

**CONSTITUTION OF THE TEXAS CONFERENCE
OF SEVENTH-DAY ADVENTISTS
PROPOSED MAY 16, 2021**

Article I – Name

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

Article II – Purpose

The purpose of this conference is to call all people within its territory to become disciples of Jesus Christ, to proclaim the everlasting gospel embraced by the three angels' messages (Revelation 14:6-12), and to prepare them for Christ's soon return.

Article III - Relationships

The ~~Texas C~~onference is a member unit of the Southwestern Union Conference of the Seventh-day Adventist Church, and is located in the territory of the North American Division of the General Conference of Seventh-day Adventists. This conference shall pursue the mission of the Seventh-day Adventist Church in harmony with the *Fundamental Beliefs of Seventh-day Adventists*, 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 all the counties of the State of Texas east of the Counties of Hardeman, Foard, Knox, Haskell, Jones, Callahan, Runnels, Concho, Schleicher, Sutton, Terrell, and south of the Counties of Sutton and Crockett, except that portion of Bowie county which comprises the city of Texarkana.

Article V – Membership/Constituency

The membership/constituency 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 regular or special conference constituency meeting. Such churches shall remain indivisible members of the sisterhood of churches unless expelled by the sisterhood of churches in a properly called Constituency meeting of the ~~Texas C~~onference.

Article VI - Bylaws

The ~~members~~ membership of this conference acting in and through a conference constituency meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any provision not inconsistent with the constitution or with the current local conference model constitution and bylaws approved by the Executive Committee of the General Conference of Seventh-day Adventists.

Article VII - Dissolution and ~~D~~disposition of ~~A~~assets

This conference may be dissolved only by a two-thirds (2/3) majority vote of the total delegates present and voting at any constituency meeting. In the event of the dissolution of this conference and unless otherwise required by local law, all assets remaining after all claims have been satisfied shall be transferred to a legal entity authorized by the North American Division of the General Conference of Seventh-day Adventists, in trust, for the benefit of, and for equitable distribution to, the churches of the conference.

Article VIII - Amendments

The constitution of the ~~Texas C~~conference may be amended, revised, and/or repealed at any duly called constituency meeting by two-thirds (2/3) vote. If it is proposed to amend the constitution at any specially called constituency meeting, notice of such proposed amendments shall be given specifically in conjunction with the ~~publications of~~ notice for such special session.

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 constitution.

**BYLAWS OF THE TEXAS CONFERENCE
OF SEVENTH-DAY ADVENTISTS
PROPOSED MAY 16, 2021**

Article I - Principal Office

The principal office for the transaction of the business of the Texas Conference is fixed and located at Alvarado, Texas. The conference executive committee may in an emergency change the location of the principal office on a temporary basis.

Article II - ~~Constituency~~Membership/Constituency Meetings

Section 1. Regular Meeting:

This conference shall hold a regular quadrennial ~~constituency~~membership/constituency meeting* 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 quadrennial constituency meeting within the quinquennial period, the Southwestern Union Executive Committee may give notice for such a meeting and designate the time and place. In case regional conditions make it imperative to postpone the calling of the quadrennial constituency meeting, the 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 executive committee exercises its authority to postpone a quadrennial constituency meeting, it shall also have the authority to set the subsequent regular constituency meeting at such time and place as it shall see fit, not to exceed five calendar years from the date of the postponed constituency meeting. Notice of the time and place of the meeting shall be given to the delegates representing the members 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,
- b.— ~~By another~~ Another method approved by the Texas Conference Executive Committee, provided all member units receive notice with sufficient time to select delegates, or-
- c.— ~~A~~ method approved by the Southwestern Union Executive Committee in the event of inaction or ~~non-compliance~~failure to call a constituency meeting by the Texas Conference Executive Committee.

*The membership/constituency meeting is a business meeting of the membership of this conference. These meetings may also be called membership/constituency sessions.

Section 2. Biennial Meeting:

A Biennial Constituency meeting shall be scheduled by the Texas Conference Executive Committee between regular quadrennial sessions. The other years when no constituency meeting is scheduled, duly advertised town hall meetings may be scheduled by the officers in locations as needed throughout the conference for interim progress reviews.

Section 3. Special Meeting:

a. The Executive Committee of this conference shall call a Special Constituency meeting 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 fifty percent (50%) of the churches of the conference through their church boards or may call a special constituency business meeting when, or
4. 3) It is voted by the Southwestern Union Executive Committee, or the North American Division executive committee or the General Conference Executive Committee.

b. The date for such a meeting in response to paragraphs 2 and 3 in Sec. 3.a. above shall not be more than 90 days from the date when the actions described in paragraphs 2 and 3 above are communicated to the officers/executive committee of the ~~union~~ conference.

4. In the absence of a timely response by the conference executive committee to paragraphs 2 through 4 and 3 in Sec. 23. a. above, the Southwestern Union Executive Committee or North American Division Executive Committee may call a Special Constituency meeting of the conference and designate the time and place for such a meeting.

2c. The agenda for Special Constituency meetings shall be included in the notice of the meeting.

d. Notice as to the time and place of special constituency meetings shall be given in the same manner as for regularly scheduled constituency meetings.

Section 4.

Section 4. Virtual Attendance at Constituency Meetings: Generally, regular and specially called constituency meetings are to be held in person and onsite. However,

delegates when requested by the executive committee, and if permitted by local law, may be present and participate by means of an electronic conference or similar communications by which all persons can hear each other at the same time, and participation by such means shall constitute presence in person and attendance at such a meeting.

Section 5. Chair and Secretary for Constituency Meetings:

The president of this conference shall serve as chair and the secretary of this conference shall serve as secretary for constituency meetings of theis conference. The president may designate other individuals to assist in chair duties from time to time. In the event that the president=s office is vacant or that the president is unavailable to serve as chair, the constituency meeting may be called to order by the ranking union officer present. The first item of business shall be the election of a chair *pro tem*, selected from the delegates present at the meeting. When the election of a president has been completed, the ~~new or re-elected~~ president, if present at the constituency meeting, shall replace the chair *pro tem*.

In a similar manner, arrangements may be made for a secretary pro tem if the secretary's office is vacant or the secretary is unavailable to serve at the constituency meeting. When the election of a secretary has been completed, the ~~new or re-elected~~ secretary, if present at the constituency meeting, shall replace the secretary *pro tem*.

~~A person who is not reelected at a constituency meeting does not thereby lose delegate status at the current constituency meeting.~~

Section 56. Regular Meeting Business:

The business of the quadrennial constituency meeting shall include the election/appointment of personnel for various positions (see Sec. 102. below), the receipt of reports from the president, secretary, treasurer/chief financial officer (report based on audited statements), departmental directors, and the auditor. The constituency meeting shall endorse/approve/develop plans for the conduct of the work as are desirable and in harmony with the policies of the North American Division.

Section 67. Quorum:

At least 30 percent of the delegates authorized hereinafter under Section 1-a. of Article III of these bylaws 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, this quorum must be maintained through the meeting for the transaction of business.

Section 78. Proxy Voting:

All delegates must be present in person at any constituency meeting, or participating by electronic means, in order to be eligible to vote. There shall be no voting by proxy.

Section 89. Voting Rights of the Delegates:

Each delegate appointed to act on behalf of the members of the Texas 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 meeting of the Texas 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.

Section 910. Voting:

The voting on matters of business shall normally be by *viva voce*. The chair may call for the voting by other means, including a secret ballot, when it is deemed advisable or is requested by the membership. Votes cast remotely shall have the same validity as if the delegates met and voted onsite.

Section 101. Parliamentary Order:

The parliamentary authority pertaining to all rules and procedures for constituency meetings not covered by its bylaws shall be based on those published in the "~~General~~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 meeting.

Section 142. Election/Appointment and ~~Term of~~ Office:

a. ~~All~~ officers and members of the executive committee who are not ~~ex-officio~~ex officio members shall be elected by the delegates at the quadrennial-constituency meeting of the conference. The election of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, if not determined by the delegates at the conference constituency meeting, shall be referred to the executive committee for appointment.

b. ~~Term of Office:~~ Persons elected at the constituency meeting and those appointed by the executive committee normally serve until the next quadrennial constituency meeting. 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 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.

Section 123. Speaking Privileges:

Speaking privileges at regular and special sessions of the Texas Conference shall be limited to the delegates unless authorized by a majority vote of the delegates present and voting.

Article III - Representation at Constituency Meetings

Section 1. ~~The d~~Regular Delegates at any constituency meeting of this conference sha: All be regular delegates and delegates at large.

- a. ~~Regular Delegates:~~ All delegates shall be duly accredited by any one of the organized churches of the conference. Each church shall be entitled to one delegate for the organization and one additional delegate for each sixty (60) members or major fraction thereof and who hold membership in the local church which accredits them. Such delegates shall be voted by the business meeting of the respective local church and include males and females.

Section 2. Delegates at large: Delegates at-large to a constituency meeting of this conference include:

- 1) ~~All a.~~ The current members of the executive committee of the Texas ~~this~~ conference.
- 2) ~~All members of the executive committee b.~~ Members of the Southwestern Union ~~Conference~~ Executive Committee who may be present at any constituency meeting of this conference. The number of such delegates shall not exceed ten percent of the total number of regular delegates.
- 3) ~~c.~~ All employees holding credentials or licenses issued by the Texas Conference.
- 4) ~~Officers of the General Conference and North American Division who may be present at any constituency meeting of this conference.~~
- 5) ~~d.~~ All Texas Conference appointed lay pastors.
- 6) ~~e.~~ 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.~~

Section 3. Officers Not Re-elected: 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 4. Church Membership Requirement: All delegates appointed to represent the members of this conference at any constituency meeting shall be members in regular standing of the Seventh-day Adventist Church.

Section 25. Definition of Area: The conference is divided into ten (10) areas. The area is defined as a geographic grouping of church districts. Boundary lines between areas will be determined by the conference officers in consultation with the executive committee.

Article IV - Constituency Meeting Committees

Prior to each quadrennial constituency meeting, the executive committee shall provide for such temporary committees as may be necessary to conduct the preliminary work for the session. Committees that 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. These committees include:

Section 1. Organizing Committee:

4 a.— Members of the organizing committee shall be chosen prior to the constituency meeting.

4) The delegates of each church shall caucus prior to the session for the purpose of electing its member or members to the organizing committee. At least ninety (90) days prior to the quadrennial constituency session, the secretary of the Texas Conference shall notify each church 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 represented at the constituency meeting shall choose, or empower its delegation to choose, one (1) member plus one (1) additional member for each five hundred (500) members or a major fraction thereof.

c.— The chairperson of the organizing committee shall be the president of the Southwestern Union Conference or his designee.

d.— Members of the ~~O~~rganizing ~~C~~ommittee from “areas” shall meet in their geographic area within forty-five (45) days prior to the constituency meeting at a location and date previously designated by the conference executive

committee. The area organizing committees shall appoint their allotted representatives and the constituency shall elect:

- 1) ~~___~~ A nominating committee ~~___~~.
- 2) A constitution and bylaws committee ~~___~~.
- 3) ~~___~~ Other committees as may be necessary.

Section 2. Nominating Committee:

~~A. The Nominating Committee shall consist of the following delegates:~~

- ~~4.~~
 - a. The nominating committee membership will be defined as follows:
 - 1) The Southwestern Union Conference president or his designee, who shall serve as chair.
 - 2) One (1) lay delegate who is not employed by the Texas Conference from each area for each twenty-five hundred (2,500) members or major portion thereof in the area.
 - ~~2.~~3) One (1) pastor from each area of the conference.
 - 4) One (1) delegate who is a Texas Conference educational employee for each area with two hundred (200) primary or secondary students enrolled in Texas Conference schools within the area.
- ~~3.~~ 5) Texas Conference Executive Committee members and Texas Conference office staff are ineligible to serve on the ~~N~~nominating ~~C~~committee.
- ~~4.~~ 6) Those chosen as members of the ~~N~~nominating ~~C~~committee must be duly appointed delegates in attendance at the constituency meeting.
- ~~5.~~ 7) Persons holding elective office, as outlined in Article II, Sec. 11. ~~I~~n the current term shall not be eligible to serve on the ~~N~~nominating ~~C~~committee.
- ~~6.~~ b. ~~___~~ The ~~N~~nominating ~~C~~committee shall limit its nominations to those positions for which persons are to be elected at the constituency meeting.
- ~~7.~~ c. The ~~N~~nominating ~~C~~committee shall also nominate members for the executive committee and for the boards of conference institutions whose bylaws indicate that board members for the entity are elected at a conference constituency meeting.

Bd.—Replacement of Nominating Committee Members:

Two (2) Alternate Lay Persons, one (1) pastor and one (1) educational employee of the conference, are to be chosen for each area of the Texas Conference to serve in the event a vacancy occurs in the membership during the term of the Nominating Committee.

Ge.—Quorum.—A majority of the nominating committee shall constitute a quorum for transaction of business.

Df.— The nominating committee shall begin its work within sixteen (16) days prior to the quadrennial constituency session at a spiritual weekend retreat for the purpose of conducting its responsibilities. ~~The committee shall meet Friday morning and continue until the beginning of the Sabbath.~~ The committee shall ~~continue its work after the Sabbath hours and~~ deliver its report to all delegates by electronic and traditional means as soon as the report is complete but no later than seven (7) days prior to the quadrennial constituency session. The committee's report shall include a resume of each non-incumbent nominee.

Section 3. Standing Constitution and Bylaws Committee:

a.— The standing constitution and bylaws committee shall include an officer of the Southwestern Union Conference, and shall be chaired by the secretary of the local conference, or ~~his/her~~ the secretary's designee, and shall consist of:

1) — One lay person- representative from each area of the conference.—

2) — One conference employee from each area of the conference.—

b.— This committee shall function between the regular quadrennially scheduled constituency meetings and shall submit its reports and detailed recommendations ~~to~~ through the conference executive committee ~~and~~ to the next regular constituency meeting.—

ARTICLE V B EXECUTIVE COMMITTEE

c. This committee shall meet at least 6 months prior to any regularly scheduled constituency session.

Section 4. Voting: The nomination of officers and the voting on all other matters of business shall be by voice unless otherwise determined by a majority vote of the committee members present.

Article V - Executive Committee

Section 1. Membership of ~~the Executive Committee~~

The executive committee of the Texas Conference of Seventh-day Adventists shall be elected at its regularly scheduled quadrennial constituency meeting and shall consist of the following:-

~~a. President~~

~~b. Secretary~~

~~c. Treasurer/Chief Financial Officer~~

~~d. Vice-president~~

a. The conference president.

b. The conference secretary.

c. The conference treasurer/chief financial officer.

d. Any vice-president(s) of the conference.

~~e. Ministerial Director~~

~~f. Hispanic Ministries Director~~

~~g. Education Superintendent~~

~~h. Youth Director~~

~~i. Evangelism Director~~

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~~j.~~

e. The conference ministerial director.

f. The conference Hispanic ministries director.

g. The conference education superintendent.

h. The conference youth director.

i. The conference evangelism director.

j. One (1) lay delegate who is not employed by the Texas Conference from each area for each twenty-five hundred (2,500) members or major portion thereof in the area. Consideration should be given to the demographic diversity of the area. Area membership is to be determined by the conference membership report delivered by January 1 in the year of the quadrennial constituency meeting.

k. One (1) pastor from each area of the conference, including at least one (1) pastor thirty-five (35) years of age or under.

l. Members of the Texas Conference Executive Committee specified in (j) and (k) will be limited to no more than one (1) person from each church except for churches with fifteen hundred (1500) members or more, which may have two (2).

m. One (1) representative from the K-12 education system.

n. One (1) institutional representative from Southwestern Adventist University or Adventist Health System Sunbelt Healthcare Corporation (AdventHealth).

o. No member of the Nominating Committee may nominate themselves or another member of the Nominating Committee to serve on the Executive Committee.

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The officers of the Southwestern Union Conference, ~~or of~~ of the North American Division and of the General Conference of Seventh-day Adventists are members *ex officio* of the local conference executive committee. Any such officers exercising their voting rights at any one meeting shall not make up more than ten percent of the committee membership present.

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Section 2. Term Limitations:

Persons elected under Article V, Sections 1(j), (k) or (m) above may serve any number of terms but not more than two (2) consecutive terms.

Section 3. Delegated Authority:

The executive committee of this conference, ~~unless replaced at a special constituency session,~~ is delegated the authority to act on behalf of the constituents between quadrennial constituency meetings, including the authority to ~~elect or~~ remove for cause.

(see definition of "for cause" in Article II, Section 12 above) persons who have been elected at a constituency meeting, including officers of the conference, directors of departments/services, members of boards and committees whose election or appointment is a result of a constituency meeting or executive committee meeting action and to fill, for the remaining portion of the term, any vacancies thus created. The removal of those named under Article VI, ~~See Section 1,~~ shall require the affirmative vote of two-thirds (2/3) of those voting at ~~ana conference~~ executive committee meeting where a majority of members is present.—

Section 4. 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 during a ~~quadrennial session~~ constituency meeting. If a new president is to be elected, the president of the Southwestern Union Conference, or his designee, shall serve as chair of the ~~conference~~ executive committee.
- b. To appoint committees and boards with their terms of reference.
- c.— To employ ministers, departmental directors, teachers, 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 named under Article V, Section 1, of these bylaws shall require the consent of two-thirds of the members of the conference executive committee.

Section 5. Regular Meetings:

The Texas Conference Executive Committee may schedule regular meetings at such times and places as it may select.

Section 6. 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 Texas Conference Executive Committee.

Section 7. 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.

Section 8. 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 forty-eight (48) hours prior to the meeting if the meeting is to take place by electronic conference or similar communications, or at least ninety-six (96) hours if the meeting is to take place in person.

Section 9. Quorum: A simple majority of the members of the Texas Conference ~~E~~executive ~~C~~committee, including the chair or vice chair, shall constitute a quorum. A quorum is required to do business.

Section 10. Absences:

Five (5) absences in a calendar year from regularly called meetings will be cause for removal from the committee. This includes committee and sub-committee assignments.

Section 11. Votes by Electronic Mail: At the discretion of the President, the executive committee may vote on specific actions by email. Each committee member shall provide the Conference a personal email address. At least seventy-two (72) hours prior to the deadline for the vote, each executive committee member shall receive a summary of the action to be taken with supporting information or documentation, along with the time and date of the vote deadline. In order to be a valid email vote, the vote must come from the executive committee member's provided personal email address and be received by the Conference on or before the stated vote deadline. In order for the action to be considered valid, a quorum of the executive committee must vote. Email voting shall not be used in conjunction with, or in place of, scheduled executive committee meetings.

ARTICLE VI B OFFICERS

Article VI - Officers and Their Duties

Section 1. Executive Officers:

The executive officers of this conference shall be a president, a secretary, and a treasurer/chief financial officer. 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

doctrines Fundamental Beliefs of Seventh-day Adventists 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 or commissioned minister of experience, is the first officer and shall report to the executive committee of the conference in consultation with the secretary and the treasurer/chief financial officer. ~~He~~ The president shall act as chair of the constituency meetings and the executive committee, and serve in the general interest of the ~~Texas C~~conference as the constituency and executive committee shall determine. In ~~his~~ the president's leadership ~~he, the president~~ shall adhere to the policies of the Southwestern Union Conference, the North American Division and the General Conference of Seventh-day Adventists, work in harmony with the ~~Southwestern Union C~~conference ~~C~~committee and in close counsel with the union officers.
- b. ~~Secretary:~~ The secretary, 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 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 constituency meetings and of the executive committee meetings, to furnish copies of these minutes to all members of the executive committee and to the union 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 conference, union, or division executive committee, and shall perform such other duties as usually pertain to the office.
- c. ~~Treasurer:~~ The treasurer/chief financial officer, 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 after consultation with the president. The treasurer/chief financial officer 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 Southwestern Union, the North American Division and the General Conference in harmony with the Division policy, and for providing financial information to the president and to the executive committee. The treasurer/chief financial officer shall also be responsible for furnishing copies of the financial statements to the ~~Southwestern Union~~union officers.

Section 2. Other Officers:

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

ARTICLE Article VII - DIRECTORS OF DEPARTMENTS/ASSOCIATIONS/SERVICES
Directors of Departments/Associations/Services

Section 1. Advisory Role:

The directors of departments/association/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 generally be organized in harmony with the departmental/service structure of the General Conference, including a Spanish director, but shall not necessarily duplicate the departments/ services in the Southwestern Union, North American Division, or General Conference.

ARTICLE Article VIII - OTHER ORGANIZATIONS **Other Organizations**

Section 1. Unincorporated Organizations:

The Texas 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 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 Article IX – FINANCE **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 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 Texas 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 Texas 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, state or federal government. In accordance with state law, the Texas Conference shall keep correct and complete books and records of accounts for at least three years after the end of each fiscal year and shall make the books and records available at the principal office of the Texas Conference office on request for inspection, to members of any organized church in the Texas Conference.

Article X

Budget, Employee Compensation Review, and Financial Audit

Section 1. Budget:

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

Section 3. Independent Audit:

All accounting records 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 ~~the~~ this conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditor.

Section 4. The Audit Review Committee:

The Texas Conference Executive Committee will appoint an audit review committee to review the ~~auditors~~ auditor's report and make their report to the Texas Conference Executive Committee.

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 conference executive committee, or an officer or department director may be entitled.

Article XII - Amendments

The bylaws of this conference may be amended, revised, and/or repealed at any duly called ~~C~~constituency meeting by a two-thirds (2/3) majority vote of the delegates present and voting. If it is proposed to amend the bylaws at any specially called ~~C~~constituency meeting, notice of such proposed amendments shall be given specifically in conjunction with the ~~publications of~~ notice for such special session.