

**CONSTITUTION OF THE MID-AMERICA UNION
CONFERENCE OF SEVENTH-DAY ADVENTISTS
September 12, 2021**

Article I--Name

The name of this organization shall be the Mid-America Union Conference of Seventh-day Adventists hereinafter referred to as the union conference. This union conference is a part of the North American Division of the General Conference of Seventh-day Adventists.

Article II--Purpose

- Section 1:** The specific and primary purpose of this union conference is to teach the everlasting gospel of our Lord and Savior Jesus Christ as symbolized by the three angels of Revelation 14 and to lovingly persuade people to become His disciples and responsible members of the Church.
- Section 2:** The general purpose is to coordinate a Christian ministry including, but not limited to, a pastoral, teaching, literature, and health ministry.

Article III--Territory

The territory of this union conference shall consist of the states of Colorado, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wyoming, and the County of San Juan in New Mexico.

Article IV--Amendment Revision and Repeal

The constitution and bylaws of this union conference may be enacted, amended, revised, and repealed at any duly called constituency meeting by two-thirds (2/3) vote of the delegates present and voting at any such constituency meeting of the union conference,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

1 **BYLAWS**
2 **OF**
3 **THE MID-AMERICA UNION CONFERENCE OF**
4 **SEVENTH-DAY ADVENTISTS**
5 **September 12, 2021**

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7 **Article I--Principal Office**
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9 The principal office for the transaction of the business of the Mid-America Union Conference is
10 fixed and located in Lincoln, Nebraska. The executive committee may in an emergency change
11 the location of the principal office on a temporary basis.

12 **Article II--Relationships**
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14 The Mid-America Union Conference of Seventh-day Adventists is a part of the North
15 American Division of the General Conference of Seventh-day Adventists, a world church
16 organization; and all purposes, policies, and procedures of this union conference shall be in
17 harmony with the working policies and procedures of the North American Division and the
18 General Conference of Seventh-day Adventists. This union conference shall pursue the mission
19 of the Church within the doctrinal guidelines adopted and approved by the General Conference
20 of Seventh-day Adventists in its quinquennial session.

21 **Article III--Membership**
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23 **Section 1: Members**--The membership of the Mid-America Union Conference shall consist of
24 local conferences, Union College, and such other member organizations which may
25 be organized in any part of the geographic territory under its jurisdiction and
26 formally approved for membership by vote of delegates at any regularly scheduled
27 constituency meeting. Procedures for scheduling and voting representation of this
28 union conference constituency shall be set forth in the bylaws of this union
29 conference.
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31 **Section 2: Voting Representation**

32 a. Each member organization shall be represented at union conference constituency
33 meetings by duly-accredited delegates as follows:

- 34 (1) Each local conference shall be entitled to one (1) delegate without regard to
35 conference membership and one (1) additional delegate for each two
36 hundred (200) church members or major fraction thereof. A minimum of
37 twenty-five percent (25%) of such delegates shall be laypersons. Delegates
38 must hold membership within the entity they represent for 90 days prior to a
39 constituency session.

- 40 (2) Union College shall be entitled to five (5) delegates, one of which shall be
41 the college president.
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43 (3) Other member organizations shall be entitled to two (2) delegates each.
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45 (4) Such delegates shall be chosen by each member organization as
46 determined by its executive committee.
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48 b. In addition, delegates-at-large shall participate in the union conference
49 constituency meetings as follows:
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51 (1) The individual members of the executive committee of this union
52 conference
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54 (2) Members of the constitution and bylaws committee
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56 (3) Members of the General Conference North American Division
57 Executive Committee who may be present at any constituency meeting
58 of this union conference. The number of such delegates representing the
59 General Conference North American Division of Seventh-day
60 Adventists shall not exceed ten percent (10%) of the total number of
61 delegates provided for hereinabove in Section 2-a-(1) of Article III of
62 the Bylaws
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64 (4) Such other persons from the union conference staff, church institutions
65 owned and operated by the union, (health care institutions located in the
66 union territory), and local conferences, as may be recommended by the
67 union conference executive committee and accepted by the delegates in
68 session. The number of delegates from this category shall not exceed
69 fifteen percent (15%) of the total number of regular delegates provided for
70 hereinabove in Section 2-a-(1) of Article III of the Bylaws
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72 **Section 3: Church Membership Requirement**--All delegates with voting rights appointed
73 to represent the members of this union conference at any constituency meeting
74 shall be members in regular standing of the Seventh-day Adventist Church.

75 **Article IV--Constituency Meetings**

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77 **Section 1: Regular Meeting**--This union conference shall hold a regular quinquennial
78 constituency meeting, at such time and place as the executive committee of the
79 union conference shall designate. Notice of the time and place of the meeting of
80 the delegates representing the members shall be given by:

- 81 a. A notice printed in the Mid-America Union *Outlook* at least four (4) weeks and
82 not more than six (6) months before the date of the session, or
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84 b. In an emergency, any alternate method approved by the Mid-America Union
85 Conference executive committee, reasonably calculated to give adequate notice.
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87 **Section 2: Special Meeting**
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- 89 a. The executive committee of the union conference may call a special constituency
90 meeting, at a time and place it deems proper, when:
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92 (1) It is voted by the executive committee or
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94 (2) It is voted by the delegates at any constituency meeting or
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96 (3) It is voted by the North American Division Executive Committee or
97 General Conference Executive Committee or
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99 (4) It is requested by two-thirds (2/3) of the local conference executive
100 committees through their presidents.
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102 b. The agenda for special constituency meetings shall be included in the notice of the
103 meeting.
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105 c. Notice of the time and place of special constituency meetings shall be given in the
106 same manner as for regularly scheduled constituency meeting
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108 **Section 3: Virtual Attendance at Constituency Meeting:** Regular and specially called
109 constituency meetings are to be held in person and onsite. However, delegates when
110 authorized by the executive committee, and if permitted by local law, may participate
111 by means of an electronic conference or similar communications by which all persons
112 can hear each other at the same time, and participation by such means shall constitute
113 presence in person and attendance at such a meeting.
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116 **Section 4: Quorum--**At least fifty percent (50%) of the delegates authorized hereinabove
117 under Section 2-a-(1) (2) and (3) of Article III of the bylaws must be present at the
118 opening of any regular or special constituency meeting to constitute a quorum for
119 the transaction of business. Once the meeting is declared open, the delegates
120 remaining present shall constitute a quorum.
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122 **Section 5: Proxy Voting--**All delegates must be present in person at any constituency
123 meeting or participating by electronic means in order to be eligible to vote.
124 There shall be no voting by proxy.
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126 **Section 6: Voting Rights of the Delegates**--Each delegate appointed shall be entitled to one
127 (1) vote. The voting rights of the individual delegates as hereinabove provided shall
128 be limited to the particular constituency meeting of the union conference in which
129 they have been designated as a delegate.

130 **Section 7: Election/Appointment and Term of Office**--All officers, members of the
131 executive committee who are not ex officio members, and a constitution and bylaws
132 committee shall be elected by the delegates at the regular meeting of the union
133 conference constituency and shall hold their offices until the close of the next
134 regular meeting of the union conference constituency or until their successors are
135 duly elected, subject to the provision outlined in Article VI, Sections 2 and 3. The
136 departmental directors and associates shall be appointed at the first duly called
137 executive committee of the new term.
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140 **Article V-- Session Committees**

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142 **Section 1: Nominating Committee**--The Nominating Committee shall consist of twenty-seven
143 (27) members, made up of six (6) local conference presidents, three (3) additional
144 members from each local conference, (at least one member from each conference
145 shall be a layperson and one a pastor), two (2) members from the healthcare
146 systems, and one (1) member from Union College. These representatives shall be
147 selected by their local conference executive committee or board. This committee
148 shall be chaired by the division president or his designee.
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150 **Section 2: Duties of the Nominating Committee**

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152 a. Nominations shall be made for the union officers and committee appointees for
153 the constitution and by-laws committee, the union executive committee, the
154 association board whose members shall come from the executive committee,
155 and other committees as needed.
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157 b. The nominating committee shall meet not more than 90 days nor fewer than 30
158 days prior to the union session. The nominations shall be sent to all delegates at
159 least two weeks prior to the session.
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161 c. If the delegates do not approve one or more individuals recommended by the
162 nominating committee, the delegates shall at their option:
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164 (1) Reconvene the nominating committee during the session to place before the
165 constituency the name or names of another individual or individuals or
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167 (2) Direct the executive committee to complete the selection process.

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169 **Article VI--Executive Committee**
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171 **Section 1: Membership of Executive Committee**--The executive committee of the
172 Mid-America Union Conference of Seventh-day Adventists shall be elected at its
173 regularly scheduled constituency meeting and shall consist of thirty-eight (38)
174 members. The president, vice-president for administration, and vice-president for
175 finance of the union, and the presidents of constituent conferences shall be
176 members ex officio of the executive committee. The remaining membership shall
177 consist of the following: ten (10) laypersons; one (1) Union departmental director
178 on a rotating basis; one (1) Union College representative; one (1) Advent Source
179 representative; one (1) Christian Record Services representative; two (2)
180 AdventHealth representatives who are located within the union territory; six (6)
181 constituent conference employees that are local church pastors or church school
182 teachers; the director of the Mid-America Union Women's Ministries; two (2)
183 constituent conference secretaries (Vice-president for administration); two (2)
184 constituent conference treasurers (Vice-president for finance); two (2) constituent
185 conference educational superintendents. All executive committee members must
186 maintain both membership and residency in the conference or institution from
187 which they were elected to maintain their membership on the executive
188 committee.

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190 **Section 2: Delegated Authority**—
191 a. The executive committee of the union conference is delegated the authority to act
192 on behalf of the constituency between regular sessions, including the authority to
193 elect or remove for cause, officers, directors of departments/services, board and
194 committee members.
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196 **Section 3: Administrative Authority**--The executive committee shall have full
197 administrative authority:
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199 a. To fill for the current term any vacancies that may occur by death, resignation or
200 otherwise, in its boards, committees, departments or in offices. If a new president
201 is to be elected, the president of the North American Division or his designee shall
202 serve as chairman of the executive committee.
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204 b. To employ such personnel as may be necessary.
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206 c. To grant and withdraw credentials and licenses. The withdrawal of any credential
207 issued by the union shall require the consent of two-thirds (2/3) of the members of
208 the executive committee.
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210 d. To terminate any officer, director, associate director, or committee member,
211 which shall require the consent of two-thirds (2/3) of the members of the
212 executive committee.

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214 **Section 4: Regular Meetings**--The executive committee may schedule regular meetings at
215 such times and places as it may select.
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217 **Section 5: Special Meetings**--Special meetings of the executive committee may be called at
218 any time or place by the president or, in his absence, by the vice-president for
219 administration. A special meeting shall also be called by the vice-president for
220 administration in response to the written request of a majority of the members of
221 the executive committee.

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223 **Section 6: Quorum**-- A majority of the executive committee shall constitute a quorum.
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225 **Article VII--Constitution and Bylaws Committee**

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227 The constitution and bylaws committee shall consist of at least seven (7) and not more than eleven
228 (11) members with the union vice-president for administration serving as its chairman. This
229 committee shall function between the regularly scheduled sessions of the constituency and shall
230 submit their reports and detailed recommendations to the executive committee and to any
231 constituency meeting. Any proposed amendments by the constituency to the constitution and
232 bylaws, during a constituency meeting, other than those recommended by the constitution and
233 bylaws committee, shall be referred back to the constitution and bylaws committee for further
234 consideration. If there is a sense of urgency, the constitution and bylaws committee shall meet
235 during the session and report back to the constituency its findings and recommendations.
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237 **Article VIII--Officers**

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240 **Section 1: Officers' Titles**--The officers of this union conference shall be a president, a vice-
241 president for administration who also serves as secretary and a vice-president for
242 finance who also serves as treasurer. It is the duty of these officers, in consultation
243 with one another, to carry forward the work according to plans, policies, and
244 programs voted by the constituency and/or the union executive committee. These
245 plans, policies, and programs shall be in harmony with the doctrines and actions
246 adopted and approved by the General Conference of Seventh-day Adventist in its
247 quinquennial sessions.
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249 **Section 2: President**--The president, who shall be an ordained minister of experience, is the
250 first officer and shall act as chairman of constituency meetings and the executive
251 committee, and work in the general interests of the union conference as the
252 executive committee may advise. In his leadership he shall adhere to the policies of
253 the North American Division of the General Conference of Seventh-day Adventists
254 and work in close counsel with the North American Division Executive Committee.
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256 **Section 3: Vice-President for Administration**-- This vice-president, associated with the
257 president as an executive officer shall work under the direction of the executive

258 committee and shall act as vice-chairman of the executive committee. The vice-
259 president shall report to the executive committee of the union after consultation
260 with the president. It shall be the duty of the vice-president to keep the minutes of
261 the union conference constituency meetings and of the executive committee
262 meetings; to furnish copies of these minutes to all members of the executive
263 committee and to the division officers; to collect such data as may be desired by the
264 president or by the executive committee; and to perform such other duties as
265 usually pertain to the office.
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267 **Section 4: Vice-President for Finance**--This vice-president, associated with the president as
268 an executive officer, shall work under the direction of the executive committee.
269 The vice-president shall report to the executive committee of the union after
270 consultation with the president. It shall be the duty of the vice-president for
271 finance to receive all funds; to disburse the funds in harmony with the actions of
272 the executive committee; to remit all required funds to the Division/General
273 Conference in harmony with the North American Division policy; and to render
274 such financial statements at regular intervals as may be desired by the president of
275 the union conference or by the executive committee. Copies of these financial
276 statements shall be furnished to the North American Division officers. Bank
277 accounts approved by the executive committee shall be operated by the vice-
278 president and/or such other individuals as may be authorized by the executive
279 committee.
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281 **Article IX--Directors of Departments/Services**

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284 **Section 1: Advisory Role**--The directors of departments/services of this union conference
285 shall work under the direction of the executive committee of the union conference
286 and the president and shall serve in an advisory relationship to the field.
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288 **Section 2: Departments/Services Structure**--Union conference departments/services shall
289 be organized in harmony with the departmental/service structure of the General
290 Conference whenever possible, but shall not necessarily duplicate the
291 departments/services in the division or the General Conference.
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293 **Article X--Subsidiary Ministries**

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296 **Section 1: Corporations and Agencies**--The Mid-America Union Conference may carry on
297 its ministry through subsidiary agencies, organizations, and institutions that may,
298 where necessary and appropriate, function either as unincorporated or
299 incorporated entities. Before the union conference forms any legal organization, it
300 shall secure the approval of the North American Division.
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302 **Section 2: Constituency Meetings of Subsidiaries**--The constituency meetings of the union

303 conference legally organized subsidiaries shall be held in conjunction with the
304 regularly scheduled constituency meetings of the union conference or as provided
305 by the articles of incorporation of the respective subsidiary legal organization. The
306 election of the board of directors or executive committee of these legally organized
307 entities shall be in harmony with the statutory laws applicable to each such entity.

308 **Article XI--Finance**

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Section 1: Tithes and Offerings--The funds of this union conference shall consist of such tithe as it shall receive from the local conferences within its territory, and such gifts, legacies, bequests, devises, and other donations as may be made to it.

Section 2: Policies--The tithe 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 legitimate specifications of donors.

Section 3: Bank Accounts--The funds of the union 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 Mid-America Union 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 Mid-America Union Conference shall prepare annually appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the North American Division and the General Conference of Seventh-day Adventist and, to the extent required by law, with any branch of local or national government.

332 **Article XII--Budget, Salary Review and Audit**

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Section 1: Budget--The Mid-America Union Conference shall prepare an annual budget in harmony with the policies of the North American Division of the General Conference of Seventh-day Adventists.

Section 2: Salary and Expense Review--The executive committee shall constitute an employee remuneration committee to review annually the salary and expense of all the employees of this union conference and set salary rates for the subsequent year.

Section 3: Annual Audit--All accounting records of the union conference shall be audited at least annually by an auditor designated by the North American Division and the financial records of the union conference or any of its subsidiaries, agencies or institutions shall at all times be open to said auditors.

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Article XIII--Indemnification

The Mid-America Union Conference shall indemnify any person who is serving or has served as a member of the executive committee or officer of the union conference (and his executor, administrator, and heirs) against all reasonable expenses (including, but not limited to, judgments, costs and legal fees) actually and necessarily incurred by him in connection with the defense of any litigation, action, suit or proceeding, civil, criminal or administrative, to which he may have been a party by reason of being or having been a member of the executive committee or officer of the union conference, except he shall have no right to reimbursement for matters in which he has been adjudged liable to the union conference for gross negligence or gross misconduct in the performance of his duties.

This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the executive committee or officer may be entitled.

Article XIV--Dissolution

In the event of the dissolution of this union conference, 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, which must be a 501(c)(3) organization under the Internal Revenue Code.