

Recommendations from the Constitution and Bylaws Committee

CONSTITUTION

ARTICLE II - Purpose

The purpose of this conference is to facilitate the proclamation of the everlasting gospel in the context of the three angels' messages of Revelation 14:6-12 to all peoples within its territory, leading them to accept Jesus Christ as **their** personal Savior and to unite with His church, and nurturing them in preparation for His soon return.

ARTICLE V - Membership

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

ARTICLE ~~V~~ VI - Bylaws

ARTICLE VIII - Amendments

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

Rationale for Proposed Change:

These proposed changes are grammatical and syntax changes.

BYLAWS

ARTICLE I - Principal Office

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

The principal office for the transaction of the business of the Southwest Region Conference is fixed and located at 2215 Lanark Avenue, Dallas, Texas, 75203. The Executive Committee may change the location of the principal office.

Rationale for Proposed Change:

This change empowers the Executive Committee to sell or lease the current property in the event of a permanent relocation.

ARTICLE II - Constituency Meetings

Section 1. Regular Quadrennial Constituency Meeting

Regular Quinquennial Constituency Meeting

Rationale for Proposed Change:

Historically, it takes approximately 18 months to two years to deal with transitional items, personnel movement, become acquainted with the field and its constituents, etc. To manage well, an understanding of the geographical areas and the people is very important. An extra year gives the incoming administration time to implement new goals and objectives, while continuing to build on the previous administration's plans for continued growth. This would also allow for continued succession planning and the identification of future potential leadership. Also, over time, it is financially beneficial to extend the length of the term given the costs to facilitate a Constituency Meeting. Moreover, it keeps us in harmony with the General Conference, North American Division, and Union levels of the church relative to the length of terms. Many local conferences even within the Southwestern Union now carry five-year terms.

Given this proposed constitutional change, Quinquennial will replace Quadrennial throughout this document.

2e. Special Meetings:

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 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.

Rationale for Proposed Change:

Given recent uncertainties regarding world events (i.e. COVID-19 Pandemic), we are recommending the option to approve virtual attendance or an electronic conference which would reduce the likelihood of having to postpone a duly called constituency session. Such an occurrence caused the 2020 General Conference Session to be postponed from its regularly scheduled time to 2022.

Section 9. Executive Committee Member Transferring to Different State

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

~~Section 9. Executive Committee Members Transferring to Different States~~

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

Rationale for Proposed Change:

This is a technical change. This section has been moved to Article V Section 7.

ARTICLE III - Representation

Section 1a.

Regular Delegates: All delegates duly accredited by any one of the organized churches and companies of the conference. Each church and company shall be entitled to one delegate for the organization and one additional delegate for each 35 members or major fraction thereof. Delegates must hold membership in the local church or company which accredits them.

Regular Delegates: All delegates duly accredited by any one of the organized churches and companies of the conference. Each church and company shall be entitled to one delegate for the organization and one additional delegate for each 45 members or major fraction thereof. Delegates must hold membership in the local church or company which accredits them.

Rationale for Proposed Change:

At the 2011 Constituency Session (Item 6-2011), the number of members was changed from 35 to 45 members. This change was not previously recorded.

Section 1b. #2.

All employees holding credentials or licenses issued by this conference.

All employees holding credentials, licenses, and employment certificates issued by this conference.

Rationale for Proposed Change:

Because part-time Pastors are fulfilling the pastoral role as full-time pastors, this change gives the same consideration as full-time pastors and retirees. Part-time pastors will now be delegates-at-large.

Section 1b. #3.

All retired employees of the Southwest Region Conference who and reside within this territory and are members in good and regular standing in a Southwest Region Conference Church.

Retired employees of the Southwest Region Conference who currently reside within this territory and are members of a Southwest Region Conference Church in good standing.

Rationale for Proposed Change:

Grammatical correction.

**ARTICLE IV – Committees
Section 1a. (Removed)**

Rationale for Proposed Change:

Remove section 1.a. Historically, the pre-constituency Organizing and Nominating Committee process has not saved time as anticipated. In each case, the constituents referred the nominee back to the Nominating Committee which started the nominating process all over.

Section 1d.

The Southwest Region Conference is divided into eight (8) geographical areas. Members of the Organizing Committee shall meet in their designated geographical area no later than forty-five (45) days prior to the Constituency meeting at a location and date determined by the Conference Executive Committee.

The Southwest Region Conference is divided into (6) geographical areas. The six (6) geographical areas are Ark-La-Tex, Capital Cities, Mountain States, North Central Texas, Oklahoma, and Southern Louisiana.

Rationale for Proposed Change:

Six geographical areas returns the Southwest Region Conference into alignment with the longstanding federation configuration. It also expands the pool for committee members. The Bylaws state that each state will have representation to protect geographical inclusion.

*Six geographical areas will be represented throughout this document.

Section 2a.

The Nominating Committee shall consist of at least 10, and not more than 25 members, including the president of the Southwestern Union Conference, or his designee, who shall serve as the chairperson. The membership of the committee shall be balanced, as nearly as possible, between denominational employees and laypersons representing various segments of the work and territories of the conference.

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Rationale for Proposed Change:

To ensure inclusion relative to the formation of the Nominating Committee.

Section 2d. and 2e. (Removed)

Rationale for Proposed Change:

Remove section 1.a. Historically, the pre-constituency Organizing and Nominating Committee Process has not saved time as anticipated. In each case, the constituents referred the nominee back to the Nominating Committee which started the process all over.

Section 2g.

No more than three (3) members of the Nominating Committee shall be eligible to be elected as members of the Executive Committee for the ensuing Quadrennial session.

No more than three (3) members of the Nominating Committee shall be eligible to be nominated as members of the Executive Committee.

Rationale for Proposed Change:

The Nominating Committee only nominates. It doesn't elect.

Section 2j.

No Conference Officer, Departmental Director, Associate, Assistant, nor secretary (Administrative Assistant) to an Officer or Departmental Director shall be eligible to serve on the Nominating Committee.

Rationale for Proposed Change:

This is a standard statement recommended to be in all Conference Bylaws.

Section 3a.

The standing Constitution and Bylaws Committee shall be chaired by the secretary of the local conference, or his/her designee.

The standing Constitution and Bylaws Committee shall be chaired by the Executive Secretary of the local conference, or his/her designee.

Rationale for Proposed Change:

To add the official title.

ARTICLE V – Executive Committee Section 3a. – Administrative Authority

To fill for the current term, any vacancies that may occur, by death, resignation or otherwise, in its boards, committees, departments or in offices which have been filled by conference election. If a new president is to be elected, the president of the Southwestern Union Conference or his designee, shall serve as chairman of the Executive Committee.

To fill for the current term, any committee, board, conference officer, or departmental director vacancy that may occur.

Rationale for Proposed Change:

To use the word, “vacancy,” is a better way to describe what has been eliminated. The “leadership succession” outlined in Article VI, Section 4 addresses the elimination of the President of the Southwestern Union Conference or his designee as Chairman of the Executive Committee.

Section 3c.

To employ ministers, secretaries, and other persons as deemed necessary for the work of the conference.

To employ ministers and other persons as deemed necessary for the work of the conference.

Rationale for Proposed Change:

Non exempt employees are voted by the Administrative Council. Exempt employees are voted by the Executive Committee.

Section 4c.

Observers to the meetings, such as the Lay Advisory Chairperson, laypersons or denominational employees (teachers, pastors, or others) appointed by the committee, will observe the operations of the Executive Committee without voice or vote. Permission to participate in committee discussions may be granted by the committee chair, or members by committee action.

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Rationale for Proposed Change:

This is a parliamentary procedural change. Members do not have the authority to give invitees voice and vote.

Section 7. Executive Committee Members Transferring to Different States

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

Rationale for Proposed Change:

To ensure equal geographical representation on the Conference Executive Committee.

ARTICLE VI – Officers
Section 1 - Executive Officers

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

The executive officers of this conference shall be a President, an Executive Secretary, and a Treasurer.

Rationale for Proposed Change:

To properly name the proper title of the position.

Section 1 - Executive Officers
(a. b. c.)

Rationale for Proposed Change:

To include the proper titles for the respective positions.

Section b.

Secretary/Vice president for administration: The secretary, associated with the president, as an executive officer, shall serve under the direction of the Executive Committee and shall act as vice-chairperson of the committee. The secretary shall report to the Executive Committee of the conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the conference constituency meetings and of the Executive Committee meetings, to furnish copies of these minutes to all members of the Executive Committee and to the officers of the Southwestern Union Conference. The executive secretary shall also be responsible for providing information as may be requested by the president or by the Executive Committee, and shall perform such other duties as usually pertain to the office.

Executive Secretary/Vice President for Administration: The Executive Secretary, associated with the President and the Treasurer as executive officers, shall serve under the direction of the Executive Committee and shall act as Vice-Chairperson of

the committee. The Executive Secretary shall report to the Executive Committee of the conference after consultation with the President. It shall be the duty of the Executive Secretary to keep the minutes of the conference constituency meetings of which he serves as Vice-Chairperson, as well as keep the minutes of the Executive Committee meetings, to furnish copies of these minutes to all members of the Executive Committee and to the officers of the Southwestern Union Conference. The Executive Secretary shall also be responsible for providing information as may be requested by the President or by the Executive Committee, and shall perform such other duties as usually pertain to the office.

Rationale for Proposed Change:

To add official title and give a detailed description on the duties of the executive secretary.

Section c.

Treasurer/Vice President for Finance: The treasurer, associated with the president as an executive officer, shall serve under the direction of the Executive Committee. The treasurer shall report to the Executive Committee of the conference after consultation with the president. The treasurer shall be responsible for providing financial leadership to the organizations which will include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the actions of the Executive Committee, for remitting all required funds to the union/division/General Conference in harmony with the North American Division policy, and for providing financial information to the president and the Executive Committee. The treasurer shall also be responsible for furnishing copies of the financial statements to the Southwestern Union officers.

Treasurer/CFO: The Treasurer, associated with the President and the Executive Secretary as executive officers, shall serve under the direction of the Executive Committee. The Treasurer shall report to the Executive Committee of the conference after consultation with the President. The Treasurer shall be responsible for providing financial leadership to the organizations which will include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the actions of the Executive Committee, for remitting all required funds to the Union/Division/General Conference in harmony with the North American Division policy, and for providing financial information to the President and the Executive Committee. The Treasurer shall also be responsible for furnishing copies of the financial statements to the Southwestern Union officers.

Rationale for Proposed Change:

To use updated terminology for the Treasurer position and to remain consistent with the description of the Executive Officers. The General Conference voted to allow the “Treasurer” to be called “CFO.”

Section 2. Other Officers

Other individuals may serve as officers of the local conference, such as Vice President, Associate Secretary and Associate Treasurer.

Other individuals may serve as officers of the local conference, such as Vice President, Undersecretary, and Undertreasurer.

Rationale for Proposed Change:

To bring clarity to which positions may serve as officers and which position cannot serve as officers.

Section 3. Administrative Council

The three Executive Officers should meet regularly for the purpose of providing leadership and the smooth operations of the Conference which constitute the Administrative Council Meeting (ADCOM) which is chaired by the President. ADCOM is responsible for the daily administration of the Conference and by action may hire non-exempt employees, coordinate the ministry, and make recommendations to the Executive Committee.

Rationale for Proposed Change:

To clearly state who are the members of the Administrative Council as a recommended Bylaw.

Section 4. Leadership Succession

The President is the first officer of the conference in leadership, the Executive Secretary is the second officer, and the Treasurer is the third officer.

- a. If the President is unable to fulfil his/her responsibilities due to incapacity, as the second officer, the Executive Secretary is to act in the place of the President until such time as the President returns to his/her responsibilities. If both the President and the Executive Secretary were to become incapacitated, the Treasurer, as the third officer, is to act in the place of the President as well as serve as Executive Secretary/Treasurer until such time as at least one of the other executive officers returns to his/her responsibilities.**
- b. If the office of the President is vacated for any reason, the Executive Secretary immediately assumes the presidential responsibilities as acting President for not more than 90 days in which time the Executive Committee should vote a President to fulfill the**

remainder of the term. If the Quinquennial session is scheduled to take place within six months of the presidential vacancy, the Executive Secretary may finish the term as acting President.

- c. If both the office of the President and the office of the Executive Secretary are vacated for any reason, the Treasurer immediately assumes the presidential responsibilities as acting President as well as the position of Executive Secretary/Treasurer for not more than 90 days in which time the Executive Committee should vote both a President and an Executive Secretary to fulfill the remainder of the term.
- d. If it is required for the Executive Committee to elect a new Conference President, the President of the Southwestern Union Conference or his/her designee, shall serve as Chairperson of the Executive Committee for the election of President.

Rationale for Proposed Change:

To clearly state a plan for leadership succession for the conference in the event of a vacancy. This is now standard in NAD Bylaws.

**ARTICLE XII – Churches
Section 3.**

Legal title to all real property acquired by churches, institutions, and associations, within the conference shall immediately, upon acquisition, be vested in the Southwest Region Conference Association of Seventh-day Adventists, the legal corporation of the conference unless otherwise permitted in writing by the Executive Committee. All such real properties acquired by the Southwest Region Conference Association of Seventh-day Adventists and/or churches, and/or conference institutions are held in trust for the organization that acquired it.

Legal title to all real property acquired by churches, institutions, and associations, within the conference shall immediately, upon acquisition, be vested in the Southwest Region Conference Association of Seventh-day Adventists, the legal corporation of the conference unless otherwise permitted in writing by the Executive Committee.

Rationale for Proposed Change:

Due to the problematic language of the latter sentence, General Counsel recommended that we strike the sentence to avoid misinterpretation relative to property ownership.

ARTICLE XVI – Town Hall Meetings

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

There shall be no less than one Southwest Region Conference Town Hall Meeting in all six (6) geographical areas of the conference during each Quinquennial term. The Executive Officers will give progress reports and field questions.

Rationale for Proposed Change:

These are updates to the items clarified earlier in the document.

ARTICLE XVII – Amendments Section 3.

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

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Rationale for Proposed Change:

Quadrennial changed to Quinquennial.