A notice printed in the official publication of the Southwestern Union Conference at least four weeks before the date of the session or
- b. A method approved by the Southwest Region Conference Executive Committee.

Section 2. Special Meetings:

- a. The Executive Committee of the conference may call a special constituency meeting, at a time and place it deems proper, when:
 - 1) It is voted by the Executive Committee; or
 - 2) It is voted by the delegates at any constituency meeting; or

- 3) It is requested by 50 percent of churches and membership of the conference through their churches in business session; or
 - 4) It is voted by the union committee, division committee, or General Conference Committee.
- b. The union committee or the division committee may call a special constituency meeting of the conference.
 - c. The agenda for special constituency meetings shall be included in the notice of the meeting.
 - d. The time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.

Section 3. Quorum

More than fifty percent (50%) of the delegates authorized hereinafter under Section 1.a of Article III must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates present shall constitute a quorum.

Section 4. Proxy Voting

All the delegates must be present in person at any constituency meeting in order to be eligible to vote. There shall be no voting by proxy.

Section 5. Voting Rights of the Delegates

Each delegate appointed to act on behalf of the members of this conference shall be entitled to one vote. The voting rights of the individual delegates representing the members as hereinafter provided shall be limited to the particular constituency meeting of the conference in which they have been designated to represent a local church, an institution, the Southwestern Union Conference, the North American Division or the General Conference of Seventh-day Adventists. The delegates shall serve at each special constituency meeting held during the

quadrennial session unless such delegate is replaced by the local church for cause.

Section 6. Voting - Secret Ballot/Voice Vote

The election of officers shall be by secret ballot, and the voting on other matters shall be by voice vote, or as designated by the chair, unless otherwise determined by a majority of the delegates present.

Section 7. Election of Officers

All officers of the conference and members of the Executive Committee shall be chosen by the delegates at the regular meeting of the conference constituency and shall hold their offices until the next regular quadrennial session, unless removed for cause by the Executive Committee.

Section 8. Election of Departmental Directors

Directors in charge of these departments shall be elected at the regular quadrennial session of the conference and shall hold their offices until the next regular quadrennial session, unless removed for cause by the Executive Committee.

Section 9. Executive Committee Members Transferring to Different States

A layperson or denominational employee serving on the Southwest Region Conference Executive Committee from a particular state shall lose his/her seat on the committee if he/she transfers to another state during the quadrennium. Another layperson or denominational employee representing that state shall be selected by the Executive Committee to serve the remainder of the term.

Section 10. Session Reports Delivery Date

All reports to be presented at constituency meeting are to be prepared and delivered to regular and at-large delegates at least fourteen (14) days prior to the session.

Section 11. Rules of Order

The rules of order governing the conduct of business of constituency session shall be the General Conference Rules of

Order.

ARTICLE III - Representation

Section 1. Regular Delegates and Delegates-at-Large

The delegates at any constituency meeting of this conference shall be regular delegates and delegates-at-large

- a. Regular Delegates: All delegates duly accredited by any one of the organized churches and companies of the conference. Each church and company shall be entitled to one delegate for the organization and one additional delegate for each 35 members or major fraction thereof. Delegates must hold membership in the local church or company which accredits them.**
- b. Delegates-at-large:**
 - 1) All members of the Executive Committee of the Southwest Region Conference.**
 - 2) All employees holding credentials or licenses issued by this conference.**
 - 3) All retired employees of the Southwest Region Conference who reside within this territory and are members in good and regular standing in a Southwest Region Conference Church.**
 - 4) Members of the General Conference Executive Committee and Southwestern Union Conference Executive Committee, who may be present at any Constituency Meeting of this Conference. The number of such delegates representing these Church entities shall not exceed five percent (5%) of the total number of delegates provided for herein above in Article III, Section 1.a. of these Bylaws.**

Section 2. Delegate Representation

The delegate representation of each church of this conference shall be based on the official local church clerk's September 30

report, on file in the conference secretary's office the year prior to the quadrennial session.

Section 3. Voice and Vote Privileges

Voice and vote privileges at regular and special sessions of this conference shall be the prerogative of only regular and delegates at large.

ARTICLE IV - Committees

Section 1. Organizing Committee

- a. Members of the Organizing Committee shall be chosen prior to the constituency meeting. At least ninety (90) days prior to the session, the secretary of the Southwest Region Conference shall notify each church and company as to the number of delegates to which it is entitled under Article III Section 1-a and the members of the Organizing Committee to which it is entitled.
- b. The Organizing Committee shall be constituted as follows: Each church or company to be represented at the constituency meeting shall choose, or empower its delegation to choose one member plus one additional member for each full 500 members.
- c. The chairperson of the Organizing Committees shall be the president of the Southwestern Union Conference or his designee.
- d. The Southwest Region Conference is divided into eight (8) geographical areas. Members of the Organizing Committee shall meet in their designated geographical area no later than forty-five (45) days prior to the Constituency meeting at a location and date determined by the Conference Executive Committee.
- e. Each geographical area of the Organizing Committee shall select and appoint conference employees and lay persons from their geographical area to serve on the Nominating Committee according to a pre-determined number for their area. The Conference Executive Committee shall determine the number of

laypersons and employees for each area. The number of members for the Nominating Committee for each geographical area shall be determined as close as reasonably possible by the proportion of the geographical area's membership to the total conference membership.

f. **The Organizing Committee shall select the following:**

1. **A Nominating Committee,**
2. **A Constitution and Bylaws Committee,**
3. **Other committees as may be deemed necessary.**

Section 2. Nominating Committee

- a. **The Nominating Committee shall consist of at least 10, and not more than 25 members, including the president of the Southwestern Union Conference, or his designee, who shall serve as the chairperson. The membership of the committee shall be balanced, as nearly as possible, between denominational employees and laypersons representing various segments of the work and territories of the conference.**
- b. **The Nominating Committee shall be chosen by the Organizing Committee in the following manner: Each state of Southwest Region Conference shall be represented by one layperson and one denominational employee from different church districts. Up to fourteen (14) additional persons shall be selected by the Organizing Committee, representing various segments of the work and territories of the Conference. This membership shall be balanced as nearly as possible, between denominational employees and laypersons. The Chairperson shall complete the total number of twenty-five (25) members of the Nominating Committee.**
- c. **If a vacancy occurs in the Nominating Committee membership, the Executive Committee shall appoint a replacement consistent with Article IV Section 2 a and b.**

- d. **The Nominating Committee shall begin its work within thirty (30) days prior to the regular Constituency session. At least nineteen (19) members or 75% of the committee must be present to constitute a quorum for the transaction of business. Members of the Nominating Committee may request the chairman to solicit résumés to possibly fill positions. The committee shall have in hand its report to the delegates with a résumé of each non-incumbent nominee at least seven (7) days prior to the regular Constituency session.**
- e. **The date, time, and location of the initial Nominating Committee meeting shall be determined by the Conference Executive Committee in consultation with the president of the Southwestern Union Conference or his designee, and shall be made known to the Nominating Committee at least fourteen (14) days prior to said meeting.**
- f. **The Nominating Committee shall nominate the Officers, the Departmental Directors, the Conference Executive Committee, and the Conference Association Board. Members of the Nominating Committee shall make nomination without consideration being given to specific incumbents only.**
- g. **No more than three (3) members of the Nominating Committee shall be eligible to be elected as members of the Executive Committee for the ensuing quadrennial session.**
- h. **No individual shall be eligible to serve on the Nominating Committee for two consecutive quadrennial sessions.**

Section 3. Standing Constitution and Bylaws Committee

- a. **The standing Constitution and Bylaws Committee shall be chaired by the secretary of the local conference, or his/her designee.**
- b. **This committee shall function between the regularly scheduled constituency meetings and shall submit its reports and detailed recommendations to the conference Executive Committee and to the next regular constituency meeting or any special constituency meeting.**

Section 4. Executive Committee Members Eligible to Serve On Nominating Committee

- a. The members of the Executive Committee who served during the ending of the quadrennium are not eligible to serve on the nominating committee during the current session, but may be selected to serve on other current session committees.
- b. Former members of the Executive Committee are eligible to serve on the nominating committee, who were eliminated from service under Article II, Section 9 and to whom Article IV, Section 4a does not apply.

ARTICLE V - Executive Committee

Section 1. Membership

- a. The Executive Committee of Southwest Region Conference of Seventh-day Adventists shall be elected at its regularly scheduled constituency meeting and shall consist of not more than twenty-seven (27) members. The president, secretary, treasurer, and vice president shall be members ex officio of the Executive Committee. The remaining membership shall be balanced as nearly as possible between laypersons and denominational employees. The membership shall include the conference director of education, one layperson and one denominational employee from each state and from different church districts, and up to twelve (12) additional persons from the eight (8) geographical areas of the conference.

Until such time as a vice president is elected/or appointed, the membership of the Executive Committee shall be no more than twenty-five (25) members instead of twenty-seven (27) members and the twelve (12) additional persons from various sections of the conference shall be eleven (11) additional persons instead of twelve (12).

- b. The Executive Committee should include at least two (2) non-office employees and two (2) laypersons from the previous Executive Committee for the purpose of continuity.

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/services, board and committee members.

Section 3. Administrative Authority

The Executive Committee shall have full administrative authority:

- a. To fill for the current term, any vacancies that may occur by death, resignation or otherwise, in its boards, committees, departments or in offices which have been filled by conference election. If a new president is to be elected, the president of the Southwestern Union Conference or his designee, shall serve as chairman of the Executive Committee.
- b. To appoint subcommittees, such as an administrative committee, with their terms of reference.
- c. To employ ministers, secretaries and other persons as deemed necessary for the work of the conference.
- d. To grant and withdraw credentials and licenses. The withdrawal of credentials or the removal of those names under Article V, Section 3, Subsection c, of these bylaws shall require the consent of two-thirds (2/3) of the members of the Executive Committee.
- e. To handle other business matters of the conference.

Section 4. Regular Meetings

- a. **The Executive Committee shall schedule at least (4) regular meetings per year at such times and places as it may select.**
- b. **Invitees to the meetings, such as conference departmental directors shall be non-voting members with participation rights in committee discussions. Individuals who are invited for special presentations will do so without voting rights.**
- c. **Observers to the meetings, such as the Lay Advisory Chairperson, laypersons or denominational employees (teachers, pastors, or others) appointed by the committee, will observe the operations of the Executive Committee without voice or vote. Permission to participate in committee discussions may be granted by the committee members.**
- d. **The officers of the Southwestern Union Conference, of the North American Division and the General Conference of Seventh-day Adventists are members ex officio of the local conference Executive Committee; however, their membership shall be in addition to the number detailed above. Any such officers exercising their voting rights at any one meeting shall not make up more than ten percent (10%) of the membership present.**
- e. **The Ministerial Secretary shall meet with the Executive Committee when they are in executive sessions that concern personnel issues. The ministerial secretary will have voice but no vote.**

Section 5. Special Meetings

Special meetings of the Executive Committee may be called at any time or place by the president or, in his absence, by the secretary. A special meeting shall also be called by the secretary in response to the written request of a majority of the members of the Executive Committee.

Section 6. Executive Committee Quorum

Fourteen (14) members of the Executive Committee shall constitute a quorum.

ARTICLE VI - Officers

Section 1. Executive Officers

The executive officers of this conference shall be a president, a secretary, and a treasurer.

The secretary and the treasurer may be one individual known as the secretary-treasurer. 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. These plans, policies, and programs shall be in harmony with the doctrines and actions adopted and approved by the General Conference of Seventh-day Adventists in its quadrennial sessions.

- a. President: The president, who shall be an ordained minister of experience, is the first officer and shall report to the Executive Committee of the conference in consultation with the secretary and treasurer. He shall act as chairman of the constituency meetings and the Executive Committee, and serve in the general interest of the Southwest Region Conference as the constituency and the Executive Committee shall determine. In his leadership he shall adhere to the policies of the Southwestern Union Conference and the North American Division of the General Conference of Seventh-day Adventists, work in harmony with the Southwestern Union Conference Committee, and in close counsel with the union officers.**
- b. Secretary/Vice president for administration: The secretary, associated with the president as an executive officer, shall serve under the direction of the Executive Committee and shall act as vice-chairperson of the committee. The secretary shall report to the Executive Committee of the conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the conference constituency meetings and of the Executive Committee meetings, to furnish copies of these minutes to all members of the Executive Committee and to the officers of the Southwestern Union Conference. The secretary 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. **Treasurer/Vice president for finance:** The treasurer, associated with the president as an executive officer, shall serve under the direction of the Executive Committee. The treasurer shall report to the Executive Committee of the conference after consultation with the president. The treasurer shall be responsible for providing financial leadership to the organizations which will include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the actions of the Executive Committee, for remitting all required funds to the union/division/General Conference in harmony with the North American Division policy, and for providing financial information to the president and the Executive Committee. The treasurer shall also be responsible for furnishing copies of the financial statements to the Southwestern Union officers.
- d. The treasurer is responsible for auditing the books of the local churches. Where it is found impossible for the treasurer to personally audit the books of the local churches, the Executive Committee shall arrange with him/her for assistance as may be necessary in order to make the above possible. The treasurer has an oversight responsibility for the local church treasurers.

Section 2. Other Officers

Other individuals may serve as officers of the local conference, such as vice president, associate secretary and associate treasurer.

ARTICLE VII - Directors of Departments/Associations/Services

Section 1. Advisory Role

The directors of departments/associations/services of this conference shall work under the direction of the Executive

Committee of the conference and the president and shall serve in an advisory relationship to the field.

Section 2. Departments/Services Structure

Conference departments/services shall be organized in harmony with the departmental/service structure of the General Conference, but shall not necessarily duplicate the departments/services in the Union, Division or General Conference.

ARTICLE VIII - Other Organizations

Section 1. Unincorporated Organizations

The Southwest Region Conference may carry on its ministry through unincorporated subsidiary organizations. Constituency meetings of such organizations shall be held in conjunction with the regularly scheduled constituency meetings of the conference.

Section 2. Corporations

The Southwest Region Conference may form corporate bodies provided it obtains prior approval of the North American Division. Membership meetings and elections of boards of directors shall be held as provided by articles and bylaws of the corporations and in harmony with applicable laws.

ARTICLE IX - Finance

Section 1. Tithes and Offerings

The church funds managed by this conference shall consist of such tithe, including direct tithe, as it shall be assigned by policy and as received from within its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, and other donation 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 of the General Conference of Seventh-day Adventists; and in the case of donations, their use shall be in harmony with the specifications of donors and in compliance with the government regulations. Tithes are 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 of the General Conference of Seventh-day Adventists. Monies shall be deposited in the name of the Southwest Region Conference of Seventh-day Adventists in regular or special accounts, in such banks or saving institutions as the Executive Committee shall designate, and shall be withdrawn only by persons authorized by resolution of the Executive Committee.

Section 4. Financial Statements

The Southwest Region Conference shall prepare annually appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly within the Southwestern Union and the North American Division of the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.

ARTICLE X - Budget, Salary Review and Audit

Section 1. Budget

The Southwest Region Conference shall prepare an annual budget in harmony with the policies of the North American Division of the General Conference of Seventh-day Adventists.

Section 2. Salary and Expense Review

The Executive Committee shall constitute an employee remuneration committee to review annually the salary and expenses of all the employees and set salary rates for the subsequent year.

Section 3. Independent Audit

All accounting records of this conference shall be audited at least annually by an auditor designated by the General Conference Auditing Service; and the records of this conference or any of its subsidiaries, agencies or institutions shall at all times be open to said auditor.

ARTICLE XI - Indemnification

Section 1. To the extent permitted by law, this conference shall indemnify any person who was or is a party 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 or an officer or department director may be entitled.

(Note: This right of indemnification may be expanded or contracted as allowed under local law and as adopted by the constituents.)

ARTICLE XII - Churches

Section 1. Each church, in order to be retained as a member of this conference shall conform to the tenets, general policies and

usages of the Seventh-day Adventists denomination set forth in the current edition of the Seventh-day Adventist Church Manual and the current Working Policy of the North American Division of the General Conference of Seventh-day Adventists.

- Section 2.** This conference may receive or expel a church at any regular session, or in a special session providing such a church has been given notice to the proposed action at least thirty (30) days previous to the date of the special session, either by letter or through publication in the Southwestern Union Record.
- Section 3.** Legal title to all real property acquired by churches, institutions, and associations, within the conference shall immediately, upon acquisition, be vested in the Southwest Region Conference Association of Seventh-day Adventists, the legal corporation of the conference unless otherwise permitted in writing by the Executive Committee. All such real properties acquired by the Southwest Region Conference Association of Seventh-day Adventists and/or churches, and/or conference institutions are held in trust for the organization that acquired it.

ARTICLE XIII - Conference Church

- Section 1.** The conference church shall consist of such baptized believers as may be received into its membership who do not live close to any regularly organized church.
- Section 2.** The president of the conference shall be the elder of the conference church. The conference secretary, shall likewise serve as the clerk of the conference church, and the conference treasurer shall serve as the treasurer of the conference church. The Executive Committee shall serve as the administrative board of this church for the acceptance and dismissal of members.

ARTICLE XIV - Lay Advisory

- Section 1.** A permanent Southwest Region Lay Advisory made up of an elder and one other designee from each church of the conference shall meet with the officers and departmental directors not less than two (2) times per year, to study all phases of the conference program, and will make recommendations and

give counsel to the Executive Committee. It is recommended that these Lay Advisory meetings be held in conjunction with conference-wide meetings, such as elders and deacons retreats, camp meetings, and church officers meetings. The officers of the conference and departmental directors should submit written reports at these Lay Advisory meetings.

- Section 2.** The Lay Advisory is to be chaired by a layperson elected by the conference constituency at the regular quadrennial session to serve for the term of the quadrennial session. The Lay Advisory Chairperson will also sit on the Executive Committee as an observer.

ARTICLE XV - Pastoral Advisory

A permanent Southwest Region Pastoral Advisory consisting of eight (8) pastors from the eight (8) geographical areas of the conference shall be elected by the pastors from those respective areas. They shall meet with the conference officers not less than twice per year to discuss pertinent conference-related issues, and to make recommendations to the conference officers and/or the Executive Committee. The members of this advisory shall serve for the term of the quadrennial.

ARTICLE XVI – Town Hall Meetings

There shall be no less than one Southwest Region Conference Town Hall Meeting in all eight (8) geographical areas of the conference during each quadrennial term. The executive officers will give progress reports and field questions.

ARTICLE XVII - Amendments

- Section 1.** This conference shall amend its bylaws from time to time at any duly called constituency meeting, any such changes to conform to the spirit of the model local conference bylaws. Such amendments or revisions shall be approved by a two thirds (2/3) majority vote of the delegates present and voting.
- Section 2.** The constituency or the conference Executive Committee may recommend to the General Conference through the Southwestern Union Conference and the North American Division of the General Conference of Seventh-day Adventists

amendments to the Model Local Conference Constitution and Bylaws.

Section 3. Copies of proposed constitution and bylaws are to be furnished to each delegate three (3) weeks before the quadrennial session.