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**BYLAWS OF THE
ARKANSAS-LOUISIANA CONFERENCE
OF SEVENTH-DAY ADVENTISTS
Effective October 27, 2024**

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ARTICLE I—PRINCIPAL OFFICE

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The principal office for the transaction of the business of the Arkansas-Louisiana Conference is fixed and located at 7025 Greenwood Road, Shreveport, LA 71119. The executive committee may change the location of the principal office on a temporary basis. While we recognize multiple language groups throughout our constituency and will make every effort to accommodate translation at our sessions, the principal business language of the Arkansas-Louisiana Conference is English and its governing documents shall be in English.

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ARTICLE II—MEMBERSHIP/CONSTITUENCY SESSIONS

Section 1. Regular Session:

This conference shall hold a regular quadrennial constituency session at such time and place as the executive committee of the conference shall designate. In the event that the executive committee fails to call a regular constituency session within the quadrennial period, the Southwestern Union Conference Executive Committee may give notice for such a session and designate the time and place.

In case regional conditions, including but not limited to emergency, civil unrest, pandemic, natural disaster, government mandate, war or similar unforeseen circumstances, etc., make it imperative to postpone the calling of the constituency session, the Southwestern Union Conference or Arkansas-Louisiana Conference executive committee, in a regular or special meeting, shall have authority to make such postponement, not to exceed one year, giving notice to all constituent organizations.

In the event that the Southwestern Union or Arkansas-Louisiana Conference executive committee exercises its authority to postpone a constituency session, it shall also have the authority to set the subsequent regular constituency session at such time and place as it shall see fit, not to exceed four calendar years from the original date of the postponed constituency session. Notice of the time and place of the session 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 (4) weeks before the date of the session or,

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- b. A method approved by the Arkansas-Louisiana Conference Executive Committee, provided all churches and companies receive notice with sufficient times to select delegates, or
- c. **A method approved by the Southwestern Union Executive Committee in the event of inaction or failure to call a constituency meeting by the Conference Executive Committee.**

Section 2. Special Session:

- a. **The executive committee of this conference shall call a special constituency session 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 session, or**
 - 3). **It is requested by fifty-one (51) percent of the churches/companies of the conference through their business meetings or,**
 - 4). **It is voted by the Southwestern Union Executive Committee, the North American Division Executive Committee or the General Conference Executive Committee.**

The date for such a meeting in response to paragraphs 3) and 4) above shall not be more than 90 days from the date when the actions described in paragraphs 3) and 4) above are communicated to the officers/executive committee of the conference.

- b. **In the absence of a timely response by the conference executive committee to paragraphs 2) through 4) in Section 2a above, the Southwestern Union Executive Committee or North American Division Executive Committee may call a special constituency session of the conference and designate the time and place for such a meeting.**
- c. **The agenda for special constituency sessions shall be included in the notice of the session.**
- d. **Notice as to the time and place of special constituency sessions shall be given in the same manner as for regularly scheduled constituency sessions.**

Section 3. Virtual Attendance at Constituency Sessions:

100 Generally, regular and specially called constituency sessions are to be held in
101 person and onsite. However, if regional emergency conditions as stated
102 previously in the bylaws (referenced in Article II, Section 1, paragraphs 2 and 3)
103 still persist and the postponement option as previously stated has already been
104 exercised a year after the originally scheduled regular constituency session, then
105 the executive committee may arrange for virtual attendance at a constituency
106 session by electronic or similar means, and if permitted by local law, by which all
107 persons can hear each other at the same time, and participation by such means
108 shall constitute presence in person and attendance at such a session. A specially
109 called session may also be held virtually under the same emergency conditions
110 or circumstances.

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112 **Section 4. Chair and Secretary for Constituency Sessions:**

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114 **The president of this conference shall serve as chair and the secretary of**
115 **this conference shall serve as secretary for constituency sessions of this**
116 **conference. The president may designate other individuals to assist in**
117 **chair duties from time to time. In the event that the president's office is**
118 **vacant or that the president is unavailable to serve as chair, the**
119 **constituency session may be called to order by the ranking union officer**
120 **present. The first item of business shall be the election of a chair *pro tem*,**
121 **selected from the delegates present at the meeting. When the election of a**
122 **president has been completed, the new president, if present at the**
123 **constituency meeting shall replace the chair *pro tem*.**

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125 **In a similar manner, arrangements may be made for a secretary *pro tem* if**
126 **the secretary's office is vacant or the secretary is unavailable to serve at**
127 **the constituency session. When the election of a secretary has been**
128 **completed, the new secretary, if present at the constituency session, shall**
129 **replace the secretary *pro tem*.**

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131 **Section 5. Regular Session Business:**

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133 **The business of the regular constituency session shall include the election/**
134 **appointment of personnel for various positions (see Sec. 11. below), the**
135 **receipt of reports from the president, secretary, treasurer/chief financial**
136 **officer (report based on audited statements), departmental directors, and**
137 **the auditor. The constituency session shall endorse/approve/develop plans**
138 **for the conduct of the work as are desirable and in harmony with the**
139 **policies of the North American Division.**

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141 **Section 6. Quorum:**

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143 **At least forty (40) percent of the delegates authorized hereinafter under Section**
144 **of Article III must be present at any regular constituency session and at least**
145 **thirty (30) percent of the elected delegates for a special constituency session to**
146 **constitute a quorum for the transaction of business. Once the session is declared**
147 **open, the delegates present shall constitute a quorum.**

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149 **Section 7. Proxy Voting:**

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

Section 8. Voting Rights of the Delegates:

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

Section 9. Voting:

The voting on matters of business shall normally be by viva voce (live voice). The chair may call for the vote by other means, including a secret ballot, when it is deemed advisable or is requested by the membership.

Section 10. Parliamentary Authority:

The parliamentary authority pertaining to all rules and procedures for constituency sessions not covered by its bylaws shall be based on those published in the *General Conference Rules of Order*, and any adaptation or supplement approved by the division executive committee, unless otherwise determined by a two-thirds (2/3) majority vote of the constituency session.

Section 11. Election/Appointment and Term of Office:

- a. Election: All conference officers and members of the executive committee who are not ex officio members shall be elected by the delegates at a session of the conference constituency. The election of departmental directors, associate departmental directors, associate secretaries or associate treasurers, if not determined by the delegates at the conference constituency session, shall be referred to the executive committee for appointment. Other positions to be filled by election may include the chief administrator(s) and board members of conference institutions if and as required by governance documents and structure for each entity.**
- b. Term of Office: Persons elected at the constituency session and those appointed by the executive committee normally serve until the next regular constituency session. However, their period of service may be shorter due to resignation, voluntary retirement, retirement in situations where a mandatory retirement age policy is in effect, or removal from office, for cause, by the executive committee or a special constituency meeting.**

The phrase "for cause" when used in connection with removal from an elected or appointed position, or from employment, shall include but

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not be limited to 1) incompetence; 2) persistent failure to cooperate with duly constituted authority in substantive matters and with relevant employment and denominational policies; 3) actions which may be the subject of discipline under the *Seventh-day Adventist Church Manual*; 4) failure to maintain regular standing as a member of the Seventh-day Adventist Church; 5) theft or embezzlement; or 6) conviction of or guilty plea for a crime.

ARTICLE III—REPRESENTATION AT CONSTITUENCY SESSIONS

Section 1. Regular Delegates:

All delegates duly accredited by any one of the organized churches/companies of the conference. The total number of regular delegates shall be 500. Each church/company shall be entitled to one delegate for the organization. The remaining delegates shall be apportioned, based on the percentage of church/company membership to the total conference membership as of June 30 of the year preceding the session, from those **who hold membership in the local church/company which accredits them. Such delegates shall be chosen by the business meeting of the respective local church/company and include males and females.**

Alternate Delegates: Should any duly elected regular delegate die or cease to be a member in good standing prior to any constituency session of the Conference, and if a church/company does not have sufficient alternate delegates to fill its allotted contingent, replacement delegates may be elected in the same manner, and in the same number, provided no less than thirty days' notice is provided to the conference prior to the constituency session.

Section 2. Delegates At-Large:

Delegates at-large to a constituency session of this conference include:

- a. The current members of the executive committee of this conference** and all members of the standing constitution and bylaws committee.
- b. Members of the Southwestern Union Conference Committees who may be present at any constituency session of this conference. The number of such delegates shall not exceed ten percent of the total number of delegates otherwise provided for.**
- c. All employees holding missionary, teaching, or ministerial credentials or ministerial licenses issued by this conference. All other employees may serve as regular delegates provided they are elected in their local church.**
- d. Such other persons as may be recommended by the executive committee and accepted by the delegates in session. The number of such delegates shall not exceed ten percent of the total number of regular delegates provided for hereinabove.**

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- e. A person who is not elected to a new term of office at a constituency meeting does not thereby lose delegate status at the current constituency meeting.

Section 3. Church Membership Requirement:

All delegates appointed to represent the members of this conference at any constituency session shall be members in regular standing of the Seventh-day Adventist Church.

ARTICLE IV—CONSTITUENCY SESSION COMMITTEES

For purposes of equal representation, the conference executive committee shall establish seven (7) geographical areas of approximately equal membership (hereinafter called the “regions”). This is to be done no later than 120 days prior to each regular constituency session and will be the basis for church representation in all constituency committees.

(Note: Division executive committees may authorize a process whereby the session organizing and nominating committees may be selected and empowered to perform their tasks in advance of the session. The process to select such committees for a session shall involve constituency representation rather than being accomplished by the executive committee alone. Unless a division executive committee has approved other arrangements as described above, the following provisions shall apply for the appointment and functioning of session committees.)

Prior to each conference constituency session, the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session.

To facilitate the business of the session, constituency meeting committees may convene by means of an electronic conference or similar communications by which all persons participating can hear each other at the same time. However, subsequent to an initial, in-person meeting, the Nominating Committee shall not meet electronically.

These committees include:

Section 1. Organizing Committee:

At least sixty (60), but not more than seventy-five (75), days prior to the regular constituency session, the delegates from the local churches/companies will elect their allotted member(s) to the organizing committee.

- a. **The organizing committee shall be constituted as follows: Each church and company represented at the constituency session shall choose, or empower its delegation to choose ~~elect~~ one member plus one additional member for each five**

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hundred (500) members or a major fraction thereof (251 or greater).

- b. **Members of the organizing committee shall be chosen at or prior to the constituency session.** A delegate-at-large holding membership in that church/company delegation may be elected to serve on the organizing committee.
- c. The organizing committee for each region will meet at least forty-five (45) days prior to the next regular constituency session for the purpose of selecting their allotted members (2 per region) to the nominating committee.
- d. **The chair of the organizing committee shall be the president of the Southwestern Union Conference or his designee.**
- e. **The organizing committee shall nominate, and the constituency shall elect:**
 - 1) **A nominating committee**
 - 2) **A constitution and bylaws committee**
 - 3) Other committees may be necessary.

Each regional component of the organizing committee shall select and appoint one conference employee and one layperson from their region to serve on the nominating committee, with their alternates, to serve on the nominating committee (see section 2 for makeup of nominating committee). These may not be from the same church. No delegate shall serve on two (2) consecutive nominating committees. During each quadrennium, the executive committee shall assign, on a rotating basis, one region each from Arkansas and Louisiana to select an additional lay nominating committee member.

Section 2. Nominating Committee:

The nominating committee shall consist of at least nine (9) laypersons, seven (7) conference employees and not more than seventeen (17) members, including the president of the Southwestern Union Conference or his designee, who shall serve as the chair.

The membership of the committee shall be balanced, as nearly as possible, between denomination workers and laypersons representing various segments of the work and territories of the conference.

- a. **Those chosen as members of the nominating committee must be duly appointed delegates who will be in attendance at the constituency session.**
- b. **Persons holding elective office, as outlined in Article II, Section 11 in the current term, shall not be eligible to serve on the nominating committee.** Except for the chairperson, no

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delegate shall serve on two (2) consecutive nominating committees. All incumbent officers, departmental directors, and executive committee members shall be ineligible to serve on the nominating committee.

- c. **The nominating committee shall limit its nominations to those positions for which persons are to be elected at the constituency session and for which budgetary provisions have been made.**
- d. **The nominating committee shall also nominate members for the conference executive committee and for the boards of conference institutions whose bylaws indicate that board members for the entity are elected at a conference constituency session.** The nominating committee shall receive a list of budgeted positions to be filled.
- e. Each regional component of the organizing committee shall select and appoint one conference employee and one layperson from their region, with their alternates, to serve on the nominating committee.
- f. The nominating committee may meet prior to the constituency session. The nominating committee shall commence its work with an initial meeting at least twenty-seven (27) days prior to the regular constituency session. 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 constituents at least fourteen (14) days prior to said meeting. At least thirteen (13) members must be present to constitute a quorum for the transaction of business.

All votes for the nomination of conference officers by the nominating committee shall be by secret ballot. Each officer nominee shall be voted separately and shall receive at least sixty (60) percent, rounded to the nearest whole number, to be elected. Other conference personnel and members of the executive committee may be voted by voice vote or raised hand and are nominated by a simple majority vote.

The nominating committee shall disclose its recommendations to all duly appointed delegates and delegates-at-large, at least seven (7) days prior to the regular constituency session. In this disclosure packet, the conference shall provide as far as possible, the resume/bio of any nominee(s) for executive office who are not incumbents. A copy of the proposed changes to the constitution and bylaws shall also be included in this disclosure packet.

Section 3. Standing Constitution and Bylaws Committee:

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The standing constitution and bylaws committee shall consist of (7) members and be nominated one from each region giving preference to laypersons. It **shall include an officer of the Southwestern Union Conference and shall be chaired by the executive secretary/vice-president** for administration **of the local conference, or his/her designee.**

This committee shall begin to **function** the day following the quadrennial session and shall continue to function **between the regularly scheduled constituency sessions and shall submit its reports and detailed recommendations through the conference executive committee to the next regular constituency session.** Regular meetings of the committee shall be called at such times and places as the committee may select.

Election and Term of Office: The term of office of members of the committee shall be from the end of the regular session during which they were elected to the end of the next regular session. No member of the Committee shall be elected to more than two (2) terms consecutively. Appointment to the Committee midterm is not considered election.

Responsibilities: The Committee shall review the constitution and bylaws of the conference for the purpose of proposing such amendment(s) as it considers appropriate. The Committee shall serve as the sole interpreter of these documents between sessions. The committee shall also consider requests for amendment(s) submitted to it, in writing, by any concerned party. A copy of the proposed changes to the constitution and bylaws will be included in a disclosure packet that will be sent out to delegates no less than 7 days prior to the session.

Section 4. Voting by all Constituency Session Committees:

The election of officers and the voting on all other matters of business shall be by *viva voce* (live voice) unless otherwise determined by a majority vote of the delegates present.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1. Membership:

The executive committee of the Arkansas-Louisiana Conference of Seventh-day Adventists shall be elected at its regularly scheduled constituency session and shall consist of not more twenty-five (25) **members. The president, executive secretary/vice-president** for administration, **treasurer/vice-president** for finances, and Ozark Adventist Academy (OAA) Principal **shall be members ex officio of the executive committee.** The membership of the committee shall include fourteen (14) lay persons and seven (7) denominational employees, balanced over the seven regions (two laypersons and one employee per region), retaining a majority membership of laypersons. No two individuals, including church pastors, holding membership in the same church, shall serve on the executive committee, excluding ex-officio officers.

456 **The officers of the Southwestern Union Conference, of the North American**
457 **Division, and of the General Conference of Seventh-day Adventists are**
458 **members ex officio of the local conference executive committee; however,**
459 **their membership shall be in addition to the number detailed above. Any**
460 **such officers exercising their voting rights at any one meeting shall not**
461 **make up more than ten (10) percent of the committee membership present,**
462 **provided the denominational employees' votes do not total more than eleven**
463 **(11).**

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465 Standing Invitees: Other officers and departmental directors will be standing
466 invitees, but not ex officio members of the conference executive committee.
467 These invitees may have a voice but shall not have a vote and may not
468 participate in the executive session, unless specifically invited by the committee.
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470 Executive committee members other than the president, executive
471 secretary/vice-president for administration, treasurer/vice-president for finances
472 and OAA principal may serve no more than two consecutive terms. Appointment
473 mid-term is not considered election.
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475 **Section 2. Delegated Authority:**

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477 **The executive committee of this conference, unless replaced at a special**
478 **constituency session, is delegated the authority to act on behalf of the**
479 **constituents between regular constituency sessions, including the authority**
480 **to remove for cause:** (see definition of "for cause" in Article II, Section 11
481 above) **persons who have been elected at a conference constituency**
482 **session, including officers of the conference, directors of**
483 **departments/services, members of boards and committees whose election**
484 **or appointment is a result of a constituency session or executive**
485 **committee meeting action and to fill, for the remaining portion of the term,**
486 **any vacancies thus created. The removal of those named under Article VI,**
487 **Section 1, shall require the affirmative vote of two-thirds (2/3) of those**
488 **voting at a conference executive committee meeting where a majority of**
489 **members is present.**

490 491 **Section 3. Administrative Authority:**

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493 **The executive committee shall have full administrative authority:**

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495 a. To fill for the current term any vacancies that may occur by death,
496 resignation or otherwise, in its boards (such as the Board of
497 Education, Camp Yorktown Bay Operating Board, Association
498 boards and the South Louisiana Convention Center Operating
499 Board), committees (such as the Executive Committee and
500 Standing Constitution & Bylaws Committee), departments, or in
501 offices which have been filled by conference constituency session
502 election. **If a new president is to be elected, the president of**
503 **the Southwestern Union Conference, or his designee, shall**
504 **serve as chair of the executive committee.**
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- b. To appoint committees and/or boards, with their terms of reference, which are not otherwise filled by the nominating committee.
- c. To hire and terminate ministers, department directors and such personnel as deemed necessary for the work of the conference, delegating authority to the Board of Education/K-12 Board to hire and terminate teachers, school administrators, and other education personnel, and delegating authority to the executive officers to hire and terminate any support staff and other hourly employees.
- d. To grant and withdraw credentials and licenses. The withdrawal of credentials shall require the consent of two-thirds (2/3) of the members of the conference executive committee.

Section 4. Regular Meetings:

The executive committee shall schedule a minimum of four (4) regular meetings a year at such times and places as it may select.

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 executive secretary/vice-president for administration. A special meeting shall also be called by the executive secretary/vice-president for administration in response to the written request of a majority of the members of the executive committee.

Section 6. Attendance at Meetings:

Where allowed by local law, executive committee members may participate in meetings by means of an electronic conference or similar communications by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

A committee member who is absent three (3) times without notification of valid excuse can be requested to resign, with the replacement made by the conference executive committee.

Section 7: Notice of Meetings:

Notice as to time and place, and any other requirements under these bylaws, shall be provided to all members in a reasonable manner at least 48 hours prior to the meeting if the meeting is to take place by electronic conference or similar communications, or at least 96 hours if the meeting is to take place in person.

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Section 8. Quorum: Fifty-one percent (51%) of current members of the executive committee, **including the chair or vice-chair**, shall constitute a quorum.

ARTICLE VI – OFFICERS AND THEIR DUTIES

Section 1. Executive Officers:

The executive officers of this conference shall be a president, an executive secretary/vice-president for administration, and a treasurer/chief financial officer/vice-president for finances. The executive secretary/vice-president for administration and the treasurer/vice-president for finances 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 union executive committee, the constituency, in session and/or the conference executive committee. These plans, policies, and programs shall be in harmony with the Fundamental Beliefs and actions adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial 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 executive secretary/vice-president for administration and the treasurer/chief financial officer/vice-president for finances. He shall act as chair of the constituency sessions and the executive committee, and serve in the general interests of the Arkansas-Louisiana Conference as the constituency and the executive committee shall determine. In his leadership he shall adhere to the policies of the Southwestern Union, the North American Division and the General Conference of Seventh-day Adventists, work in harmony with the union executive committee, and in close counsel with the union officers.

- b. **Executive Secretary / Vice-President for Administration:** The executive secretary/vice-president for administration, **associated with the president as an executive officer, shall serve under the direction of the executive committee and shall act as vice-chair of the executive committee.** The executive secretary/vice-president for administration shall report to the executive committee of the conference after consultation with the president. It shall be the duty of the executive secretary/vice-president for administration to keep the minutes of the conference constituency sessions and of the executive committee meetings, and to furnish copies of these minutes to all members of the executive committee and to the union officers. The executive secretary/vice-president for administration shall also be responsible for providing information as may be requested by the president or by the

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conference, union, or division executive committee, and shall perform such other duties as usually pertain to the office.

- c. **Treasurer / Chief Financial Officer / Vice-President for Finances: The treasurer/chief financial officer/vice-president for finances, associated with the president as an executive officer, shall serve under the direction of the executive committee. The treasurer/chief financial officer/vice-president for finances shall report to the executive committee of the conference after consultation with the president. The treasurer/chief financial officer/vice-president for finances 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, 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 to the executive committee. The treasurer/chief financial officer/vice-president for finances shall also be responsible for furnishing copies of the financial statements to the Southwestern Union Conference officers.**

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 relationships to the field.

Section 2. Departments / Associations / Services Structure:

Conference departments, associations, and services shall be organized in harmony with the departmental/association/service structure of the General Conference but shall not necessarily duplicate the department/associations/services at the Union and Division, or the General Conference of Seventh-day Adventists.

ARTICLE VIII – OTHER ORGANIZATIONS

Section 1. Unincorporated Organizations:

The Arkansas-Louisiana Conference may carry on its ministry through unincorporated subsidiary organizations. Constituency sessions of such

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organizations shall be held in conjunction with the regularly scheduled constituency sessions of the conference.

Section 2. Corporations:

The Arkansas-Louisiana 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 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 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 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 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 of the General Conference of Seventh-day Adventists. Moneys shall be deposited in the name of the Arkansas-Louisiana Conference of Seventh-day Adventists in regular or special accounts, in such banks or savings 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 Arkansas-Louisiana Conference shall prepare regularly appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the Southwestern Union Conference 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.

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ARTICLE X – BUDGET, EMPLOYEE COMPENSATION REVIEW, AND FINANCIAL AUDIT

Section 1. Budget:

The Arkansas-Louisiana 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. Employee Compensation and Expense Review:

The executive committee shall appoint an employee compensation and expense review committee whose tasks are outlined in General Conference *Working Policy*.

Section 3. Independent Audit:

The financial statements of this conference shall be audited at least annually by an auditor chosen in harmony with General Conference *Working Policy* 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. He/she shall have no right to reimbursement for matters in which he/she has been adjudged liable to the conference for negligence or misconduct in the performance of his/her duties.

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.

ARTICLE XII – AMENDMENTS

Section 1. Amendment, Revision, and Repeal:

759 **The constitution and bylaws of this conference which are essential to the**
760 **unity of the Church worldwide, and are designated in bold print shall be**
761 **amended or revised from time to time in order to comply** as far as locally
762 appropriate **with changes to the Local Conference Model Constitution and**
763 **Bylaws as voted by the General Conference Executive Committee in its**
764 **annual meetings. Such amendments or revisions shall be approved by a**
765 **simple majority vote (unless local law requires a higher majority) of the**
766 **delegates present and voting at any duly called constituency session of the**
767 **local conference. Other sections of the constitution and bylaws may be**
768 **amended, revised, or repealed, by an affirmative vote of two-thirds (2/3) of**
769 **those present and voting, provided such changes are in harmony with the**
770 **accepted spirit of the Local Conference Model Constitution and Bylaws, and**
771 **have been processed through the conference executive committee.**
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773 **Notice of any proposed changes to the bylaws of this conference shall be**
774 **given specifically in conjunction with the publication of notice for the**
775 **session.**