

**BYLAWS OF
THE NEW JERSEY CONFERENCE OF
SEVENTH-DAY ADVENTISTS, INC.**

1 **Denominational Integrity**
2

3 No person shall serve, or continue to serve, as a conference officer, church officer,
4 departmental secretary, trustee, member of the executive committee, or as a voting
5 delegate, who does not uphold the teachings of the Seventh-day Adventist church, who
6 does not support the Conference with tithes and offerings, or who is no longer a member
7 in regular standing of a recognized Seventh-day Adventist church, within the territory of
8 the New Jersey Conference.
9

10 **ARTICLE I – DEFINITIONS**
11

12 When used in these Bylaws, the terms defined below shall have the meanings specified:
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14 The “Articles” shall mean the Articles of Incorporation of the Corporation, including any
15 and all amendments thereto, as then in effect.
16

17 The “Union Conference” or the “Union” shall mean the Columbia Union Conference of
18 Seventh-day Adventists or its Association.
19

20 The “Executive Committee” shall mean the Board of Directors of the Corporation.
21

22 The “Code” shall mean the Internal Revenue Code of 1986, as amended, and the
23 regulations thereunder, as then in effect.
24

25 The “Conference” shall mean New Jersey Conference of Seventh-day Adventists, Inc.
26

27 “Constituency Meetings” shall mean the properly called membership meetings of the
28 Conference.
29

30 The “Corporation Act” or the “Act” shall mean the New Jersey Nonprofit Corporation
31 Act, Title 15A, or Title 16 of the New Jersey Revised Statutes, as then in effect.
32

33 The “General Conference” shall mean the General Conference of Seventh-day
34 Adventists, a world church organization.
35

36 The “North American Division” or the “Division” shall mean the North American
37 Division of the General Conference of Seventh-day Adventists.
38

39 “Member Church” shall mean a Seventh-day Adventist Church that has been properly
40 organized in any part of the geographic territory under the jurisdiction of the Conference

41 and formally approved for membership by vote of delegates at any properly called
42 Constituency Meeting of the Conference.

43
44 The “State” shall mean the State of New Jersey.

45
46 The phrase “With Consideration for Representation From The Various Geographic
47 Regions” shall mean the four geographic regions of the State of New Jersey, defined as
48 follows: Northwest (Morris, Sussex and Warren Counties), Northeast (Bergen, Essex,
49 Hudson, Passaic, and Union Counties), Central (Burlington, Hunterdon, Mercer,
50 Middlesex, Monmouth, Ocean, and Somerset Counties), and South (Atlantic, Camden,
51 Cape May, Cumberland, Gloucester, and Salem Counties). Representation on the various
52 committees referenced in these Bylaws shall be proportional to the membership of the
53 churches located within each geographical region.

54
55 “Proportional Representation” on those committees where the Bylaws call for
56 representation from the various geographic regions, shall mean that each geographic
57 region is entitled to a minimum of one member per the region and the additional
58 representatives shall be allocated based on the membership of the regions.

59
60 The phrase “two consecutive terms” shall be understood as including both partial and/or
61 full terms. Partial terms shall count the same as a full term when counting the number of
62 terms an individual has served on a committee when applying the term limit rule.

63 64 **ARTICLE II - PRINCIPAL OFFICE**

65
66 The principal office for the transaction of the business of the Conference is fixed and
67 located at 2303 Brunswick Avenue, Lawrenceville, County of Mercer, and State of New
68 Jersey. The Executive Committee may in an emergency change the location of the
69 principal office on a temporary basis. The Conference may have offices at such other
70 places within the State as the Executive Committee may determine, or as the
71 Conference’s activities may require.

72 73 **ARTICLE III - PURPOSES**

74
75 **Section 1: Purposes.** The Conference is organized as a non-profit public benefit
76 corporation exclusively for charitable, religious, and educational purposes within the
77 meaning of Section 501(c)(3) of the Code (or the corresponding provision of any future
78 United States Internal Revenue Law), including but not limited to unifying, extending
79 and facilitating the work and proclamation of the Everlasting Gospel of Jesus Christ, in
80 the context of the Three Angels’ Message of Revelation 14:6-12, to all peoples in the
81 State, in the mission fields of the world, and in such additional territories wherever
82 situated as shall be designated by vote of the Executive Committee, in part by teaching
83 the Gospel and by leading people to accept Jesus Christ as their personal Savior and to
84 unite with His church, nurturing and discipling them to prepare for His soon return;
85 coordinating Christian ministries and pastoral, educational, youth, literary, health and

86 community services; conducting and carrying on meetings and conferences of delegates
87 from the various Seventh-day Adventist churches located within the State, and elsewhere;
88 and conducting and carrying on such other meetings, conferences, and gatherings as shall
89 from time to time be permitted or required by these Bylaws or the Working Policies of
90 the General Conference and the North American Division.

91
92 The Conference is a part of the Columbia Union Conference, which in turn is part of the
93 North American Division of the General Conference. All purposes, powers, policies, and
94 procedures of the Conference shall be in harmony with the Working Policies of the
95 General Conference and the North American Division. The Conference shall pursue its
96 mission in harmony with the doctrines, programs, and initiatives adopted and approved
97 by the General Conference in its quinquennial sessions.

98
99 Notwithstanding any other provision of these Bylaws, the Conference shall not carry on
100 any other activities not permitted to be carried on (a) by a corporation exempt from
101 federal income tax under Section 501(c)(3) of the Code (or the corresponding provision
102 of any future United States Internal Revenue Law) or (b) by a corporation to which
103 contributions are deductible under Section 170(c)(2) of the Code (or the corresponding
104 provision of any future United States Internal Revenue Law).

105
106 **Section 2: Powers.** Subject to the foregoing, the Conference shall have all powers,
107 rights, privileges, and immunities, and shall be subject to all of the liabilities conferred or
108 imposed by law upon corporations of this nature, and have all the benefits of all general
109 laws with respect to nonprofit corporations and under the Corporation Act, provided that
110 no part of the net earnings of the Conference shall inure to the benefit of any member,
111 director, or officer of the Conference, or any private individual (except that reasonable
112 compensation may be paid for services rendered to or for the Conference in carrying out
113 one or more of its purposes), and no member, director, or officer of the Conference, or
114 any private individual, shall be entitled to share in the distribution of any of the corporate
115 assets on dissolution of the Conference. No substantial part of the activities of the
116 Conference shall be the carrying on of propaganda, or otherwise attempting to influence
117 legislation, and the Conference shall not participate in or intervene in (including the
118 publication or distribution of statements) any political campaign on behalf of any
119 candidate for public office.

120
121 **Section 3: Distribution on Dissolution.** Upon the dissolution of the Conference or the
122 termination of its activities, the assets of the Conference remaining after the payment of
123 all its liabilities shall be distributed exclusively to the Union or a legal entity authorized
124 by the Division, for use in the State, to the extent permitted by law; provided, however,
125 that if the Union or such other organization no longer shall exist or qualify for exemption
126 from federal income taxation under the Section 501(a) of the Code, such assets shall be
127 distributed to one or more organizations designated by the Executive Committee that are
128 then exempt from federal income taxation under Section 501(a) of the Code as
129 organizations described in Section 501(c)(3) of the Code.

131 **Section 4: Tax Exempt Status.** It is intended that the Conference shall have and
132 continue to have the status of a corporation which is exempt from federal income tax
133 under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of
134 the Code. The Articles and these Bylaws shall be construed accordingly, and all powers
135 and activities shall be limited accordingly.

136 137 **ARTICLE IV - CONSTITUENCY MEETINGS**

138
139 **Section 1: Regular Meeting:** The Conference shall hold a regular quinquennial
140 Constituency Meeting at such time and place as the Conference Executive Committee
141 shall designate.

142 a. Twelve weeks prior to the Constituency Meeting an invitation shall be given
143 for Member Churches, Conference-operated institutions, departmental directors,
144 committees, and boards of the Conference to propose items for the agenda.

145 1) All items shall be submitted in writing to the Conference Executive
146 Secretary eight weeks prior to the date of the session and shall include an explanation of
147 the proposal.

148 2) The Executive Committee shall designate the agenda items for all sessions
149 taking into consideration all properly submitted items. The agenda for any Constituency
150 Meeting may be amended during any session by a vote of two-thirds of the delegates
151 present and voting at such Constituency Meeting.

152 b. The official notice regarding the time and place for the Constituency Meeting
153 shall be given as follows:

154 1) A notice published in the official publication of the Union at least four
155 weeks before the date of the session and/or

156 2) Any method approved by the Conference Executive Committee.

157 158 **Section 2: Special Meeting:**

159 a. The Conference Executive Committee shall call a Special Constituency
160 Meeting at a time and place it deems proper when:

161 1) It is voted by the Conference Executive Committee, or

162 2) It is voted by the delegates at any Constituency Meeting, or

163 3) It is requested by at least fifty (50%) percent of the member churches of
164 the Conference through their church boards, or

165 4) It is required by the Union Executive Committee.

166 b. Notice of the time and place of the special Constituency Meeting shall be
167 given in the same manner as for any regularly scheduled Constituency
168 Meeting.

169
170 **Section 3: Delegates' Background Material:** Background materials that the Executive
171 Committee shall deem pertinent to a regular or special meeting shall be sent to each
172 delegate at least three (3) weeks prior to the meeting.

174 **Section 4: Parliamentarian:** The Conference Executive Committee shall designate a
175 parliamentarian for each Constituency Meeting. The Parliamentarian shall utilize the then
176 current edition of the General Conference Rules of Order to assist the chair in ruling on
177 questions of procedure.

178

179 **Section 5: Quorum:** At least thirty percent (30%) of the regular delegates authorized
180 hereinafter under Section 1-a. of Article V must be present at any regular or special
181 Constituency Meeting to constitute a quorum for the transaction of business. Once the
182 meeting is declared open, the delegates present shall constitute a quorum.

183

184 **Section 6: Proxy Voting:** All delegates must be present in person at any Constituency
185 Meeting in order to be eligible to vote. Voting by proxy shall not be permitted.

186

187 **Section 7: Voting Rights of the Delegates:** Each delegate shall be entitled to one vote.

188

189 **Section 8: Election and Term of Office:** All officers of the Conference, and members
190 of the Executive Committee shall be elected by the delegates at a regular Constituency
191 Meeting, and shall hold their offices until the next regular Constituency Meeting, unless
192 they resign or are removed from office for cause by the Conference Executive Committee
193 or at a Special Constituency Meeting. The Conference Executive Committee shall
194 appoint all departmental directors, associate departmental directors, associate and
195 assistant treasurers, and the Superintendent of Schools in their first meeting after the
196 session and such individuals shall hold office as set forth above.

197

198 **Section 9: Voting:** Voting on all matters of business shall be by voting cards unless
199 otherwise determined by a majority vote of the delegates present.

200

201 **ARTICLE V – REPRESENTATION**

202

203 **The delegates at any Constituency Meeting of the Conference shall be regular**
204 **delegates and delegates at large.**

205 a. Regular Delegates:

206 1) All representatives duly appointed by any one of the Member Churches of
207 the Conference.

208 2) Delegates must hold membership in their Member Church and shall be
209 appointed in accordance with current Church Manual guidelines. Delegates must also be
210 living in harmony with the Denominational Integrity clause set forth above.

211 3) Each Member Church shall be entitled to one delegate and one additional
212 delegate for each fifty members or major fraction thereof determined on the basis of the
213 membership reported three (3) quarters prior to the Session.

214 4) Delegates names must be submitted to the Executive Secretary not later
215 than five (5) months prior to the date of the Session.

216 b. Delegates at Large:

- 217 1) All members of the Conference Executive Committee.
218 2) All members of the Constitution and Bylaws Committee.
219 3) All members of the executive committees of the Union, the Division, and
220 the General Conference who may be present at any Constituency Meeting of the
221 Conference. The number of such delegates shall not exceed ten percent (10%) of the total
222 number of regular delegates provided for in section 1-a. of Article V.
223 4) All full-time employees holding credentials and licenses issued by the
224 Conference.
225 5) Any such other persons not already delegate who may be appointed by
226 a two-thirds (2/3) vote of the Executive Committee and accepted by a two-thirds (2/3)
227 vote of the delegates in session. The number of these delegates shall not exceed ten
228 percent (10%) of the total number of delegates provided for in section 1a of Article V.
229 6) The delegates at large shall not exceed sixty-six percent (66%) of the
230 total number of regular delegates provided for in section 1-a. of Article V.
231

232 ARTICLE VI - COMMITTEES

233 Section 1: Organizing Committee:

- 234 a. The organizing committee membership shall be comprised as follows: each
235 Member Church shall designate one member of their delegation plus one additional
236 member for each 500 members or major fraction thereof.
237 b. The chairperson of the organizing committee shall be the president of the
238 Union or his designee.
239 c. The organizing committee shall elect a nominating committee and nominate a
240 Constitution and Bylaws Committee.
241 d. The members of the organizing committee shall be chosen at least eight weeks
242 (8) prior to the Constituency Meeting.
243 e. The organizing committee shall meet at least four weeks (4) prior to the
244 regular Constituency Meeting, at a time and place designated by the Conference
245 Executive Committee.
246 f. At least fifty (50%) percent of the appointed members of the organizing
247 committee shall constitute a quorum. All matters of business shall be approved by a
248 majority vote of the members present.
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252 **Section 2: Nominating Committee:** The nominating committee shall consist of twenty-
253 one (21) members, including the president of the Union, or his designee, who shall serve
254 as the chairperson. The Nominating Committee shall have one denominational and one
255 non-denominational representative from each region with the balance of the members
256 allocated based on the membership of the regions.
257

- 258 a. The membership of the Nominating Committee shall be selected from the
259 current delegates and consist of eight (8) denominational employees, ten (10) non-

260 denominational employees plus two (2) current Executive Committee members with
261 consideration for representation from the various geographic regions, ethnic groups,
262 language groups, gender, and age with at least one member under 30 years of age. No
263 church may have more than one representative elected to service on this committee.

264 b. The purpose of the Nominating Committee shall be to recommend to the
265 Constituency Meeting persons to be elected as President, Executive Secretary, and
266 Treasurer/Chief Financial Officer, members of the Executive Committee, and members
267 of the Conference Board of Education.

268 c. The Nominating Committee shall serve until adjournment of the Constituency
269 Meeting.

270 d. The Nominating Committee shall begin its work at least two weeks before the
271 regular Constituency Meeting, at a time and place designated by the Conference
272 Executive Committee.

273 e. Eleven (11) of the elected Nominating Committee members shall constitute a
274 quorum. All matters of business shall be approved by a majority vote of the members
275 present.

276
277

278 **Section 3: Standing Constitution and Bylaws Committee:**

279 a. This committee shall consist of eight (8) persons, including the Executive
280 Secretary of the Conference as chair. The Union Secretary, or his/her designee, shall
281 serve as a non-voting consultant to this committee. At least fifty percent (50%) of the
282 members shall be non-denominational employees.

283 b. The purpose of this committee shall be to review the Articles of Incorporation
284 and the Bylaws of the Conference and to recommend revisions it may deem necessary,
285 desirable, and/or appropriate. This committee shall function between the regularly
286 scheduled Constituency Meetings and shall submit its reports to the Executive Committee
287 and to the next regular Constituency Meeting.

288 c. Fifty percent (50%) of the members shall constitute a quorum. All matters of
289 business shall be approved by a majority vote of the members present.

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291

292 **Section 4: Standing Board of Education:**

293 a. This committee shall consist of nineteen (19) members comprised as follows:
294 four (4) ex-officio members including the President as chair, Executive Secretary as vice-
295 chair, Treasurer/Chief Financial Officer, Superintendent of Schools as Secretary; five
296 denominational employees: two (2) pastors, two (2) principals, one (1) teacher; and ten
297 (10) non-denominational employees. The members of this committee shall have
298 representation from all schools with no more than one denominational employee from
299 any one school and no more than one from each church. The Union Director of Education
300 or his/her designee shall serve as a non-voting consultant. All other members shall be
301 elected by the regular Constituency Meeting of the Conference with consideration for
302 representation from the various geographic regions, ethnic groups, language groups,

303 gender, and age with at least one member under 30 years of age. Close relatives
304 (grandparents, parents, brothers, sisters, spouses, and children) of any teachers and/or of
305 the Superintendent of Schools may not be elected to serve on the Board of Education.
306 With the exception of ex-officio members, no person shall serve more than two
307 consecutive terms as a member of the Board of Education.

308 b. The purpose of the Board of Education/Education Executive Committee is to
309 plan for and coordinate the New Jersey Conference school system. This committee shall
310 function between the regularly scheduled sessions of the constituency and shall submit its
311 reports to the Executive Committee. This Board of Education shall convene at least twice
312 annually.

313 c. In order to insure the effective functioning of the Board, members must be
314 willing to attend meetings regularly. Any member who is absent from three consecutive
315 meetings or a total of six during the term of office, shall be considered to have vacated
316 his/her seat and the Executive Committee will choose a replacement.

317 d. Ten (10) members shall constitute a quorum of the Board of Education. All
318 matters of business shall be approved by a majority vote of the members present.

319 e. The Education Executive Committee shall be appointed by the Executive
320 Committee and shall consist of the President, Executive Secretary, Treasurer/Chief
321 Financial Officer, the Superintendent of Schools, and three non-denominational
322 employees from the Board of Education. This Committee shall conduct business between
323 the Board of Education Meetings.

324 f. Five (5) members shall constitute a quorum of the Education Executive
325 Committee, at least one (1) of which shall be a non-denominational employee. All
326 matters of business shall be approved by a majority vote of the members present.

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328

ARTICLE VII - EXECUTIVE COMMITTEE

329

330 **Section 1: Membership:** The Conference Executive Committee shall be elected at its
331 regularly scheduled Constituency Meeting and shall consist of nineteen (19) members,
332 including ex-officio members. The President, Executive Secretary, and Treasurer/Chief
333 Financial Officer shall be ex-officio members of the Conference Executive Committee.
334 The membership of the committee shall include one (1) departmental director, three (3)
335 pastors, and one (1) teacher. The remaining eleven (11) non-denominationally employed
336 members shall be comprised of representation from the various regions of the
337 Conference. Consideration shall be given to ethnicity, gender, and at least one member
338 under thirty (30) years of age. The membership of this committee shall be limited to only
339 one member from any one church with the exception of ex-officio members. Other
340 elected members of the committee should be chosen to insure both a reasonable degree of
341 continuity as well as a reasonable amount of turnover. With the exception of ex-officio
342 members, no person shall serve more than two consecutive terms as a member of the
343 Conference Executive Committee.

344

345 **Section 2: Delegated Authority:** The Conference Executive Committee is authorized to

346 act on behalf of the constituents between regular sessions, including the authority to elect
347 officers, board and committee members. Two-thirds (2/3) consent of the members of the
348 Executive Committee shall be required to remove-for-cause: officers, board and
349 committee members. The Conference Executive Committee is empowered to act on
350 behalf of the constituents between regular sessions to manage, sell, purchase, change
351 usage, and perform any other function necessary to carry out its duties including the
352 authority to elect officers, board, and committee members.

353

354 **Section 3: Administrative Authority:** The Conference Executive Committee shall have
355 full administrative authority:

356 a. To fill, for the current term, any vacancies that may occur by death,
357 resignation or otherwise, in the boards, committees, departments, or in the officers of the
358 Conference. If a new president is to be elected, the president of the Union, or his
359 designee, shall serve as chairperson of the Conference Executive Committee.

360 b. To appoint subcommittees, such as an Administrative Committee, Finance
361 Committee, Education Executive Committee, Tranquil Valley Retreat Center Committee,
362 Personnel Committee and other committees deemed as appropriate with their terms of
363 reference.

364 c. To hire all departmental directors, associate departmental directors, associate
365 and assistant treasurers, and the Superintendent of Schools ministers, teachers, and other
366 persons as deemed necessary for the work of the Conference.

367 d. To grant and withdraw credentials and licenses.

368 e. To remove the above-named employees by consent of two-thirds (2/3) of the
369 Executive Committee.

370

371 **Section 4: Regular meetings:** The Conference Executive Committee may schedule
372 regular meetings at such times and places as it may select.

373

374 **Section 5: Special Meetings:** Special meetings of the Conference Executive Committee
375 may be called at any time or place by the president or, in his absence, by the Executive
376 Secretary, in counsel with an executive officer of the Union. A special meeting shall also
377 be called by the Executive Secretary in response to the written request of a majority of
378 the members of the Conference Executive Committee.

379

380 **Section 6: Attendance:** In order to insure the effective functioning of the Conference
381 Executive Committee, any member who is absent from three (3) consecutive meetings, or
382 a total of eight (8) meetings during the term of office, his or her seat may be removed by
383 the Executive Committee and a replacement may be chosen by the Conference Executive
384 Committee.

385

386 **Section 7: Quorum:** Ten (10) members shall constitute a quorum, at least six (6) of
387 which shall be non-denominationally employed members.

388

389 **ARTICLE VIII - OFFICERS**
390

391 **Executive Officers:** The executive officers of the Conference shall be a President, an
392 Executive Secretary, and a Treasurer/Chief Financial Officer. It is the duty of these
393 officers in consultation with one another, to carry forward the work according to the
394 plans, policies, and programs approved by the Constituency Meeting, and/or the
395 Conference Executive Committee. These plans, policies, and programs shall be in
396 harmony with the doctrines and actions adopted and approved by the General Conference
397 in its quinquennial sessions.

398 a. President: The president, who shall be an ordained minister of experience, is
399 the first officer and shall report to the Conference Executive Committee after consultation
400 with the Executive Secretary and the Treasurer/Chief Financial Officer. He shall act as
401 chairman of Constituency Meetings and the Conference Executive Committee, and he
402 shall serve in the general interests of the Conference as the Constituency Meetings and
403 the Conference Executive Committee shall determine. In his leadership he shall adhere to
404 the policies of the Union, the Division, the General Conference, and work in harmony
405 with the Union Conference Committee and in close counsel with the Union officers.

406 b. Executive Secretary: The Executive Secretary, is associated with the president
407 as an executive officer and shall serve under the direction of the Conference Executive
408 Committee, and shall act as vice-chairperson of the Conference Executive Committee.
409 The Executive Secretary shall report to the Conference Executive Committee after
410 consultation with the president. It shall be the duty of the Executive Secretary to keep the
411 minutes of the Conference Constituency Meetings and of the Conference Executive
412 Committee meetings, to furnish copies of these minutes to all members of the Conference
413 Executive Committee and to the officers of the Union. The Executive Secretary shall also
414 be responsible for maintaining the corporate records and legal documents such as deeds
415 and titles, responsible for maintaining personnel records, membership records and be
416 responsible for providing information as may be requested by the president or by the
417 Conference Executive Committee, and shall perform such other duties as usually pertain
418 to the office.

419 c. Treasurer/Chief Financial Officer: The Treasurer/Chief Financial Officer is
420 associated with the president as an executive officer and shall serve under the direction of
421 the Conference Executive Committee. The Treasurer/Chief Financial Officer shall report
422 to the Conference Executive Committee after consultation with the president. The
423 Treasurer/Chief Financial Officer shall be responsible for providing financial leadership
424 to the conference which will include, but shall not be limited to, the preparation of an
425 annual budget receiving, safeguarding, and disbursing all funds in harmony with the
426 actions of the Conference Executive Committee, for remitting all required funds to the
427 Union, the Division and General Conference in harmony with the Division policy, and
428 for providing financial information to the Conference Executive Committee. The
429 Treasurer/Chief Financial Officer shall also be responsible for furnishing copies of the
430 financial statements to the Union Officers and the Conference Executive Committee.
431

432 **ARTICLE IX - DIRECTORS OF DEPARTMENTS/ASSOCIATIONS/SERVICES**

433
434 **Section 1: Advisory Role:** The directors of the departments/associations/services of the
435 Conference shall work under the direction of the Conference Executive Committee and
436 the president, and shall serve in an advisory relationship to the field.

437
438 **Section 2: Departments/Services Structure:** The Conference departments/services
439 shall be organized in harmony with the departmental/service structure of the General
440 Conference, but shall not necessarily duplicate the departments/services in the Union, the
441 Division, or General Conference.

442 a. Office of Education. The Office of Education of the Conference shall work
443 under the direction of the Conference Executive Committee and the president, through
444 the Conference Board of Education in carrying out the administrative and planning
445 functions for the Conference educational program.

446 b. The Office of Education shall be administered by a Superintendent of Schools.
447 This position shall be appointed by the Executive Committee having discretionary
448 administrative authority in matters pertaining to education. The Superintendent of
449 Schools shall function as Secretary of the Conference Board of Education under the
450 direction of the Conference President.

451
452 **ARTICLE X - SUBSIDIARY MINISTRIES/OTHER ORGANIZATIONS**

453
454 **Section 1: Unincorporated Organizations:** The Conference may carry on its ministry
455 through unincorporated subsidiary organizations and institutions that may, where
456 necessary and appropriate, function either as unincorporated or incorporated entities.
457 Before forming any legal organization, the Conference shall secure the approval of the
458 Division. Constituency meetings of such organizations shall be held in conjunction with
459 the regularly scheduled Constituency Meetings of the Conference.

460
461 **Section 2: Corporations:** The Conference may form corporate bodies provided it obtains
462 prior approval of the Division. Membership meetings and elections of boards of directors
463 shall be held as provided by articles and bylaws of the corporations and in harmony with
464 applicable laws.

465
466 **Section 3: Constituency Meetings of Subsidiaries:** The Constituency Meetings of the
467 Conference's legally organized subsidiaries shall be held in conjunction with the regularly
468 scheduled Constituency Meetings of the Conference or as specified in the Articles or By-
469 laws of the subsidiary. The election of the trustees or members of the board of directors
470 of these legally organized entities shall be in harmony with statutory laws where
471 applicable to each such entity.

472
473 **ARTICLE XI - FINANCE**

475 **Section 1: Tithes and Offerings:** The church funds managed by this Conference shall
476 consist of such tithe as it shall be assigned by Division policy and as received from within
477 its territory and such gifts, legacies, bequests, devises, appropriations, reverted funds,
478 direct tithe, and other donations as may be made to it.

479
480 **Section 2: Policies:** The portion of the tithe which is reserved for the Conference, as
481 specified by Division policy, and all other funds shall be used in harmony with the
482 financial policies of the Division; and in the case of donations, their use shall be in
483 harmony with the specifications of donors and in compliance with government
484 regulations. Tithe is shared with the Union and Division on fixed percentages as set by
485 the Division Executive Committee, and with the General Conference on fixed
486 percentages as set by the Annual Council of the General Conference Executive
487 Committee.

488
489 **Section 3: Bank Accounts:** The funds of the Conference shall be safeguarded in
490 harmony with the financial policies of the Division. Monies shall be deposited in the
491 name of the New Jersey Conference of Seventh-day Adventists, Inc. in regular or special
492 accounts, in such banks or savings institutions, as the Executive Committee shall
493 designate, and shall be withdrawn only by persons authorized by resolution of the
494 Executive Committee.

495
496 **Section 4: Financial Statements:** The Conference shall prepare annually appropriate
497 statements of income and fund balances and shall be responsible for the filing of any
498 financial information directly with the Union and the Division and, to the extent required
499 by law, with any branch of local, state, or federal government.

500
501 **Section 5: Execution of Documents.** The President, Executive Secretary and
502 Treasurer/Chief Financial Officer, any two of them, shall have authority to execute and
503 deliver, in the name and on behalf of the Conference, any contract, note, deed, mortgage,
504 bill of sale, or other instrument, except as limited by law, the Articles, or these Bylaws
505 and unless otherwise expressly provided by any resolution of the Executive Committee.

506
507 **ARTICLE XII - BUDGET, SALARY REVIEW, AND AUDIT**

508
509 **Section 1: Budget:** The Conference shall prepare an annual budget in harmony with the
510 policies of the North American Division.

511
512 **Section 2: Salary and Expense Review:** The Conference Executive Committee shall
513 annually conduct an employee remuneration, salary, and expense review.

514
515 **Section 3: Independent Audit:** All accounting records of the Conference shall be
516 audited at least annually by an auditor(s) designated by the General Conference Auditing
517 Service; the financial records of the Conference or any of its subsidiaries, agencies, or
518 institutions shall at all times be open to said auditor(s).

519

520 **Section 4: Audit Committee:** The Executive Committee shall appoint an Audit Review
521 Committee to meet with the auditor to hear the auditor's report and report the auditor's
522 findings to the Executive Committee. No employee of the New Jersey Conference will
523 serve on the Audit Review Committee.

524

525

ARTICLE XIII - INDEMNIFICATION

526

527 **Section 1:** To the extent permitted by law, the Conference shall indemnify any person
528 who was, or is, a party to, or is threatened to be made a party to, a pending or completed
529 action, suit, or proceeding, whether civil, criminal, administrative, or investigative,
530 because he/she is or was a member of the Conference Executive Committee or an officer,
531 employee, or agent of the Conference against expenses (including legal fees), judgments,
532 fines, and amounts paid in settlement actually and reasonably incurred by him/her in
533 connection with such action, suit, or proceeding if he/she acted in good faith and in a
534 manner he/she reasonably believed to be in or not opposed to the best interest of the
535 Conference, and, with respect to any criminal action or proceeding, had no reasonable
536 cause to believe his/her conduct was unlawful.

537

538 **Section 2:** Each such person shall notify the Conference of any such action, suit, or
539 proceeding in reasonable detail within five (5) calendar days of its occurrence or
540 knowledge of occurrence. The failure of such person to so notify the Conference shall not
541 affect such person's rights to indemnification unless the failure materially prejudices the
542 rights of the Conference, and then only to the extent of such materially prejudiced rights.
543 The Conference has the right to conduct and control, through counsel of its choosing, the
544 defense, compromise, or settlement of any third-action, suit, or proceeding against such
545 person. Such person shall cooperate in connection therewith as required.

546

547 **Section 3:** This right of indemnification shall be in addition to, and not exclusive of, all
548 other rights to which such member of the Conference Executive Committee, or an officer,
549 employee, or agent of the Conference may be entitled.

550

551

ARTICLE XIV - CONFLICT OR DUALITY OF INTEREST

552

553 **Section 1: Disclosure.** All trustees, officers, Executive Committee/board members,
554 employees, and volunteers of denominational organizations shall disclose to the
555 Executive Committee any financial or other relationship that might reasonably be
556 construed to be inconsistent with the discharge of such person's duties to the Conference,
557 including, without limitation, his or her status as an officer, director, trustee, member,
558 owner (either as sole proprietor or partner), shareholder, employee, or agent of any entity
559 or organization with which the Conference has entered into, or might be expected to enter
560 into, a relationship or transaction in which that person might have a conflicting interest.
561 Such disclosures shall be made at least annually, at such times and in such form as the
562 Division Policy shall require.

563

564 **Section 2: Effect of Conflict.** An officer or member of the Executive Committee may be
565 interested, directly or indirectly, in any contract, transaction, or act relating to, or
566 incidental to, the operations of the Conference, and may freely make contracts, enter into
567 transactions, or otherwise act for, or on behalf of, the Conference in such matters,
568 provided that (a) the direct or indirect interest in the proposed contract, transaction, or act
569 shall have been disclosed to and approved by the non-interested members of the
570 Executive Committee; (b) the officer or member of the Executive Committee shall refrain
571 from participating in the selection, award, or administration of such contract, transaction
572 or act, as applicable; and (c) no contract, transaction, or act shall be entered into or taken
573 on behalf of the Conference if such contract, transaction, or act would jeopardize the
574 Conference's tax-exempt status under Section 501(c)(3) of the Code. An interested
575 person may be counted in determining the presence of a quorum at a meeting at which the
576 Executive Committee authorizes, approves, or ratifies a transaction in accordance with
577 the requirements of this Article.

578

579

ARTICLE XV - AMENDMENT, REVISION, REPEAL

580

581 **Amendments, Revisions, and Repeal:** The bylaws of the Conference, which are
582 essential to the unity of the Church worldwide, may be amended or revised from time to
583 time. Such amendments or revisions shall be approved by two-thirds (2/3) vote of the
584 delegates present and voting at any duly called Constituency Meeting of the Conference.
585 Notice of any proposed changes to the Constitution and Bylaws of the Conference shall
586 be given specifically in conjunction with the publication of notice for the session.

587

588

ARTICLE XVI - GENERAL PROVISIONS

589

590 **Section 1: Fiscal Year.** The fiscal year of the Conference shall end on December 31 of
591 each year, except as otherwise fixed by resolution of the Executive Committee.

592

593 **Section 2: Corporate Seal.** The Conference may have a corporate seal in such form as
594 the Executive Committee or the Registered Agent may approve. Whenever it is
595 inconvenient to use the corporate seal, a facsimile thereof may be used. The Registered
596 Agent and any officer of the Conference shall have authority to affix the corporate seal,
597 and it may be attested by his or her signature.

598

599 **Section 3: Facsimile Signatures.** Facsimile, conformed, or electronic signatures of any
600 officer of the Conference may be used whenever authorized by the Executive Committee
601 or President. The Conference may rely upon the facsimile, conformed, or electronic
602 signature of any person if delivered by, or on behalf of, such person in a manner
603 evidencing an intention to permit such reliance. A document delivered by e-mail, fax, or
604 other means of electronic transmission shall be deemed, upon receipt by the Conference,
605 in legible form, to constitute a writing even if not reproduced in paper form. Any such
606 electronic transmission sent by a member of the Executive Committee in a manner

607 evidencing an intention to consent to a given action shall be deemed to be signed if such
608 transmission sets forth, or is delivered with, information by which the Conference can in
609 good faith determine that the transmission is sent by such person or by an agent
610 authorized to deliver such consent for such person.

611

612 **Section 4: Interpretation.** Headings and captions used herein are inserted for
613 convenience only and shall not be used to construe the scope or content of any provision.
614 In the case of any conflict between the provisions of the Working Policies of 1) the
615 General Conference, 2) the Division, or 3) the Articles and these Bylaws, the Working
616 Policies of 1) the General Conference, 2) the Division, or 3) the Articles and these
617 Bylaws, as applicable and in that order, shall control. In the case of any ambiguity or
618 other question concerning interpretation of these Bylaws, the good faith interpretation of
619 the Executive Committee, acting by the affirmative vote of a majority of the Executive
620 Committee then in office, shall be binding on the Conference for all purposes.

621

622 Adopted 9-23-2007

623 Revised 9-23-2012