



# THE POWER OF TOUCH

*March 14, 2021*

THIRD QUINQUENNIAL MEETING OF THE  
POTOMAC CONFERENCE CORPORATION  
OF SEVENTH-DAY ADVENTISTS

RECOMMENDATIONS

**CONSTITUTION  
AND BYLAWS**



**Potomac Conference**  
CORPORATION OF SEVENTH-DAY ADVENTISTS®



POTOMAC CONFERENCE CORPORATION  
OF SEVENTH-DAY ADVENTISTS

# CONSTITUTION AND BYLAWS

## Potomac Conference Corporation

**Potomac Conference Corporation of Seventh-day Adventists**  
**Report of Material Changes to the Bylaws**  
December 8, 2020

**Key Changes/Additions - Potomac Conference Corporation Bylaws**

- Article VI, Section 1, line 31: Recommendation to add: A Postponement of Regular Meeting: In cases of exigent circumstances such that make a scheduled Constituency meeting impossible or highly impractical (i.e. war, disease, disaster, pandemic, civil disorder, government regulation, threats or acts of terrorism or similar acts), the Potomac Conference Corporation Executive Committee, in regular or special session, shall have the authority to postpone and reschedule such Constituency Meeting. Such a postponement shall not exceed twelve (12) months and notice of any postponement voted by the Potomac Conference Corporation Executive Committee shall be given in the same manner as notice of the Constituency meeting. Unless other action is taken by the Potomac Conference Corporation Executive Committee, any such postponement shall extend the term of current officers, vice presidents, directors, associate directors and conference committees (i.e Executive Committee, Board of Education, Takoma Academy School Board and Shenandoah Valley Academy School Board) until the next Constituency meeting takes place. The Constituency Meeting process will be followed, as possible, as stated in the Potomac Conference Corporation bylaws until the next Constituency Meeting takes place.
- Article VI, Section 1, - Recommendation to add: B. Virtual Setting. In cases of exigent circumstances outlined in Article VI, Section, 1A, such that make a scheduled Constituency meeting impossible in person, a virtual meeting, or a combination of both shall be considered as a valid Constituency meeting.
- Article VI, Section 8-C, line 31. Recommendation to add: “or in between constituency meetings by the Executive Committee due to death, serious illness, resignation, or removal from the committee.
- Article VII, Section 1-A, line 4. Recommendation to add a cap of 25 delegates per church
- Article VIII, Section 1-A, line 4. Recommendation to amend as follows: “~~or empower its delegation to choose,~~ one member from its delegation, plus one additional member from its delegation for each seven hundred and fifty (750) members or a major fraction thereof.
- Article X – Electronic Voting. As requested at the last Constituency Meeting, Article X has been redone to include electronic voting
- Article XXI, Section 4, line 41. Recommendation to add the following language: "the Standing Articles and Bylaws Committee shall consider whether any changes to these Bylaws are appropriate and whether..."

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# Amended and Restated Bylaws of Potomac Conference Corporation of Seventh-day Adventists

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Prepared by the Potomac  
Conference Standing  
Articles and Bylaws  
Committee

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Voted, September 27, 2015  
Second Quinquennial Constituency  
Meeting, Sligo Church, Takoma Park,  
MD

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1                   **AMENDED AND RESTATED BYLAWS OF**  
2                   **POTOMAC CONFERENCE CORPORATION OF**  
3                   **SEVENTH-DAY ADVENTISTS**

4                   **ARTICLE I – NAME**

5       The name of this corporation shall be: Potomac Conference Corporation of Seventh-day  
6       Adventists, a District of Columbia Corporation, incorporated in 1924.

7                   **ARTICLE II – DEFINITIONS**

8       ~~Section 1: Definitions.~~ When used in these Bylaws, the terms defined below shall have the  
9       meanings specified:

10      “Articles” shall mean the Articles of Incorporation of the Potomac Conference Corporation, as  
11      amended from time to time.

12      “Board of Education” shall mean the PreK-12 School Board of Education of the Conference.

13      “Bylaws,” unless otherwise qualified or identified, shall mean these Amended and Restated  
14      Bylaws.

15      “Code” shall mean the Internal Revenue Code of 1986, including any revisions or amendments.

16      “Conference” shall mean Potomac Conference Corporation of Seventh-day Adventists, a  
17      nonprofit religious ~~corporation in the~~ District of Columbia Corporation ~~and~~ authorized to do  
18      business in the State of Maryland and the Commonwealth of Virginia. Whenever and wherever  
19      used herein, “Potomac Conference” and “Potomac Conference Corporation” shall mean the  
20      unincorporated association and corporation, respectively, as they existed prior to the adoption  
21      and ratification of these Bylaws.

22      “Conference Institutional Representative” shall mean a representative from LivingWell,  
23      Shenandoah Valley Academy, and Takoma Academy.

24      “Delegate at Large” shall mean a properly accredited representative as defined herein under  
25      Article VII—Representation, Section 1.c.

26      “Division” or “NAD” shall mean the North American Division of the General Conference of  
27      Seventh-day Adventists.

28      “Executive Committee” shall mean the Board of Directors of the Conference and, unless  
29      otherwise provided in these Bylaws, shall perform the duties, exercise the powers, and serve the  
30      functions that the Board of Directors of Potomac Conference Corporation and the Executive  
31      Committee of Potomac Conference of Seventh-day Adventists performed, exercised, and served  
32      prior to the adoption and ratification of these Bylaws.

33      “Executive Officers” shall mean the President, the Vice President for Administration, and the  
34      Vice President for Finance of the Potomac Conference Corporation.

1 “General Conference” shall mean the General Conference of Seventh-day Adventists, a world-  
2 wide church organization.

3 “Locally Funded Employee” shall mean an employee hired by a local entity such as a church,  
4 school or other conference institution and paid through the conference payroll.

5 “Member Church” shall mean a local church within the geographic territory and under the  
6 jurisdiction of the Conference which has been formally accepted as a Member Church by vote of  
7 the Constituency, including those Potomac Conference churches outside our geographic territory,  
8 which have been given a variance to exist by the ~~respective~~ Conference overseeing that territory.

9 “Organized Church” shall mean a local church within the geographic territory and under the  
10 jurisdiction of the Conference which has been officially approved by a vote of the Executive  
11 Committee and is awaiting acceptance as a Member Church by a vote of the Constituency,  
12 including those Potomac Conference churches outside our geographic territory, which have been  
13 given a variance to exist by the ~~respective~~ Conference overseeing that territory.

14 “Organized Company” shall mean a local church within the geographic territory and under the  
15 jurisdiction of the Conference which has met the requirements of the Church Planting Committee  
16 to become a Company and has been officially approved by a vote of the Executive Committee.

17 “Conference Church” shall mean a body organized to hold membership of isolated members and  
18 other believers who otherwise would be without church privileges.

19 “Regular Delegate” shall mean an appointed or elected representative of a Member Church or  
20 Organized Church.

21 “Union” shall mean Columbia Union Conference of Seventh-day Adventists or its successor.

22 “Vice President for Administration” shall mean the Executive Secretary of the Conference.

23 “Vice President for Education” shall mean the Superintendant of Schools of the Conference.

24 “Vice President for Finance” shall mean the Treasurer of the Conference.

### 25 **ARTICLE III – PRINCIPAL OFFICE AND TERRITORY**

26 **Section 1: Office.** The principal offices for the transaction of business of the Conference are  
27 fixed and located at 606 Greenville Avenue, Staunton, Augusta County, Virginia 24401 and  
28 13105 Buccaneer Rd., Silver Spring, Montgomery County, MD 20904. The Executive  
29 Committee may change the location of the principal offices. The Conference may have offices at  
30 such other places as the Executive Committee may determine or as the Conference’s activities  
31 may require.

32 **Section 2: Territory.** The geographical territory of the Conference shall be the Commonwealth  
33 of Virginia, except Accomack and Northampton Counties; the District of Columbia; and those  
34 portions of Montgomery and Prince Georges Counties in Maryland within a line drawn as  
35 follows: Beginning at Mt. Vernon, Virginia, draw a line to Piscataway, Maryland; continue the  
36 line northeast to the junction of Highways U.S. 301 and MD 214; from this point, continue the

1 line northwest to the junction of Highways MD 650 and MD 198 (Brown's Corner); then follow  
2 MD 650 north to Ednor; follow Ednor Road northeast to the Patuxent River; follow the Patuxent  
3 River northwest to the Montgomery/Frederick County line; then turn southwest along the County  
4 line to the Virginia/Maryland State line. The territory may also include any other territory as  
5 may hereafter come under its supervision by agreement with the Union and the Division.

## 6 **ARTICLE IV – PURPOSES**

7 **Section 1: Purposes.** The Conference is organized as a nonprofit religious corporation  
8 exclusively for charitable, religious, and educational purposes within the meaning of Section  
9 501(c)(3) of the Code, including but not limited to unifying, extending, and facilitating the work  
10 and proclamation of the Everlasting Gospel of Jesus Christ, in the context of the Three Angels'  
11 Messages of Revelation 14:6-12, to all peoples within its territory, as shall be designated by vote  
12 of the Executive Committee, in part by teaching the Gospel and by leading people to accept  
13 Jesus Christ as their personal Savior and to unite with His church, discipling them to prepare for  
14 His soon return; coordinating Christian ministries and pastoral, educational, youth, literary,  
15 health, and community services; conducting and carrying on meetings and conferences of  
16 Delegates from the various Seventh-day Adventist churches located within its territory; and  
17 conducting and carrying on such other meetings, conferences, and gatherings as shall from time  
18 to time be permitted or required by these Bylaws or the Working Policies of the General  
19 Conference and the Division.

20 **Section 2: Relationships.** The Conference is a part of the Union, which, in turn, is part of the  
21 Division of the General Conference. All purposes, powers, policies, and procedures of the  
22 Conference shall be in harmony with the Working Policies of the General Conference and the  
23 Division. The Conference shall pursue the mission of the church in harmony with the doctrines,  
24 programs, and initiatives adopted and approved by the General Conference in its quinquennial  
25 sessions.

26 Notwithstanding any other provision of these Bylaws, the Conference shall not carry on any  
27 other activities not permitted to be carried on (a) by a corporation exempt from federal income  
28 tax under Section 501(c) (3) of the Code; (b) by a corporation to which contributions are  
29 deductible under Section 170(c) (2) of the Code; or (c) by the laws of the jurisdiction under  
30 which the Corporation is incorporated or authorized to do business as a foreign corporation.

31 **Section 23: Powers.** Subject to the foregoing, the Conference shall have all powers, rights,  
32 privileges, and immunities, and shall be subject to all of the liabilities conferred or imposed by  
33 law upon corporations of this nature, and shall be subject to and have all the benefits of all  
34 general laws with respect to nonprofit religious corporations, provided that no part of the net  
35 earnings of the Conference shall inure to the benefit of any member, director, or officer of the  
36 Conference, or any private individual (except that reasonable compensation may be paid for  
37 services rendered to or for the Conference in carrying out one or more of its purposes), and no  
38 member, director, or officer of the Conference, or any private individual, shall be entitled to  
39 share in the distribution of any of the corporate assets on dissolution of the Conference. No  
40 substantial part of the activities of the Conference shall be the carrying on of propaganda, or  
41 otherwise attempting to influence legislation, and the Conference shall not participate in or  
42 intervene in (including the publication or distribution of statements) any political campaign on  
43 behalf of any candidate for public office.



**Section 34: Distribution on Dissolution.** The Conference may be dissolved only by a two-thirds (2/3) majority vote of the Delegates present and voting at any Constituency Meeting, provided that there are at least one hundred twenty-five (125) Delegates present of which at least seventy-five (75) are Regular Delegates. Upon the dissolution of the Conference or the termination of its activities, the assets of the Conference remaining after the payment of all its liabilities shall be distributed exclusively to the Union or another organization holding Seventh-day Adventist denominational status, to the extent permitted by law; provided, however, that if the Union or such other organization no longer shall exist or qualify for exemption from federal income taxation under Section 501(a) of the Code, such assets shall be distributed to one or more organizations designated by the Executive Committee that are then exempt from federal income taxation under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code.

**Section 45: Tax-Exempt Status.** It is intended that the Conference shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code. The Articles and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

## ARTICLE V – MEMBERSHIP

The Membership of this Conference shall consist of such Member Churches as have been or shall be properly organized in any part of the geographic territory under its jurisdiction and formally accepted for membership by vote of the Delegates at any regularly scheduled or specially called Constituency Meeting. Such Member Churches shall remain members of the Conference unless dissolved by the Conference in a properly called Constituency Meeting.

## ARTICLE VI – CONSTITUENCY MEETINGS

**Section 1: Regular Meeting.** The Membership meetings of the Conference shall be known as its Constituency Meeting. ~~No annual meeting is required unless mandated by law.~~ The Conference shall hold a regular quinquennial Constituency Meeting at such time and place as the Executive Committee of the Conference shall designate. Two (2) consecutive notices of the time and place of the meeting of the Delegates representing the members shall be printed in the official publication of the Union or printed by a method approved by the Conference Executive Committee at least four (4) weeks before the date of the Constituency Meeting.

A. Postponement of Regular Meeting. In cases of exigent circumstances such that make a scheduled Constituency meeting impossible or highly impractical (i.e. war, disease, disaster, pandemic, civil disorder, government regulation, threats or acts of terrorism or similar acts), the Potomac Conference Corporation Executive Committee, in regular or special session, shall have the authority to postpone and reschedule such Constituency Meeting. Such a postponement shall not exceed twelve (12) months and notice of any postponement voted by the Potomac Conference Corporation Executive Committee shall be given in the same manner as notice of the Constituency meeting. Unless other action is taken by the Potomac Conference Corporation Executive Committee, any such postponement shall extend the term of current officers, vice presidents, directors, associate directors and conference committees (i.e Executive Committee, Board of Education, Takoma Academy School Board and Shenandoah Valley Academy School Board) until the next Constituency meeting takes place. The Constituency Meeting

process will be followed, as possible, as stated in the Potomac Conference Corporation bylaws until the next Constituency Meeting takes place.

B. Virtual Setting. In cases where these exigent circumstances outline in Article VI, Section 1, A, such that make a scheduled Constituency meeting impossible in person, a virtual setting, or a combination of both shall be considered as a valid Constituency meeting.

**Section 2: Purpose of Meeting.** The purpose of this meeting is to receive quinquennial written reports from executive officers, vice presidents, and all departmental directors. In addition, delegates shall elect executive officers, vice presidents, and members of the following committees: Executive Committee, Board of Education, Standing Articles and Bylaws Committee, Shenandoah Valley Academy board and Takoma Academy board. Amendments and revisions to the Articles and Bylaws of the Potomac Conference Corporation, Constitution and Bylaws of the Board of Education, Shenandoah Valley Academy and Takoma Academy shall also be approved in this meeting.

**Section 3: Mid-Term Report.** The Conference shall give an electronic mid-term report (written when requested) to every church in the Conference on or about two (2) years after the regular Constituency Meeting.

#### **Section 4: Special Meeting.**

A. The Executive Committee of the Conference shall call a Special Constituency Meeting, at a time and place it deems proper, when:

1. It is requested by the Executive Officers or voted by the Executive Committee, or
2. It is voted by the Delegates at any Constituency Meeting, or
3. A written request is presented by one-third (1/3) of the Member Church boards, or
4. It is voted by the Executive Committee of the Union, Division, or General Conference, ~~with the majority voting to call for this meeting~~ or
5. It is required by law.

~~B. The Union Executive Committee or the Division Executive Committee may call a Special Constituency Meeting of the Conference.~~

B. The agenda for Special Constituency Meetings shall be included in the written or printed notice of the meeting and sent to all Delegates and shall include the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called and shall be delivered not less than 10 or more than 50 days before the meeting.

C. The time and place of Special Constituency Meetings shall be given in the same manner as for regularly scheduled Constituency Meetings.

**Section 5: Quorum.** At least one-third (1/3) of the Delegates authorized hereinafter under Section 1 of Article VII 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, the Delegates present shall constitute a quorum until there are fewer than one hundred twenty-five (125) Delegates present of which at least seventy-five (75) are Regular Delegates.

**Section 6: Proxy Voting.** All Delegates must be present in person at any Constituency Meeting in order to be eligible to vote. There shall be no voting by proxy.

**Section 7: Voting Rights of the Delegates.** Each Delegate appointed to act on behalf of the members of the Conference shall be entitled to one vote. The voting rights of the individual Delegates representing the Members as hereinafter provided shall be limited to the particular Constituency Meeting of the Conference in which they have been designated to represent a Member Church, an Organized Church, an institution, the Union, the Division, or the General Conference.

**Section 8: Election/Appointment and Term of Office.** Election and or appointment of executive officers, Vice Presidents, Executive Committee members and other departmental directors and associates shall be as follows:

A. Executive Officers. Executive officers shall be elected in one of two ways:

1. At a duly called Constituency Meeting

2. At a duly called Executive Committee Meeting. This option shall only be exercised in between constituency meetings, when a vacancy occurs due to death, serious illness, resignation, removal from office, or when an officer accepts a call to another organization. Election under this process shall take place in consultation with the Union President or his or her designee and must follow the hiring practices of the Potomac Conference Corporation as outlined in its Finding, Recruiting, and On-boarding Process document.

B. Vice Presidents. All vice presidents shall be elected either at a duly called Constituency Meeting or in between constituency meetings due to the same reasons outlined above by the Executive Committee, following the hiring practices of this organization outlined in the document referenced above.

C. Executive Committee Members. All executive committee members who are not ex officio shall be elected by the Delegates at a regular Constituency Meeting or in between constituency meetings by the Executive Committee due to death, serious illness, resignation, or removal from the committee.

D. Departmental Directors, Associate Departmental Directors, and Associate Treasurers. The appointment of departmental directors, associate departmental directors, and associate treasurers shall be referred to the Executive Committee at either its first or second meeting following a regular Constituency Meeting.

E. Term of Office. All executive officers, vice presidents, executive committee members and directors and associates shall hold their offices until the next regular meeting of the Constituency unless they resign or are removed from office, for cause, by the Executive Committee or a Special Constituency Meeting.

**Section 9: Rules of Order.** The General Conference Rules of Order, including any amendments made by the General Conference during the quinquennium, shall be used for all Constituency Meetings.

**Section 10: Delegate Materials.** The Delegates to all Constituency Meetings shall receive via electronic form or written form when requested, at least three (3) weeks prior to the meeting, such background materials as the Conference Executive Officers shall deem pertinent. For regular Constituency Meetings, these materials shall include:

- A. The agenda setting forth all issues proposed for discussion;
- B. The minutes of the previous regular meeting and minutes of all mid-term and special meetings held since the previous regular meeting;
- C. A General Conference Audited Statement, a detailed summary of the current financial statement, current operating budget for the Conference, and a financial summary for fiscal years ending after the last regular Constituency Meeting;
- D. A copy of the Bylaws provision(s) under which the meeting is called;
- E. A copy of the NAD Working Policy on local conference Constituency Meetings;
- F. To the extent feasible, a list of the proposed Delegates;
- G. General Conference Rules of Order; and
- H. Proposals by the Standing Articles and Bylaws Committee.

For a Special Constituency Meeting, an agenda shall be furnished in the same manner as for regular meetings, along with supporting documentation justifying the need for a special constituency meeting.

**Section 11: Voting Method.** The election of Executive Officers, Vice Presidents, and members of the Executive Committee, and voting on all other matters of business, shall be by electronic voting or voting cards, unless otherwise determined by a majority vote of the Delegates present, provided the alternative voting method is readily available.

**Section 12: Parliamentarian.** The Executive Committee shall ~~appoint~~ recommend a parliamentarian and such other assistant(s) as may be necessary to advise and rule on all parliamentary procedure issues at all Constituency Meetings.

**Section 13: Constituency Meeting Agenda.** At least six (6) months before a Constituency Meeting, the office of the Vice President for Administration shall contact all Churches within the Conference and, in consultation with the Executive Committee, will review comments and/or suggestions for the Constituency Meeting agenda.

## ARTICLE VII – REPRESENTATION

**Section 1: Delegates.** The Delegates at any Constituency Meeting of this Conference shall be Regular Delegates and Delegates at Large.

**A. Regular Delegates.** All Regular Delegates shall be properly accredited by any one of the Member Churches or Organized Churches of the Conference. Each Church shall elect one (1) Delegate and one (1) additional Delegate for each 50 (fifty) members or major fraction thereof, with a cap of 25 regular delegates per church, who hold membership in the Member Church or Organized Church which accredits them. Such representation shall be based on church membership at the close of the calendar year preceding the Constituency Meeting. Churches must submit a complete list of Delegates to the Conference three (3) months before the date of the Constituency Meeting. If the list is not received by the deadline, churches will not have a delegation to the Constituency Meeting and will be ineligible to participate in the Organizing and Nominating Committees.

**B. Conference Church Representation.** Since all membership from organized companies resides in the Conference Church, and the Conference Church is a member church of this corporation, all organized companies shall elect one (1) delegate for the Constituency Meeting. These delegates will be reviewed and approved by the Executive Committee.

**C. Delegates at Large.** Delegates at Large shall consist of individuals holding the following positions:

1. All members of the Executive Committee of the Conference.
2. All members of the Standing Articles and Bylaws Committee of the Conference.
3. All members of the Executive Committee of the Union who are present at the Constituency Meeting of the Conference.
4. All denominational employees holding a credential issued by the Conference, except locally funded employees.
5. Members of the General Conference Executive Committee, and the Division Executive Committee, who are present at the Constituency Meeting of this Conference. The number of such Delegates representing the General Conference and Division shall not exceed five percent (5%) of the total number of Delegates otherwise provided for.
6. Such other persons as may be granted Delegate's credentials for a specific Constituency Meeting by a two-thirds (2/3) vote of the Executive Committee. The number of such Delegates shall not exceed three percent (3%) of the total number of Delegates otherwise provided for hereinabove. These Delegates may include individuals from Healthcare Institutions, Washington Adventist University, ~~a Parliamentarian~~, and part-time retired pastors.

1 **Section 2: Status of Delegates.** All Delegates appointed to represent the members of the  
2 Conference at any Constituency Meeting shall be members in regular standing of the Seventh-  
3 day Adventist Church.

## 4 **ARTICLE VIII – COMMITTEES**

### 5 **Section 1: Organizing Committee.**

6 **A. Membership and Process.** The Organizing Committee shall be constituted as follows:  
7 Each Church that will be represented at the Constituency Meeting shall choose, ~~or~~  
8 ~~empower its delegation to choose,~~ one member from its delegation, plus one additional  
9 member from its delegation for each seven hundred and fifty (750) members or a major  
10 fraction thereof.

11 **B. Chairperson.** The chairperson of the Organizing Committee shall be the President of the  
12 Union or the Union President's representative.

13 **C. Duties and Responsibilities.** The Organizing Committee shall:

14 1. Elect the Nominating Committee to serve for the Constituency Meeting.

15 2. Nominate the Standing Articles and Bylaws Committee, ~~which shall be a~~  
16 ~~Standing Committee throughout the quinquennial.~~

17 **D. Membership Selection.** Members of the Organizing Committee shall be chosen three (3)  
18 months prior to the Constituency Meeting.

19 **E. Timeline of Work.** The Organizing Committee shall meet prior to the Constituency  
20 Meeting and shall complete its work at least thirty (30) days before the Constituency  
21 Meeting. The time and place of the meeting shall be given in the official notice of the  
22 Constituency Meeting.

23 **F. Quorum.** A quorum to do business shall consist of a majority which shall be fifty percent  
24 plus one (50% + 1).

### 25 **Section 2: Nominating Committee.**

26 **A. Membership.** The Nominating Committee shall consist of thirty-one (31) members,  
27 including the President of the Union or the Union President's representative, with the  
28 President of the Union, or the President's representative, serving as the chairperson. The  
29 membership of the Nominating Committee, chosen from the Delegate lists as presented,  
30 shall include members from each of the eight (8) geographical regions of the Conference  
31 in proportion to the actual church memberships within the regions, the majority of whom  
32 shall not be employees of the Conference. The Nominating Committee shall include, but  
33 not be limited to, pastors, women, educators, and minority representation. No more than  
34 four (4) members of the Organizing Committee may serve on the Nominating  
35 Committee.

- 1 B. **Non-Voting Consultants.** Prior to the first meeting of the Nominating Committee, the  
2 Executive Committee may choose three (3) members (two (2) laypersons and one (1)  
3 employee) of the Conference Personnel Committee to serve on the Nominating  
4 Committee as non-voting consultants.
- 5 C. **Nomination Process.** The Nominating Committee shall nominate individually all  
6 Executive Officers and Vice Presidents. Members of the Executive Committee who are  
7 not *ex officio* members, the Potomac Conference Board of Education, and Conference  
8 academy boards (Shenandoah Valley Academy and Takoma Academy), shall be  
9 nominated as individual groups. All Nominations shall be either written or electronically.
- 10 D. **Scope of Work.** The Nominating Committee will only elect positions that currently exist  
11 and not create new positions.
- 12 E. **Timeline of Work.** The Nominating Committee shall begin its work not more than thirty  
13 days (30) and not less than fifteen (15) days prior to the Constituency Meeting and shall  
14 report at the designated Constituency Meeting session.
- 15 F. **Quorum.** When the Nominating Committee meets prior to the Constituency Meeting,  
16 two-thirds (2/3) majority of the members must be present in order to transact business.

### 17 **Section 3: Standing Articles and Bylaws Committee.**

- 18 A. **Selection.** Each regularly scheduled Constituency Meeting of this conference shall elect  
19 members of the Standing Articles and Bylaws Committee.
- 20 B. **Membership.** This Committee shall be composed of not more than eleven (11) members  
21 and two alternates. As much as possible, representation shall include members from each  
22 of the geographical regions of the Conference in proportion to the actual membership  
23 within the regions. The majority shall not be employees of the Conference. The Vice  
24 President for Administration of the Conference or his/her designee shall serve as  
25 chairperson, and the committee shall include the Executive Secretary of the Union or  
26 his/her designee. Should a member be unable to function, the Executive Committee may  
27 provide a replacement as necessary.
- 28 C. **Function.** This Committee ~~shall function between the regularly scheduled Constituency~~  
29 Meetings shall be a Standing Committee throughout the quinquennial and shall submit its  
30 reports and recommendations to the Executive Committee and to the next regular  
31 Constituency Meeting.
- 32 D. **Duties and Responsibilities.** The purpose of this committee shall be to study, review,  
33 and/or recommend revisions to:
- 34 1. The Articles and Bylaws of the Conference;
- 35 2. The Constitutions and Bylaws of the Board of Education, Takoma Academy, and  
36 Shenandoah Valley Academy; and

3. The Constitutions, Articles, and Bylaws of any new subsidiary organizations of the Conference.

E. **Quorum.** A quorum to do business shall consist of six (6) members present.

**Section 4: Voting.** The voting on all matters of business in Article VIII shall be by electronic means (if available) or by *viva voce* (voice) unless otherwise determined by a majority vote of the Committee members present.

## ARTICLE IX – EXECUTIVE COMMITTEE

**Section 1: Membership of Executive Committee.** The Executive Committee of the Conference shall be elected at its regularly scheduled Constituency Meeting and shall consist of not more than twenty-seven (27) members. The President, Vice President for Administration, Vice President for Finance, and Vice President for Education shall be *ex officio* members of the Executive Committee. The membership of the Executive Committee shall include no less than fourteen (14) lay persons, and at least one departmental director or one alternating Conference Institutional Representative, with the remaining membership balanced as nearly as possible between pastors, educators or other denominational employees from various sections of the Conference

**Section 2: Expectations.** Executive Committee members shall have the following expectations:

A. Be members in regular standing in a Potomac Conference church.

B. Be involved in local church ministry.

C. Have a high level of confidentiality.

D. Be faithful in tithe ~~payers~~ and offering giving.

E. Support Adventist Christian education.

**Section 3: Skills & Abilities.** ~~The following skills and abilities shall be considered when selecting members of the Executive Committee~~ In general, the Executive Committee shall consist of members, who together, have the following skills and abilities:

### A. Legal

## B. Finance

### C. Investment/Property

#### D. Human Resources

## E. Marketing/Communication

## F. Technology



**Section 4: Term.** All members, except for *ex-officio* members, shall not serve more than two (2) consecutive terms.

**Section 5: Representation.** The membership of the Executive Committee shall represent the various segments and geographical territories of the Conference. In order to assure that each area of the conference is adequately represented, a member shall be ~~asked to resign~~ replaced if he/she misses more than three (3) unexcused meetings per year. The executive officers of the Union or their designee are permanent invitees of the Executive Committee.

**Section 6: Delegated Authority.** The Executive Committee of the Conference is delegated the authority to act on behalf of the constituents between regular Constituency Meetings, including the authority to elect or remove for cause Executive Officers, Vice Presidents, directors of departments/services, and Executive Committee, Standing Committee, and Special Committee members.

**Section 7: Administrative Authority.** The Executive Committee shall have full administrative authority to:

A. Appoint all departmental directors, associate departmental directors, associate treasurers or assistant treasurers at either its first or second meeting following a regular Constituency Meeting.

B. Fill for the current term any vacancies that may occur by death, resignation, or otherwise, in the Executive Committee, Standing Articles and Bylaws Committee and Special Committees, departments, or any office which have been filled by Conference or Constituency Meeting election or appointment. If a new President is to be elected, the President of the Union or the President's designee shall chair the Executive Committee. The filling of vacancies on the Executive Committee shall require the affirmative vote of two-thirds (2/3) of the members of the Executive Committee.

C. Employ ministers, educators, support staff, and other persons deemed necessary for the work of the Conference.

D. Grant and withdraw credentials and licenses. The withdrawal of credentials shall require the affirmative vote of two-thirds (2/3) of the members of the Executive Committee.

E. Appoint committees and subcommittees as deemed appropriate or necessary. The membership of each committee and subcommittee shall include no less than two members of the Executive Committee. Each committee and subcommittee shall have and may exercise the authority of the Executive Committee to the extent provided in the resolution of the Executive Committee designating or appointing said committee or as provided by the Article of Incorporation or Bylaws of the Conference. A Charter voted by the Executive Committee shall clearly identify the membership and term of reference of each appointed committee.

F. Ask for the resignation of Executive Committee members by a two-thirds (2/3) vote.

**Section 8: Regular Meetings.** The Executive Committee may schedule regular meetings at such times and places as it may select.

**Section 9: Special Meetings.** Special Meetings of the Executive Committee may be called any time or place by the President or, in the President's absence or at the President's direction, by the Vice President for Administration. A Special Meeting shall also be called by the Vice President for Administration in response to a 2/3 affirmative vote request of the total members of the Executive Committee.

**Section 10: Annual Meetings.** The Executive Committee shall designate one of its meetings each year to serve as the "annual meeting" of the Corporation as required under applicable non-profit law in the District of Columbia.

**Section 11 10 : Quorum.** A majority of the Executive Committee members shall constitute a quorum. At least one of the members shall be an Executive Officer of the Conference.

~~**Section 11: Voting.** The voting on all matters of business shall be by electronic means (if available) or by *viva voce* (voice) unless otherwise determined by a majority vote of the Committee members present.~~

**Section 12: Voting.** The voting on all matters of business shall be by *vice voce* (voice), voting devices (if available) or by phone or email as specified in Article X.

## **ARTICLE X — PHONE VOTES**

~~**Section 1: Phone Votes.** The following stipulations must be followed when conducting phone votes for the following conference committees: Executive Committee, Board of Education, Shenandoah Valley Academy and Takoma Academy.~~

~~A. The committee chair must authorize either the phone vote.~~

~~B. For a phone vote:~~

~~1. A written, e mail or phone call to alert all membership of the meeting.~~

~~2. There must be a quorum of the board.~~

~~3. For an item to pass there must be a simple majority.~~

~~4. This vote is to be ratified at the next duly called board meeting and entered into the minutes.~~

## **ARTICLE X – ELECTRONIC VOTING**

**Section 1: Electronic Voting.** The following procedures must be followed when conducting votes by phone or email for the following conference committees: Executive Committee, Board of Education, Shenandoah Valley Academy and Takoma Academy.

**A. Phone Voting:** Votes by phone shall be conducted in the following manner:

1. The committee chair must authorize the phone vote.

2. A written email or phone call to alert all membership of the meeting.

3. There must be a quorum of the committee.
4. For an item to pass, there must by a simple majority.
5. This vote is to be ratified at the next duly called board meeting and entered in the minutes.

**B. Email Voting: Votes by email shall be conducted in the following manner:**

1. The committee chair must authorize the email vote.
2. The committee chair must send an email to the committee members to (a) alert them of the need to vote by email, (b) clearly specify the motion or issue to be voted upon, and (c) provide the committee members with a deadline by which time votes must be cast.
3. A quorum of the committee must vote for the vote.
4. For an item to pass, a simple majority of those voting must vote in favor of the measure.
5. This vote is to be ratified at the next duly called board meeting and entered in the minutes.
6. Email voting shall not be used for the following categories: (a) personnel matters, (b) policy items, and other matters which are reasonably likely to require discussion to reach an informed decision.

## **ARTICLE XI – OFFICERS**

**Section 1: Executive Officers.** The Executive Officers of the Conference shall be the President, the Vice President for Administration, and the Vice President for Finance. Any Executive Officer of the Conference may execute and deliver all authorized assignments, bonds, contracts, agreements, deeds, mortgages, easements, rights of way, powers of attorney, annuities and life income agreements, trusts, and all other documents, obligations, and assurances in the name of the Conference. It is the duty of these Executive Officers, in consultation with one another, to carry forward the mission according to plans, policies, and programs voted by the constituency and/or the Executive Committee. These plans, policies, and programs shall be in harmony with the doctrines and actions adopted and approved by the General Conference in its quinquennial sessions.

- A. President.** The President, who shall be an ordained minister of experience, is the chief Executive Officer and shall report to the Executive Committee of the Conference in consultation with the Vice President for Administration and Vice President for Finance. The President shall chair Constituency Meetings, the Executive Committee and the Conference academy boards, and serve in the general interests of the Potomac Conference as the constituency and the Executive Committee shall determine. In providing leadership, the President shall adhere to the policies of the Union, the Division, and the General Conference and work in harmony with the Union Committee and in close

counsel with the Union officers. The President shall also be responsible for providing information as may be requested by the Executive Committee. The President shall have the general powers and duties of supervision and management consistent with the Bylaws as are usually vested in the office of the president of a corporation and shall perform such other duties usually pertaining to the office.

**B. Vice President for Administration.** The Vice President for Administration, associated with the President as an Executive Officer, shall serve under the direction of the Executive Committee and shall act as vice-chairperson of the Executive Committee. The Vice President for Administration shall report to the Executive Committee of the Conference after consultation with the President. It shall be the duty of the Vice President for Administration 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 officers of the Union. The Vice President for Administration shall also be responsible for providing information as may be requested by the President or by the Executive Committee. The Vice President for Administration shall perform all the duties consistent with the Bylaws as are usually vested in the office of the secretary of a corporation and shall perform such other duties usually pertaining to the office and as may be assigned by the Executive Committee or by the President. In case of the temporary absence or disability of the President, the duties of that office shall be performed by the Vice President for Administration, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

**C. Vice President for Finance.** The Vice President for Finance, associated with the President as an Executive Officer, shall serve under the direction of the Executive Committee. The Vice President for Finance shall report to the Executive Committee of the Conference after consultation with the President. The Vice President for Finance shall be an experienced finance officer responsible for providing financial leadership to the Conference 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 NAD policy, and for providing financial information to the President and to the Executive Committee. The Vice President for Finance shall be responsible for furnishing copies of the financial statements to the Union officers. The Vice President for Finance shall perform all the duties generally incident to the office of the treasurer of a corporation and shall have such other powers and shall perform such other duties usually pertaining to the office and as may be assigned by the Executive Committee or by the President.

**Section 2: Other Officers.** Other officers may be elected by the Constituency as deemed appropriate from time to time.

## **ARTICLE XII – DIRECTORS OF DEPARTMENTS/ASSOCIATIONS/SERVICES**

**Section 1: Advisory Role.** The directors of departments/associations/services of the Conference shall work under the direction of the Executive Committee of the Conference and the President.

1 **Section 2: Department/Services Structure.** Conference departments/services should be  
2 organized in harmony with the departmental/service structure of the General Conference, but  
3 need not duplicate the departments/services in the Union, the Division, or General Conference.

#### 4 **ARTICLE XIII – SUBSIDIARY MINISTRIES**

5 **Section 1: Corporations and Agencies.** The Conference may carry on its ministry through  
6 subsidiary agencies, organizations, and institutions that may, where necessary and appropriate,  
7 function either as unincorporated or incorporated entities. Before the Conference forms any  
8 legal organization, it shall secure the approval of the Union Executive Committee (if applicable)  
9 and Division Committee (NADCOM).

10 **Section 2: Constituency or Executive Committee Meetings of Subsidiaries.** The Executive  
11 Committee meetings of the Conference’s unincorporated subsidiaries and Board of Director  
12 meeting of the Conference’s incorporated subsidiaries shall be held in conjunction with the  
13 regularly scheduled Constituency Meetings of the Conference or as provided by the Bylaws of  
14 the respective subsidiary entities. The election of the Board of Directors, Executive Committees,  
15 or management committees of the subsidiary entities will be in harmony with the statutory laws  
16 applicable to each such entity.

#### 17 **ARTICLE XIV – ADMINISTRATION OF THE BOARD OF EDUCATION**

18 **Section 1: Governing Bodies.** The Conference Board of Education derives its authority from  
19 the Executive Committee. To ensure the effective and orderly operation of the schools within  
20 the Conference, the Board of Education delegates certain functions to the local school board.  
21 The local school board works closely with the Board of Education and the Conference Office of  
22 Education. This ensures that the operation of each school is based on the policies and practices  
23 of the Board of Education and that all actions regarding school personnel are prudent and based  
24 on Christian ethics. The Board of Education shall have authority to oversee the specific  
25 operation of Conference schools, including the power to recommend the employment, discipline,  
26 and dismissal of employees within their jurisdiction.

27 **Section 2: Operating Procedures.** The Executive Committee shall approve working policies  
28 for the educational constituency, the Conference Board of Education, and the constitutions and  
29 bylaws for all schools PreK-12. These documents shall include a description of membership and  
30 the specific responsibilities for each group. These boards shall function within the approved  
31 policies of the NAD, the Union, and the Conference Executive Committee.

32 **Section 3: Office of Education.** An Office of Education shall carry out the day-to-day  
33 administrative and planning functions of the Conference PreK-12 educational program.

34 **Section 4: Vice President for Education.** The Office of Education shall be administered by a  
35 Vice President for Education. This position shall have discretionary administrative authority in  
36 matters pertaining to education and shall function as Secretary of the Board of Education under  
37 the direction of the Executive Committee.

38 **Section 5: Associate Superintendent of Schools.** The title “Associate Superintendent of  
39 Schools” shall be used to designate those individuals who may be elected to serve with the Vice

1 President for Education in carrying out the functions and responsibilities of the Office of  
2 Education.

## 3 **ARTICLE XV – FINANCE**

4 **Section 1: Tithes and Offerings.** The church funds managed by the Conference shall consist of  
5 such tithe as it shall be assigned by policy and as received from within its territory and such gifts,  
6 legacies, bequests, devises, appropriations, reverted funds, direct tithe, and other donations as  
7 may be made to it.

8 **Section 2: Policies.** The portion of the tithe which is reserved for the Conference, as specified  
9 by policy, and all other funds shall be used in harmony with the financial policies of the  
10 Division; and, in the case of donations, their use shall be in harmony with the specifications of  
11 donors and in compliance with government regulations. Tithe is shared with the Union and  
12 Division on fixed percentages as set by the Division Executive Committee, and with the General  
13 Conference on fixed percentages as set by the Annual Council of the General Conference  
14 Executive Committee.

15 **Section 3: Bank Accounts.** The funds of the Conference shall be safeguarded in harmony with  
16 the financial policies of the Division. Monies shall be deposited in the name of the Conference,  
17 in regular or special accounts, in such banks or savings institutions, as the Executive Committee  
18 shall designate, and shall be withdrawn only by persons authorized by resolution of the  
19 Executive Committee.

20 **Section 4: Financial Statements.** The Conference shall prepare annually appropriate  
21 statements of income and fund balances and shall be responsible for the filing of any financial  
22 information directly with the Union and the Division and, to the extent required by law, with any  
23 branch of local, state, or federal government. The Conference shall make available, upon written  
24 request, the audited statements to any member of a Member Church.

25 **Section 5: Execution of Documents.** The President, Vice President for Administration, and  
26 Vice President for Finance, or any one of them, shall have authority to execute and deliver, in the  
27 name and on behalf of the Conference, any contract, bill, note, check, deed, mortgage, bill of  
28 sale, or other instrument except as limited by law, the Articles, or these Bylaws, or unless  
29 otherwise expressly provided by any resolution of the Executive Committee. In addition, in the  
30 absence of the President, Vice President for Administration and Vice President for Finance, the  
31 Under Treasurer and the Associate Treasurer of the conference shall have the authority to  
32 execute and deliver such documents, in consultation with at least one conference executive  
33 officer.

## 34 **ARTICLE XVI – BUDGET, SALARY REVIEW, AND AUDIT**

35 **Section 1: Budget.** The Conference shall prepare an annual budget in harmony with the  
36 policies of the Division for approval at the December meeting of the Executive Committee of the  
37 preceding year.

38 **Section 2: Salary and Expense Review.** The Executive Committee shall constitute an  
39 Employee Remuneration Committee to review annually the salary and expense of all employees  
40 and set salary rates for the subsequent year.

1 **Section 3: Independent Audit.** All accounting records of the Conference shall be audited at  
2 least annually by auditor(s) designated by the General Conference Auditing Service, and the  
3 financial records of the Conference or any of its subsidiaries, agencies, or institutions shall at all  
4 times be open to said auditor(s). A management response from the Executive Committee shall be  
5 prepared for the General Conference Auditing Service.

## 6 **ARTICLE XVII – REAL ESTATE AND PERSONAL PROPERTY INTERESTS**

7 All real estate and personal property interests of the Conference, shall be owned ~~by~~, titled ~~in the~~  
8 ~~name of~~, and held by the Conference or one of its wholly owned legal subsidiaries. Real estate  
9 and personal property interests of the Conference shall not be titled in the name of Member  
10 Churches, Organized Churches, Conference Institutions, and other Conference organizations,  
11 individuals or third parties.

## 12 **ARTICLE XVIII – INDEMNIFICATION**

13 **Section 1: Right to Indemnification.** The Conference shall, to the extent legally permissible,  
14 indemnify each person who may serve or who has served at any time as an officer, director,  
15 employee, Executive Committee member, Conference Standing Committee member, Conference  
16 Special Committee member, church board member, school board member, or volunteer of the  
17 Conference against all expenses and liabilities, including (without limitation) counsel fees,  
18 judgments, fines, excise taxes, penalties, and settlement payments reasonably incurred by or  
19 imposed upon such person in connection with any threatened, pending, or completed action, suit,  
20 or proceeding in which he or she may become involved by reason of his or her service in such  
21 capacity; provided that no indemnification shall be provided for any such person with respect to  
22 any matter as to which he or she shall have been finally adjudicated in any proceeding to have  
23 been grossly negligent or not to have acted in good faith and in the reasonable belief that such  
24 action was legal and in the best interests of the Conference; and further provided that any  
25 compromise or settlement payment shall be approved by a majority vote of a quorum of the  
26 Executive Committee who are not at that time parties to the proceeding.

27 **Section 2: Contractual Relationship.** This Article constitutes a contract between the  
28 Conference and the indemnified person.

29 **Section 3: Heirs and Personal Representatives.** The indemnification provided hereunder shall  
30 inure to the benefit of the heirs, executors, personal representatives, and assigns of persons  
31 entitled to indemnification hereunder. The right of indemnification under this Article shall be in  
32 addition to and not exclusive of all other rights to which any person may be entitled.

33 **Section 4: Amendment or Repeal.** No amendment or repeal of the provisions of this Article  
34 which adversely affects the right of an indemnified person under this Article shall apply to such  
35 person with respect to those acts or omissions which occurred at any time prior to such  
36 amendment or repeal, unless such amendment or repeal was voted by or was made with the  
37 written consent of such indemnified person.

## 38 **ARTICLE XIX – CONFLICT OR DUALITY OF INTEREST**

39 **Section 1: Definitions.** For purposes of this Article, the term “Concern” shall mean any  
40 corporation, association, trust, partnership, limited liability entity, firm, person, or other entity

other than the Conference, and the term “Interest” shall include personal interest in any Concern; interest as director, officer, member, stockholder, shareholder, partner, manager, agent, trustee, or beneficiary in any Concern; or having an immediate family member who holds such an interest in any Concern.

**Section 2: Disclosure.** Each officer of the Conference, each member of the Executive Committee, the Standing Committees, and the Special Committees of the Conference (“Officer” or “Committee Member,” as the case may be) shall disclose to the Executive Committee any financial or other relationship that might reasonably be construed to be inconsistent with the discharge of such person’s duties to the Conference, including without limitation his or her Interest of, in, and with any Concern with which the Conference has entered into, or might be expected to enter into, a relationship or transaction. Such disclosures shall be made at least annually and at any other time that a potential or actual conflict or duality of interest may arise; said disclosures shall be in such form as the Executive Committee shall require.

**Section 3: Effect of Conflict.** No Officer or Committee Member of the Conference shall be disqualified from holding any office in the Conference or membership on the Executive Committee or any Standing or Special Committee of the Conference by reason of any Interest in any Concern, nor shall said Officer or Committee Member be disqualified from dealing either as vendor, purchaser, or otherwise, or contracting or entering into any other transaction with the Conference or with any entity of which the Conference is an affiliate, nor shall any transaction of the Conference be voidable by reason of the fact that any Officer or Committee Member has an interest in the concern with which such transaction is entered into, PROVIDED THAT:

A. The Interest of such Officer or Committee Member is fully disclosed to the Executive Committee;

B. No interested Officer or Committee Member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Executive Committee at which such matter is voted upon;

C. Any transaction in which an Officer or Committee Member has a Interest shall be duly approved by members of the Executive Committee not so interested or connected as being in the best interests of the Conference;

D. Payments to the interested Officer or Committee Member or his/her Concern shall be reasonable and shall not exceed fair market value;

E. No contract, transaction, or act shall be entered into or taken on behalf of the Conference if such contract, transaction, or act would jeopardize the Conference’s tax-exempt status under Section 501(c)(3) of the Code; and

F. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**Section 4: Conflicts with Other Disclosure Standards or Requirements.** In the event that an Officer or Committee Member is subject to multiple Conflict or Duality of Interest Standards or Disclosures in a given situation, then said Officer or Committee Member shall be held to the highest or most restrictive standard or disclosure imposed upon him or her.



## ARTICLE XX – AMENDMENT, REVISION, AND REPEAL

**Section 1: Amendment, Revision and Repeal.** To ensure the unity of the Church worldwide, these Bylaws ~~shall~~ may be amended or revised from time to time, unless prohibited by law, so as to bring these Bylaws into compliance with the “bold print” provisions contained in the Model Local Conference Bylaws found in the latest edition of the NAD Working Policy. Amendments or revisions to these Bylaws may be proposed by the Executive Committee, an Executive Officer, a Delegate, or a member in regular standing of a Member Church for consideration by the Standing Articles and Bylaws Committee, which shall submit its reports and recommendations to the Executive Committee and to the next duly called Constituency Meeting. All amendments or revisions to these Bylaws shall require a two-thirds (2/3) affirmative vote of the Delegates present and voting at any duly called Constituency Meeting of the Conference. Notice of any proposed changes to the Bylaws of the Conference shall be given specifically by the Executive Committee in conjunction with the publication of notice for the Constituency Meeting. Copies of proposed amendments or revisions shall be included in the Delegate background materials.

**Section 2: Model Local Conference Bylaws.** The Constituency or the Executive Committee may recommend to the General Conference—through the Union and the Division—amendments to the Model Local Conference Bylaws.

## ARTICLE XXI – GENERAL PROVISIONS

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

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

**Section 3: Facsimile Signatures.** Facsimile, conformed, or electronic signatures of any Officer of the Conference may be used whenever authorized by the Executive Committee or President. The Conference may rely upon the facsimile, conformed, or electronic signature of any person if delivered by or on behalf of such person in a manner evidencing an intention to permit such reliance. A document delivered by e-mail, fax, or other means of electronic transmission shall be deemed, upon receipt by the Conference, in legible form, to constitute a writing even if not reproduced in paper form. Any such electronic transmission sent by a member of the Executive Committee (director) in a manner evidencing an intention to consent to a given action shall be deemed to be signed if such transmission sets forth, or is delivered with, information by which the Conference can, in good faith, determine that the transmission is sent by such person or by an agent authorized to deliver such consent for such person.

**Section 4: Interpretation.** Headings and captions used herein are inserted for convenience only and shall not be used to construe the scope or content of any provision. In the case of any conflict between the provisions of the Working Policies of the General Conference and the Division or the Articles and these Bylaws, the Standing Articles and Bylaws Committee shall consider whether any changes to these Bylaws are appropriate and whether the Working Policies

1 of the General Conference and the Division or the Articles, as applicable and in that order, shall  
2 control. In the case of any ambiguity or other question concerning interpretation of these  
3 Bylaws, the good faith interpretation of the Executive Committee, acting by the affirmative vote  
4 of a majority of the Executive Committee then in office, shall be binding on the Conference for  
5 all purposes.

6 **ARTICLE XXII – ~~ADOPTION AND RATIFICATION~~ CERTIFICATE OF**  
7 **CORPORATION SECRETARY**

8 ~~Adoption and Ratification of these Amended and Restated Bylaws shall be accomplished by the~~  
9 ~~procedure set forth in Article XX of the Bylaws of Potomac Conference Corporation of Seventh-~~  
10 ~~day Adventists. Upon the Adoption and Ratification of these Amended and Restated Bylaws as~~  
11 ~~provided herein, any amendments thereafter to these Bylaws shall be governed by Article XX of~~  
12 ~~these Bylaws and this Article XXII shall have no further force or effect.~~

13 ~~Adopted and Ratified by the vote of the Constituency of the Potomac Conference Corporation of Seventh-day Adventists at a~~  
14 ~~duly convened meeting held on the 27th day of September, 2015.~~

15  
16 ~~Adopted and Ratified by the Executive Committee of the Potomac Conference Corporation of Seventh-day Adventists at a duly~~  
17 ~~convened meeting held on the 15th day of November, 2015.~~

18  
19 By: \_\_\_\_\_

20 ~~Jorge A. Ramírez, Vice President for Administration~~

21 I certify that I am the duly elected Executive Secretary of the POTOMAC CONFERENCE CORPORATION OF SEVENTH-  
22 DAY ADVENTISTS, a nonprofit religious District of Columbia Corporation authorized to do business in the State of Maryland  
23 and the Commonwealth of Virginia and that the above Bylaws, consisting of 20 pages, including this Certificate, are the Bylaws  
24 of this Corporation as amended by a two-thirds (2/3) vote of the Membership at its duly noticed, Constituency Meeting, held on  
25 \_\_\_\_\_; further that they have not been amended or modified since that date.

26 \_\_\_\_\_  
27 Executive Secretary

28 \_\_\_\_\_  
29 Date



POTOMAC CONFERENCE CORPORATION  
OF SEVENTH-DAY ADVENTISTS

# CONSTITUTION AND BYLAWS

## Board of Education

**Constitution & Bylaws**  
**Board of Education**  
**Report of Material Changes to the Constitution and Bylaws**  
December 8, 2020

**Board of Education Bylaws**

- Article V, Section 7 – Electronic Voting. As requested at the last Constituency Meeting, Article V, Section 7 has been redone to include electronic voting

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Potomac  
Conference  
Corporation of  
Seventh-day  
Adventists

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Constitution and  
Bylaws of the  
Board of Education

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Voted, September 27, 2015  
Second Quinquennial Constituency  
Meeting, Sligo Church, Takoma Park, MD

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## CONSTITUTION AND BYLAWS BOARD OF EDUCATION

### Article I – Name, Definitions, Identification, Purpose, Objectives

**Section 1: Name.** This organization will be known as the Potomac Conference Corporation Board of Education, hereinafter "Board of Education".

**Section 2: Definitions.** Throughout this document, the following terms have the meaning indicated unless otherwise specified:

- A. "Potomac Conference" means the Potomac Conference Corporation of Seventh-day Adventists.
- B. "Union" means the Columbia Union Conference of Seventh-day Adventists.
- C. "NAD" means the North American Division of Seventh-day Adventists

**Section 3: Identification.** The Potomac Conference administers a school system offering educational opportunities and spiritual mentoring for young people, pre-kindergarten through twelfth grade. This PreK-12 program is overseen by the Potomac Conference Board of Education and directed by the Vice President for Education and Associate Superintendent(s) of Schools.

**Section 4: Purpose.** The purpose of the Board of Education is to plan for and coordinate the PreK-12 schools system for the Potomac Conference.

**Section 5: Objectives.** The objectives of this board of education shall be:

- A. Determine the needs of the Potomac Conference PreK-12 school system and develop and carry out effective policies and programs that will address those needs, such as:
  - 1. Establishing, monitoring, and engaging in on-going development of essential school standards for sustainable operations of the schools.
  - 2. Establishing, monitoring and engaging in on-going development of essential school academic standards for student outcomes
  - 3. Establishing, monitoring, and engaging in the development of school regulations and procedures for student safety
  - 4. Establishing, monitoring, and engaging student academic assessments, admissions standards, teacher professional training and assessments and school programing to insure optimal potential for student academic and spiritual development.

- 1 B. Conduct the business of the Potomac Conference school system in harmony with the  
2 education policies of the NAD and the Union Board of Education.  
3  
4 C. Determine the employment, assignment, transfer, or dismissal of all school personnel.  
5  
6 D. Hear request appeals and grievances in harmony with the *Columbia Union Conference of*  
7 *Seventh-day Adventists Education Code*.  
8  
9 E. Recommend to the Potomac Conference Executive Committee the opening, closing,  
10 suspending, or consolidating of schools.  
11  
12 F. Approve an annual education budget.  
13  
14 G. Consider and act upon applications from schools wanting to teach secondary subjects.  
15  
16 H. Support the Vice President for Education and the Associate Superintendents in  
17 administration of the PreK-12 system of education.  
18  
19 I. Report on a regular basis to the Potomac Conference Executive Committee regarding  
20 issues related to education.  
21  
22 J. Review all school accreditation reports and approve accreditation terms for elementary or  
23 junior academy schools as outlined by the Adventist Accrediting Association.  
24

## 25 **Article II – Delegated Authority, Constituency, Dissolution**

26  
27 **Section 1: Delegated Authority.** The Potomac Conference Board of Education derives its  
28 authority from the Potomac Conference Constituency and the Potomac Conference Corporation  
29 Executive Committee. To ensure the effective and orderly operation of the schools within the  
30 Potomac Conference, the Potomac Conference Board of Education delegates certain functions to  
31 the local school board. The local school board works compliantly with the Potomac Conference  
32 Board of Education and the Potomac Conference Office of Education to ensure the operation of  
33 each school is based on the policies and practices of the Potomac Conference Board of  
34 Education. The Board of Education has authority to act on matters related to the operation of the  
35 Potomac Conference PreK-12 system of education.  
36

37 **Section 2: Constituency.** The Potomac Conference constituency is the constituency for the  
38 Potomac Conference Board of Education.  
39

40 **Section 3: Dissolution.** The Board of Education shall continue to function until it officially is  
41 voted out of existence by the majority of members at a constituency meeting.  
42

## 43 **Article III – Membership, Election, Term of Office and Qualifications**

44  
45 **Section 1: Membership.** The Board of Education membership shall consist of twenty (20)  
46 voting members selected for their professional and spiritual qualifications (necessary for long-



1 term visioning), and for their sustainability decision-making skill (required for on-going  
2 success), and seven (7) ex officio members, with the majority being lay members not employed  
3 by the Potomac Conference Corporation of Seventh-day Adventists. They shall be:  
4

5 A. Voting Members-Ex Officio:

- 6
- 7 1. The Potomac Conference President; chair
- 8
- 9 2. The Potomac Conference Vice President for Administration, vice-chair
- 10
- 11 3. The Potomac Conference Vice President for Finance;
- 12
- 13 4. The Potomac Conference Vice President for Education, secretary
- 14
- 15 5. The Columbia Union Vice President for Education or his/her designee
- 16
- 17 6. Shenandoah Valley Academy Principal
- 18
- 19 7. Takoma Academy Principal
- 20

21 B. Voting Members-Elected:

- 22
- 23 1. Fourteen (14) lay members representing the various Potomac Conference
- 24 regions and local school boards.
- 25
- 26 2. A pastor
- 27

28 C. Voting Members-Appointed:

- 29
- 30 1. Five (5) representatives from the PreK-12 system with a minimum of two (2) of
- 31 the representatives being from the small schools (schools with less than four (4)
- 32 teachers.
- 33

34 D. Non-Voting Members:

- 35
- 36 1. Potomac Conference Associate Superintendents
- 37

38 **Section 2: Election and Term of Office.**

39

40 A. The Potomac Conference constituency will elect the members referred to in Section 1-B

41 of this Article at its regular meeting.

42

43 B. Elected Board Members shall serve until their successors are duly elected by the next

44 Potomac Conference Corporation Constituency Meeting.

45

1 C. If a member is absent for three (3) unexcused consecutive meetings, the Board of  
2 Education may consider the position vacant and ask the Potomac Conference  
3 Executive Committee to appoint an individual to complete the remainder of the term.  
4

5 D. Vacancies incurred between constituency meetings shall be filled by the Potomac  
6 Conference Executive Committee.  
7

8 **Section 3: Expectations of Board Members.** Members of the Board of Education shall have the  
9 following expectations:  
10

11 A. Be members in regular standing in a Potomac Conference church.  
12

13 B. Be involved in local church ministry.  
14

15 C. Have a high level of confidentiality.  
16

17 D. Be faithful in tithe ~~payers~~ and offering giving.  
18

19 E. Support Adventist Christian education.  
20

21 **Section 4: Board Member Qualifications.** All voting members of the board shall be members  
22 of the Seventh-day Adventist Church in regular standing. In selecting board members the  
23 following shall be considered:  
24

25 A. Adventist School Supporter  
26

27 B. Representation from Conference Regions  
28

29 C. Strategic Planning  
30

31 D. Small School Experience  
32

33 E. Local Board Experience  
34

35 F. Diversity in Age Groups  
36

37 G. Strong Business Experienced Background  
38

39 H. Educational Knowledge and Leadership  
40

41 I. Ethnicity Representation  
42

43 J. Financial Management  
44

45 K. Fund Raising/Development  
46

L. Gender Representation

M. Legal Expertise

N. Marketing/Communication

O. Spiritual Leadership

P. Technology Experience

#### Article IV – Governing Body and Other Committees

44 **Section 1: Governing Body.** The governing body of the Board of Education shall be the  
45 Potomac Conference Corporation Executive Committee in between constituency meetings.  
46

1 **Section 2: Other Committees.** The Board of Education may establish other committees as  
2 needed.

- 3  
4 A. Other Committees. The Board of Education may establish other committees and sub-  
5 committees as deemed necessary to provide the most efficient discharge of their  
6 responsibilities. All sub-committees report to the Board of Education. A charter for the  
7 committee is to be established and voted by the board at the time of organizing a sub-  
8 committee. The Charter is to outline the sub-committees scope of intent, authorization  
9 limitations, membership, reporting responsibilities and term of existence.

## 10 11 **Article V – Meetings**

12  
13 **Section 1: Meetings.** The Board of Education will meet in regular session a minimum of three  
14 (3) times a year.

15  
16 **Section 2: Quorum.** A quorum will be a simple majority of membership with the number of  
17 laity members equal to or greater than conference employee representation.

18  
19 **Section 3: Executive Session.** The Board of Education will meet in an executive session when  
20 discussing personnel issues.

21  
22 **Section 4: Special Meetings.** At times it is necessary to attend to issues before a regularly  
23 scheduled meeting. The chair may call special meetings as deemed necessary.

24  
25 **Section 5: Agenda.** Proposed agenda items will be submitted to the Office of Education at least  
26 three (3) weeks before the regularly scheduled meeting date. The Office of Education will  
27 distribute the agenda to members at least one (1) week before the meeting date.

28  
29 **Section 6: Voting.** The voting on all matters of business shall be by electronic means (if  
30 available) or by viva voce (voice), unless otherwise determined by a majority vote of the  
31 committee members present. A simple majority is required for any motion to pass.

32  
33 ~~**Section 7: Phone Vote.** There are appropriate times when a phone vote is necessary. When this~~  
34 ~~occurs the following guidelines are to be followed:~~

35  
36 ~~A. The chair must authorize the phone vote.~~

37  
38 ~~B. For a phone vote:~~

39  
40 ~~1. A written e-mail or phone call to alert all members of the meeting.~~

41  
42 ~~2. There must be a quorum.~~

43  
44 ~~3. For an item to pass there must be a simple majority.~~

14. ~~4. This vote is to be ratified at the next duly called Board meeting and entered into the minutes.~~

2

3 **Section 7: Electronic Voting.** The following procedures must be followed when conducting  
4 votes by phone or email for the following conference committees: Executive Committee, Board  
5 of Education, Shenandoah Valley Academy and Takoma Academy.

6 **B. Phone Voting:** Votes by phone shall be conducted in the following manner:

7 1. The committee chair must authorize the phone vote.

8 2. A written email or phone call to alert all membership of the meeting.

9 3. There must be a quorum of the committee.

10 4. For an item to pass, there must by a simple majority.

11 5. This vote is to be ratified at the next duly called board meeting and entered in the  
12 minutes.

13 **C. Email Voting:** Votes by email shall be conducted in the following manner:

14 1. The committee chair must authorize the email vote.

15 2. The committee chair must send an email to the committee members to (a) alert  
16 them of the need to vote by email, (b) clearly specify the motion or issue to be  
17 voted upon, and (c) provide the committee members with a deadline by which  
18 time votes must be cast.

19 3. A quorum of the committee must vote for the vote.

20 4. For an item to pass, a simple majority of those voting must vote in favor of the  
21 measure.

22 5. This vote is to be ratified at the next duly called board meeting and entered in the  
23 minutes.

24 6. Email voting shall not be used for the following categories: (a) personnel matters,  
25 (b) policy items, and other matters which are reasonably likely to require  
26 discussion to reach an informed decision.

## 27 **Article VI – Potomac Conference Schools**

28

29 **Section 1: Potomac Conference Schools.** Shenandoah Valley Academy and Takoma Academy  
30 are senior academies directed by boards that are elected by the Potomac Conference Corporation  
31 constituency. These boards are responsible to the Potomac Conference Board of Education and  
32 its policies and practices. All other schools within the Potomac Conference are operated by local  
33 school boards elected by local church constituency. The chief administrative officer of the school

1 is the principal/head teacher. The principal is responsible to the school board and the Vice  
2 President for Education. Teachers are primarily responsible to the principal/ head teacher while  
3 also responsible to the local school board and Vice president for Education.  
4

#### 5 A. Operating Boards for Local Constituency Schools 6

- 7 1. Duties. Operating boards elected by the constituencies of each school have the  
8 duty to support their schools by operating them within the guidelines and  
9 policies adopted by the NAD, Union Board of Education, and Potomac  
10 Conference Board of Education. Their specific functions include, but are not  
11 limited to, the following:  
12
  - 13 a. The approval and fiscal management of the school budget and the  
14 capital improvement of school property.  
15
  - 16 b. Provision for equipment, supplies, maintenance, and replacement of  
17 school properties.  
18
  - 19 c. Support of the principal and faculty/staff as they administer the  
20 school's policies.  
21
  - 22 d. Support the policy and process development for the Management of  
23 student conduct, school discipline, dress code, admissions policies, and  
24 school publications.  
25
  - 26 e. Act in an advisory role assisting the Office of Education in the  
27 employment, assignment, transfer or dismissal of education personnel.  
28

#### 29 B. Operating Boards for Conference Constituency Schools 30

##### 31 1. Shenandoah Valley Academy and Takoma Academy 32

- 33 a. Constituency. The Potomac Conference constituency is the  
34 constituency for Shenandoah Valley Academy and Takoma Academy.  
35
- 36 b. Membership and Vacancies. Academy board members will be elected  
37 by the Potomac Conference constituency at its regular meeting. If a  
38 member fails to attend 75% of regularly scheduled meetings, the  
39 Potomac Conference Board of Education may consider the position  
40 vacant and ask the Potomac Conference Executive Committee to  
41 appoint another individual to complete the remainder of the term. All  
42 vacancies shall be filled by the Potomac Conference Executive  
43 Committee.  
44
- 45 c. The ex-officio members are: Potomac Conference President, chair,  
46 Potomac Conference Vice President for Administration, vice-chair,

Academy Principal, secretary, Potomac Conference Vice President for Finance, Potomac Conference Vice President for Education/ Superintendent of Education, and the Columbia Union Vice President for Education or his/her designee.

- d. Member Duties. Members of the academy boards shall be responsible for the operation of their academy within the policies adopted by the Potomac Conference Board of Education and the academy's constitution. The academy boards shall appoint sub-committees to provide the most efficient discharge of their responsibilities. The following committees are suggested: Executive Committee, Finance Committee, Personnel Committee and Strategic Planning Committee.
- e. Meetings. Academy boards will meet at least five (5) times annually at a time and place announced to members in harmony with the academy's constitution and bylaws.
- f. Academy Constitutions and Bylaws. To the extent the constitutions and bylaws governing Takoma Academy and Shenandoah Valley Academy are inconsistent with this Constitution and Bylaws, those constitutions and bylaws are herewith amended to conform to this Constitution and Bylaws. Conforming language implementing any such amendments shall be approved by the Potomac Conference executive committee.

## **Article VII – Office of Education**

**Section 1: Duties.** The Office of Education is assigned the following functions:

- A. To represent the Potomac Conference at the Columbia Union Superintendents and Administrators Council (CUSAC), the Columbia Union Board of Education (CUBOE), and before general church and community audiences that may influence Christian education within the Potomac Conference.
- B. Serves as agent(s) of the Potomac Conference Board of Education in the day-by-day administration of the Potomac Conference system of education.
- C. Recruitment of certificated professional personnel.
- D. Supervising, coaching, and evaluating professional educational staff.
- E. Informing the Board of Education about personnel issues and recommending employee status to the Board for its approval.

- 1 F. Creating for recommendation and managing an annual budget for the PreK-12 education  
2 system.  
3  
4 G. Developing a Potomac Conference-wide school calendar for Board of Education  
5 approval.  
6  
7 H. Administering education policies.  
8  
9 I. Consulting with school and academy operating boards.  
10  
11 J. Making short-term and long-term plans and goals and recommending them to the Board  
12 of Education for approval.  
13  
14 K. Keeping the Potomac Conference officers and Board of Education aware of the state of  
15 the education system through conferences and reports.  
16  
17 L. Supervising the assessment program and reporting to the Board of Education.  
18  
19 M. Maintain official minutes and other records for the school system.  
20  
21 N. Carrying out other assignments voted by the Board of Education.  
22

## 23 **Article VIII – Rules of Order and Procedures**

24  
25 **Section 1: Rules of Order.** The *General Conference Rules of Order* shall be used for conducting  
26 all meetings.  
27

28 **Section 2: Procedures.** Special meetings of the Board of Education, academy boards, or any  
29 committees may be held upon a two-working-day notice. Any regular or special meeting may be  
30 held by telephone conference call or other electronic means by which each member may  
31 communicate with all members of the meeting. All actions taken will be summarized in minutes  
32 and become a regular part of the minutes of the board or committee.  
33  
34  
35

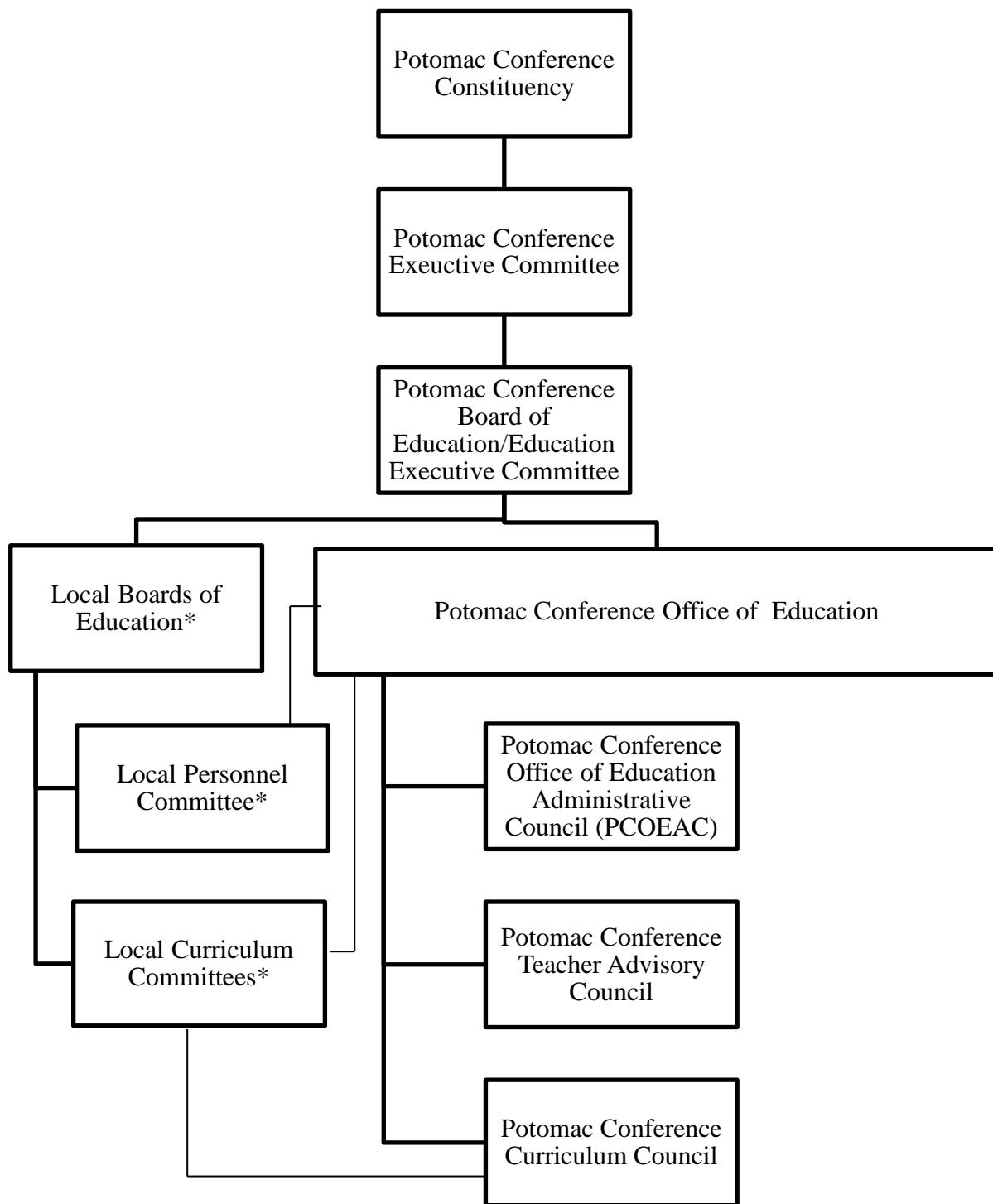
## 36 **Article IX – Amendments**

37  
38 These Constitution and Bylaws may be amended by a two-thirds (2/3) majority vote of the  
39 delegates present and voting at any duly called Potomac Conference constituency meeting.  
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**ORGANIZATIONAL CHART**







POTOMAC CONFERENCE CORPORATION  
OF SEVENTH-DAY ADVENTISTS

# CONSTITUTION AND BYLAWS

## Shenandoah Valley Academy

**Constitution & Bylaws**  
**Shenandoah Valley Academy**  
**Report of Material Changes to the Constitution and Bylaws**  
December 8, 2020

**Shenandoah Valley Academy Bylaws**

- Article II, Section 7 – Duties and Responsibilities of the Principal. Recommendation to replace this section with a shorter description of the duties and responsibilities of the principal consistent with Bylaws language.
- Article III – Meetings, Section 5 – Electronic Voting. As requested at the last Constituency Meeting, Article III, Section 5 has been redone to include electronic voting

Edits, 01-20-19

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Potomac  
Conference  
Corporation of  
Seventh-day  
Adventists

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Constitution and  
Bylaws of  
Shenandoah  
Valley Academy

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Voted, September 27, 2015  
Second Quinquennial Constituency  
Meeting, Sligo Church, Takoma Park,  
MD

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**Section 3: School Board Members.** The school board membership shall consist of eighteen (18) voting members selected for their spiritual and professional qualifications (necessary for long-term visioning), and for their sustainability decision-making skill (required for the Academy's on-going success), and eight (8) ex officio members, with the majority being lay members not employed by the Potomac Conference Corporation of Seventh-day Adventists.

A. Election. The voting delegates of the Potomac Conference Corporation shall elect these eighteen (18) voting board members at its regular constituency meeting. The nominating committee of the Potomac Conference Corporation shall nominate these members.—considering ~~It is recommended~~ the following criteria: ~~guide the nomination process:~~

1. Of the elected voting members, no more than three (3) school board members shall have children attending the academy.
2. Of the elected voting members, no spouses, parents, siblings, or immediate relatives of staff members or academy personnel shall serve as a school board member.
3. Of the elected voting members, no more than three (3) school board members from any one-conference region shall be members of this school board.

B. Ex Officio Members. The board shall also have eight (8) ex officio members as follows: Potomac Conference Corporation President, Potomac Conference Corporation Vice President for Administration, Potomac Conference Corporation Vice President for Finance and Potomac Conference Corporation Vice President for Education, Columbia Union Conference Vice President for Education, Academy Principal, Senior Pastor New Market SDA Church and President, Academy Alumni Association.

C. Tenure. School board members, after being duly elected, shall serve until they resign, are removed or until their successors are duly elected by the next Potomac Conference Corporation Constituency Meeting.

D. Attendance. Board members missing more than fifty (50) percent of board meetings in a twelve-month (12) period are subject to review by the school board for recommendation to the Potomac Conference Corporation Executive Committee.

E. Vacancies. Filling of school board member vacancies or, if necessary, the removal of a board member shall be recommended to the Potomac Conference Corporation Executive Committee by a two-thirds (2/3) vote of the school board.

F. Non-voting members. Non-voting members shall include: Academy Vice Principal for Finance, other Academy administration as invited by the principal, a Teacher chosen annually from the faculty, and at least one Potomac Conference Corporation Pastor. The

1 Board may elect to also invite others to participate in the meetings as deemed valuable to  
2 the operation of the Academy. All non-voting members and invitees are to be members of  
3 the Seventh-day Adventist church. Non-voting members and invitees are to be excluded  
4 from the executive sessions unless their presence is deemed helpful to the Board for  
5 addressing the agenda. A two-thirds (2/3) majority vote of the Board is necessary for  
6 extending the invitation(s).

7  
8 **Section 4: Expectations of Voting Board Members.** The following expectations shall be  
9 required of all voting members:

10  
11 A. Board Duties

- 12  
13 1. Attend at least ~~four~~ 50 % of Board meetings by phone or in person per year.  
14  
15 2. Review the agenda and supporting materials prior to Board and committee  
16 meetings.  
17  
18 3. Serve on sub-committees and take on special assignments as needed.  
19  
20 4. Personally contribute financially to the Academy annually.  
21  
22 5. Remain informed about the Academy's mission, service and policies and promote  
23 the Academy with the Constituents and within the community.  
24  
25 6. Suggest nominees and participate in board member recruitment.  
26  
27 7. Support Shenandoah Valley Academy by representing the organization with  
28 Constituency and with other friends and donors.

- 29  
30 B. Board Member Code of Conduct. Every board member shall understand and subscribe to  
31 the code of conduct detailed in the Shenandoah Valley Academy Board Member  
32 Agreement (see Appendix 1). Failure to abide by this board member agreement will result  
33 in consideration for removal from the board.  
34

35 **Section 5: Officers.** The President of the Potomac Conference Corporation shall be the chairman  
36 of the board. The Vice President for Administration of the Potomac Conference Corporation shall  
37 be the vice chairman and the Principal/CEO of the Academy shall be the secretary of the school  
38 board.  
39

40 **Section 6: Delegated Authority and Responsibilities of the Board.** The school board derives its  
41 authority from the Potomac Conference Corporation Board of Education, which functions under  
42 the direction of the Potomac Conference Corporation Executive Committee. Its responsibilities  
43 include but are not limited to:



- 1  
2 A. Determine the needs of the Academy in order to develop and carry out its mission, vision  
3 and strategic plans that will address those needs, such as:  
4
- 5 1. Establishing, monitoring and engaging the in-on-going development of essential  
6 standards for sustainable operations.  
7
  - 8 2. Establishing, monitoring and engaging the in-on-going development of essential  
9 academic standards for desired student outcomes.  
10
  - 11 3. Establishing, monitoring and engaging the in-the development of school regulations  
12 and procedures for student safety.  
13
  - 14 4. Establishing and monitoring student academic assessments, admissions standards,  
15 teacher professional training and assessments and school programming to insure  
16 optimal potential for student academic and spiritual development.  
17
- 18 B. To carry out the actions assigned by the Potomac Conference Corporation constituency,  
19 Potomac Conference Corporation Executive Committee and the Potomac Conference  
20 Corporation Board of Education.  
21
- 22 C. To hold an executive session of the board at each regularly scheduled board meeting.  
23 These sessions are to allow board members the opportunity to address potentially sensitive  
24 issues (e.g., personnel issues, overall school performance and health, etc.) in a confidential  
25 environment. These sessions should negate the need for a standing Personnel Committee,  
26 as well as facilitate transparent and supportive dialogue among board members, the  
27 principal, and conference administration.  
28
- 29 D. To recommend by majority vote the employment status of the principal ~~and all staff-~~  
30 ~~members~~ full-time employees, including part-time teaching staff. Such recommendations  
31 are to be made to the Potomac Conference Corporation Board of Education, and will be  
32 done at the Board's discretion or when required by policy. It is expected that the Board will  
33 give significant weight to the Principal/CEO's recommendations when making staffing  
34 decisions, particularly in light of the substantial staffing authority/responsibilities of the  
35 Principal/CEO outlined in Section 8, C, below. The Board's recommendations are to be  
36 made in accordance with the policies of the Potomac Conference Corporation Board of  
37 Education, the Columbia Union Conference Education Code, and North American Division  
38 educational policy. As with all employees of the Potomac Conference Corporation, final  
39 employment authority is held by the Potomac Conference Corporation Board of Education.  
40
- 41 E. The board shall provide the principal with an annual job performance review at a meeting  
42 to be held no later than February each year. At this same meeting, the board will review  
43 and approve the Principal's strategic plans for the future of the school.

1  
2 **Section 7: Duties and Responsibilities of the Principal/CEO.** The Principal shall be responsible  
3 for the spiritual growth, academic achievement and safety of those under his or her watch. To  
4 perform these duties, the Principal shall have the general powers and duties of supervision and  
5 management consistent with the Bylaws, the education codes of the Columbia Union and Potomac  
6 Conference, the directives of the SVA board, the directives of the Potomac Conference, and the  
7 directives of the Vice President of Education, in that order of priority. To the extent not  
8 inconsistent with the foregoing, the Principal shall also have such powers as are usually vested in  
9 the office of the principal and shall perform such other duties usually pertaining to the office. The  
10 Principal shall report regularly to the SVA Board and the Vice President of Education and provide  
11 additional information as reasonable requested from time to time. The Principal shall also serve as  
12 the Secretary of the School Board.

13  
14 ~~The duties and responsibilities of the principal/CEO shall include the following:~~

15  
16 ~~A. Spiritual Leadership~~

- 17 ~~1. Be a biblical servant leader. While maturing their own spiritual journey through the~~  
18 ~~implementation of a spiritual growth plan, the principal prayerfully seeks the~~  
19 ~~guidance of the Holy Spirit to be present in all matters and decisions. As the~~  
20 ~~spiritual leader of the academy, the principal lives a life above reproach and~~  
21 ~~establishes the spiritual climate that provides for the intentional discipling of each~~  
22 ~~student. The Potomac Conference Corporation baseline document for educators~~  
23 ~~outlines the minimal requirement for employment. All conference employees are~~  
24 ~~expected to sign this document.~~
- 25  
26 ~~2. Serve the faculty and staff in their spiritual journey so they in turn are able to~~  
27 ~~mentor the spiritual growth and engagement of their students in Seventh-day~~  
28 ~~Adventist Mission.~~
- 29  
30 ~~3. Direct the culture on campus through a well-planned discipline philosophy that~~  
31 ~~develops in students' personal management and responsible citizenship~~  
32 ~~accountability.~~
- 33  
34 ~~4. Assure that there is a balanced development of the whole person and that all~~  
35 ~~components of the school are aligned with healthy spiritual growth.~~
- 36  
37 ~~5. Assure students are afforded the opportunity to participate in witnessing and service~~  
38 ~~to fellow students, faculty, church community, and the community at large.~~
- 39  
40 ~~6. Establish a partnership in ministry with the constituent pastoral team that will~~  
41 ~~strengthen the spiritual effectiveness of the school's witness.~~
- 42  
43 ~~7. Develop a school wide strategic plan for the spiritual development of each student.~~

1  
2 ~~B. Academic Leadership~~

- 3  
4 ~~1. Establish a well defined strategic plan that results in academic success for each~~  
5 ~~learner.~~  
6  
7 ~~2. Direct the instructional program through teacher supervision and evaluations,~~  
8 ~~collaborative professional development, and curriculum training and~~  
9 ~~implementation.~~  
10  
11 ~~3. Organize and oversee the planning of the yearly calendar as well as the day-to-day~~  
12 ~~instructional operations for optimal learning outcomes.~~  
13  
14 ~~4. Establish a systematic review of longitudinal, standardized and formative~~  
15 ~~assessments of student achievement in order to drive effective instructional~~  
16 ~~planning and academic validity.~~  
17

18 ~~C. Leadership in Organizational Management~~  
19

- 20 ~~1. Be responsible to the Academy School Board and collaborate with the Potomac~~  
21 ~~Conference Corporation Vice President for Education in the implementation of the~~  
22 ~~Academy's mission, vision and strategic plan as well as the management of the~~  
23 ~~entire school program within the policies established by the North American~~  
24 ~~Division Department of Education, Columbia Union Department of Education, and~~  
25 ~~Potomac Conference Corporation Board of Education.~~  
26  
27 ~~2. All employees of Shenandoah Valley Academy are recommended for hiring or~~  
28 ~~termination by vote of the School Board, with final authority lying with the~~  
29 ~~Potomac Conference Corporation Board of Education. However, as Chief~~  
30 ~~Executive Officer, the Principal is expected to take substantial initiative in the~~  
31 ~~hiring and termination processes. This includes leading the formulation of staffing~~  
32 ~~requirements to fulfill the school's mission, the selecting and vetting of candidates~~  
33 ~~for employment, and making staffing recommendations to the School Board. The~~  
34 ~~Principal's personnel recommendations to the Academy Board shall be made after~~  
35 ~~consultation with the Vice President for Education of the Potomac Conference~~  
36 ~~Corporation.~~  
37  
38 ~~3. Assist the faculty, school board, Potomac Conference Corporation and North~~  
39 ~~American Division with the collection and interpretation of data to use in the~~  
40 ~~formulation of plans for school growth and sustainability.~~  
41  
42 ~~4. Establish an effective, consistent, and responsive school management plan with~~  
43 ~~clear lines of responsibility and communication.~~

- ~~5. Provide leadership in the development and application of policies and guidelines as approved by appropriate committees.~~
- ~~6. Ensure that all faculty, staff, and volunteers are in serviced in Shield the Vulnerable and other appropriate safety protocols and adhere to all policy guidelines that govern adult interaction with students.~~
- ~~7. Maintain permanent student records according to policy guidelines.~~
- ~~8. Be responsible to the School Board and the Financial Management Committee to ensure wise fiscal management of the school for sustained excellence by exercising sound fiscal practices as guided by the local, conference, and union governance procedures.~~
- ~~9. Oversee the management of all school property, assets and acquisitions.~~
- ~~10. Ensure annual revisions of school policies and the updating of student and employee handbooks.~~

**Section 8: Duties and Responsibilities of the Secretary of the School Board.** The duties and responsibilities of the secretary of the School board are:

- A. To keep a full and complete record of the proceedings of all meetings of the board and its sub-committees and to send promptly to the members the minutes of these meetings.
- B. Prepare and distribute the agenda for the meeting as well as any other pertinent documentation in collaboration with the board chair, academy principal and vice president for education, prior to the next duly called meeting, providing adequate time for members to prepare.
- C. To perform such duties as normally are required by the school board.

### **ARTICLE III – MEETINGS**

**Section 1: Meetings.** Regular meetings of the school board shall be held at least five (5) times a year. Meetings may be attended in person or via teleconferencing. The time and place shall be at the discretion of the board chair (or by the vice chair officiating during the absence of the chair) and the board.

- A. Special Meetings. The chairperson or, in his/her absence or disability, the vice chairperson, shall call a meeting upon the written request of five (5) or more members of the board. Board members shall be notified of any special board meetings by the chairperson or

1           designee. All actions taken are to be summarized in minutes and ratified during the next  
2           regularly scheduled meeting.

3  
4   **Section 2: Quorum.** A quorum shall consist of a simple majority of the School Board voting  
5   members, including ex-officio.

6  
7   **Section 3: Minutes.** All actions of the school board and sub-committee(s) shall be archived as  
8   permanent records. The minutes shall be kept on file at the Academy. Every board member shall  
9   receive a copy of the minutes of the board and its formed sub-committees. Executive Session  
10   minutes of the school board shall be distributed and collected at the next meeting in executive  
11   session.

12  
13   **Section 4: Voting.** The board shall use the most recent edition of the *General Conference Rules of*  
14   *Order* for conducting meetings.

15  
16   **Section 5: ~~Phone~~ Electronic Voting.** The following procedures must be followed when  
17   conducting votes by phone or email for the following conference committees: Executive  
18   Committee, Board of Education, Shenandoah Valley Academy and Takoma Academy.

19       **A. Phone Voting: Votes by phone shall be conducted in the following manner:**

- 20           1. The committee chair must authorize the phone vote.  
21           2. A written email or phone call to alert all membership of the meeting.  
22           3. There must be a quorum of the committee.  
23           4. For an item to pass, there must by a simple majority.  
24           5. This vote is to be ratified at the next duly called board meeting and entered in the  
25           minutes.

26       **B. Email Voting: Votes by email shall be conducted in the following manner:**

- 27           1. The committee chair must authorize the email vote.  
28           2. The committee chair must send an email to the committee members to (a) alert  
29           them of the need to vote by email, (b) clearly specify the motion or issue to be  
30           voted upon, and (c) provide the committee members with a deadline by which time  
31           votes must be cast.  
32           3. A quorum of the committee must vote for the vote.

4. For an item to pass, a simple majority of those voting must vote in favor of the measure.
5. This vote is to be ratified at the next duly called board meeting and entered in the minutes.
6. Email voting shall not be used for the following categories: (a) personnel matters, (b) policy items, and other matters which are reasonably likely to require discussion to reach an informed decision.

~~Provision is made to allow the chairman to call for phone voting within the following stipulations:~~

~~A. The chair of the school board must authorize the phone vote.~~

~~B. For phone vote:~~

- ~~1. All members must be alerted of the meeting.~~
- ~~2. There must be a quorum.~~
- ~~3. For an item to pass there must be a simple majority.~~
- ~~4. The votes are to be ratified at the next duly called Board meeting and entered into the minutes.~~

## ARTICLE IV – COMMITTEES

**Section 1: Standing Committees.** The following standing committees shall be appointed by the School Board to fulfill the following responsibilities:

- A. Financial Management Committee (FMC). The role of the FMC is primarily to provide financial oversight for the academy. Tasks include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. The chair of this committee shall be the Potomac Conference Corporation Vice President for Finance or his/her designee.
- B. Safety and Facilities Committee. The role of the safety and facilities committee is to monitor a comprehensive maintenance program/schedule and evaluate the safety and security of the campus buildings and grounds. The safety and facilities committee is to submit to the board and local conference the annual safety and security audit. The chair of this committee shall be the academy principal or his/her designee.

**Section 2: Other Committees.** The board shall have full authority to appoint other committees and subcommittees as deemed necessary. The membership of each committee is to be appointed by the board. Each committee shall have and may exercise the authority of the board to the extent

1 provided in the resolution of the board designating or appointing said committee or the  
2 Constitution and Bylaws of Shenandoah Valley Academy.

### 4 **ARTICLE V – AMENDMENTS**

5  
6 These Constitution and Bylaws may be amended at any regular Constituency meeting of the  
7 Potomac Conference Corporation by a two-thirds (2/3) vote of the delegates present and voting.  
8  
9

### 12 **Appendix I**

#### 14 **SHENANDOAH VALLEY ACADEMY BOARD MEMBER AGREEMENT**

15  
16 As a board member, I agree to:

- 17  
18 1. Act with honesty and integrity.
- 19  
20 2. Support in a positive manner all actions taken by board even when I am in a minority position  
21 on such actions. I recognize that decisions of the board can be made only by a majority vote at  
22 a board meeting and I will respect the majority decisions of the board.
- 23  
24 3. Participate in (1) annual strategic planning events, (2) board development workshops,  
25 seminars, and other educational events that enhance my skills as a board member.
- 26  
27 4. Maintain confidentiality where appropriate.
- 28  
29 5. Exercise my authority as a board member only when acting in a meeting with the full board or  
30 when appointed by the board.
- 31  
32 6. Work with and respect my peers who serve this board.
- 33  
34 7. Always act for the good of the Academy and represent the interests of all people served by this  
35 Academy.
- 36  
37 8. Represent the Academy in a supportive manner at all times.
- 38  
39 9. Observe the parliamentary procedures and display courteous conduct in all board and  
40 committee meetings.  
41

- 1 10. Refrain from intruding on SVA’s administrative issues that are the responsibility of school  
2 administration.  
3
- 4 11. Avoid acting in a way that represents a conflict of interest between my position as a board  
5 member and my personal or professional life, even if those actions appear to provide a benefit  
6 for the Academy. This includes using my position for the advantage of my friends and business  
7 associates. If such a conflict does arise, I will declare that conflict before the board and refrain  
8 from voting on matters in which I have a conflict.  
9

10 I will abide by this board member agreement.  
11

12 \_\_\_\_\_  
13 Signature Date Printed Name





POTOMAC CONFERENCE CORPORATION  
OF SEVENTH-DAY ADVENTISTS

# CONSTITUTION AND BYLAWS

## Takoma Academy

**Constitution & Bylaws**  
**Takoma Academy**  
**Report of Material Changes to the Constitution and Bylaws**  
December 8, 2020

**Takoma Academy Bylaws**

- Article II, Section 7 – Duties and Responsibilities of the Principal. Recommendation to replace this section with a shorter description of the duties and responsibilities of the principal consistent with Bylaws language.
- Article III – Meetings, Section 5 – Electronic Voting. As requested at the last Constituency Meeting, Article III, Section 5 has been redone to include electronic voting

Edits, 01-20-19

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Potomac  
Conference  
Corporation of  
Seventh-day  
Adventists

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Constitution and  
Bylaws of Takoma  
Academy

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Voted, September 27, 2015  
Second Quinquennial Constituency  
Meeting, Sligo Church, Takoma Park,  
MD

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1 voting members selected for their spiritual and professional qualifications (necessary for long-term  
2 visioning), and for their sustainability decision-making skill (required for the Academy's on-going  
3 success), and eleven (11) ex officio members, with the majority being lay members not employed  
4 by the Potomac Conference Corporation of Seventh-day Adventists.

5  
6 A. Election. The voting delegates of the Potomac Conference Corporation shall elect these  
7 nineteen (19) voting board members at its regular constituency meeting. The nominating  
8 committee of the Potomac Conference Corporation shall nominate these members—  
9 considering ~~It is recommended~~ the following criteria; ~~guide the nomination process~~.

- 10  
11 1. Of the elected voting members, no more than three (3) school board members shall  
12 have children attending the academy.  
13  
14 2. Of the elected voting members, no spouses, parents, siblings, or immediate relatives  
15 of staff members or academy personnel shall serve as a school board member.  
16  
17 3. Of the elected voting members, no more than three (3) school board members from  
18 any one community shall be members of this school board.  
19

20 B. Ex Officio Members. The board shall also have eleven (11) ex officio members as follows:  
21 Potomac Conference Corporation President, Potomac Conference Corporation Vice  
22 President for Administration, Potomac Conference Corporation Vice President for Finance,  
23 Potomac Conference Corporation Vice President for Education, Columbia Union  
24 Conference Vice President for Education or his/her designee, Academy Principal,  
25 Washington Adventist University President, Parent's Association President, Academy  
26 Alumni Association President along with two Takoma Academy faculty members. The two  
27 faculty members shall be appointed for a one-year term by the board, taking into  
28 consideration recommendations of the faculty.  
29

30 C. Tenure. School board members, after being duly elected, shall serve until they resign, are  
31 removed or until their successors are duly elected by the next Potomac Conference  
32 Corporation Constituency Meeting.  
33

34 D. Attendance. Board members, other than ex officio members, missing more than fifty (50)  
35 percent of board meetings in a twelve-month (12) period may be subject to replacement.  
36

37 E. Vacancies. Filling of school board member vacancies or, if necessary, the removal of a  
38 board member shall be recommended to the Potomac Conference Corporation Executive  
39 Committee by a two-thirds (2/3) vote of the school board.  
40

41 F. Non-voting members. Non-voting members shall include: Academy Vice Principal for  
42 Finance, other Academy administration as invited by the principal, a Teacher chosen  
43 annually from the faculty, and at least one Potomac Conference Corporation Pastor. The  
44 Board may elect to also invite others to participate in the meetings as deemed valuable to

1 the operation of the Academy. All non-voting members and invitees are to be members of  
2 the Seventh-day Adventist church. Non-voting members and invitees are to be excluded  
3 from the executive sessions unless their presence is deemed helpful to the Board for  
4 addressing the agenda. A two-thirds (2/3) majority vote of the Board is necessary for  
5 extending the invitation(s).

6 **Section 4: Expectations of Voting Board Members.** The following expectations shall be  
7 required of all voting members:

8  
9 A. Board Duties

- 10  
11 1. Attend at least ~~four~~ 50 % of Board meetings by phone or in person per year.  
12  
13 2. Review the agenda and supporting materials prior to Board and committee  
14 meetings.  
15  
16 3. Serve on sub-committees and take on special assignments as needed.  
17  
18 4. Personally contribute financially to Takoma Academy.  
19  
20 5. Remain informed about Takoma Academy's mission, services, and policies and  
21 promote Takoma Academy within the community.  
22  
23 6. Suggest nominees and participate in board recruitment.  
24  
25 7. Support Takoma Academy by representing the organization in the community and  
26 with funders.

- 27  
28 B. Board Member Code of Conduct. Every board member shall understand and subscribe to  
29 the code of conduct detailed in the Takoma Academy Board Member Agreement (see  
30 Appendix 1). Failure to abide by this board member agreement will result in consideration  
31 for removal from the board.  
32

33 **Section 5: Officers.** The President of the Potomac Conference Corporation shall be the chairman  
34 of the board. The Vice President for Administration of the Potomac Conference Corporation shall  
35 be the vice chairman and the Principal/CEO of the Academy shall be the secretary of the school  
36 board.  
37

38 **Section 6: Delegated Authority and Responsibilities of the Board.** The school board derives its  
39 authority from the Potomac Conference Corporation Board of Education which functions under the  
40 direction of the Potomac Conference Corporation Executive Committee. Its responsibilities  
41 include but are not limited to:

- 42  
43 A. Determine the needs of Takoma Academy in order to develop and carry out effective

1 policies and programs that will address those needs, such as:

- 2
- 3 1. Establishing, monitoring and engaging ~~the in-on-going development~~ of essential
- 4 school standards for sustainable operations.
- 5
- 6 2. Establishing, monitoring and engaging ~~the in-on-going development~~ of essential
- 7 school academic standards for student outcomes.
- 8
- 9 3. Establishing, monitoring and engaging ~~the in the development~~ of school regulations
- 10 and procedures for student safety.
- 11
- 12 4. Establishing and monitoring student academic assessments, admissions standards,
- 13 teacher professional training and assessments and school programming to insure
- 14 optimal potential for student academic and spiritual development.
- 15

16 B. To carry out the actions assigned by the Potomac Conference Corporation constituency,

17 Potomac Conference Corporation Executive Committee and the Potomac Conference

18 Corporation Board of Education.

19

20 C. To hold an executive session of the board at each regularly scheduled board meeting. These

21 sessions are to allow board members the opportunity to address potentially sensitive issues

22 (e.g., personnel issues, overall school performance and health, etc.) in a confidential

23 environment. These sessions should negate the need for a standing Personnel Committee,

24 as well as facilitate transparent and supportive dialogue among board members, the

25 principal, and conference administration.

26

27 D. To recommend by majority vote the employment status of the principal ~~and all staff-~~

28 ~~members~~ full time employees, including part-time teaching staff. Such recommendations

29 are to be made to the Potomac Conference Corporation Board of Education, and will be

30 done at the Board's discretion or when required by policy. It is expected that the Board will

31 give significant weight to the Principal/~~CEO~~'s recommendations when making staffing

32 decisions, particularly in light of the substantial staffing authority/responsibilities of the

33 Principal/~~CEO~~ outlined in Section 8, C, below. The Board's recommendations are to be

34 made in accordance with the policies of the Potomac Conference Corporation Board of

35 Education, the Columbia Union Conference Education Code, and North American Division

36 educational policy. As with all employees of the Potomac Conference Corporation, final

37 employment authority is held by the Potomac Conference Corporation Board of Education.

38

39 E. The board shall provide the principal with an annual job performance review at a meeting

40 to be held no later than February each year. At this same meeting, the board will review

41 and approve the Principal's strategic plans for the future of the school.

42

43 **Section 7: Duties and Responsibilities of the Principal/CEO. The Principal shall be responsible**

44 **for the spiritual growth, academic achievement and safety of those under his or her watch. To**



1 perform these duties, the Principal shall have the general powers and duties of supervision and  
2 management consistent with the Bylaws, the education codes of the Columbia Union and Potomac  
3 Conference, the directives of the TA board, the directives of the Potomac Conference, and the  
4 directives of the Vice President of Education, in that order of priority. To the extent not  
5 inconsistent with the foregoing, the Principal shall also have such powers as are usually vested in  
6 the office of the principal and shall perform such other duties usually pertaining to the office. The  
7 Principal shall report regularly to the TA Board and the Vice President of Education and provide  
8 additional information as reasonable requested from time to time. The Principal shall also serve as  
9 the Secretary of the School Board.

10  
11 ~~The duties and responsibilities of the principal/CEO shall include the following:~~

12  
13 ~~A. Spiritual Leadership~~

- 14  
15 ~~1. Be a biblical servant leader. While maturing their own spiritual journey through the~~  
16 ~~implementation of a spiritual growth plan, the principal prayerfully seeks the~~  
17 ~~guidance of the Holy Spirit to be present in all matters and decisions. As the~~  
18 ~~spiritual leader of the school, the principal lives a life above reproach and~~  
19 ~~establishes the spiritual climate that provides for the intentional discipling of each~~  
20 ~~student. The Potomac Conference Corporation Baseline document for educators~~  
21 ~~outlines the minimal requirement for employment. All Potomac Conference~~  
22 ~~Corporation employees are expected to sign this document.~~  
23  
24 ~~2. Serve the faculty and staff in their spiritual journey so they in turn are able to~~  
25 ~~mentor the spiritual growth and engagement of their students in Seventh-day~~  
26 ~~Adventist Mission.~~  
27  
28 ~~3. Direct the culture on campus through a well-planned discipline philosophy that~~  
29 ~~develops in students' personal management and responsible citizenship~~  
30 ~~accountability.~~  
31  
32 ~~4. Assure that there is a balanced development of the whole person and that all~~  
33 ~~components of the school are aligned with healthy spiritual growth.~~  
34  
35 ~~5. Assure students are afforded the opportunity to participate in witnessing and service~~  
36 ~~to fellow students, faculty, church community, and the community at large.~~  
37  
38 ~~6. Establish a partnership in ministry with the constituent pastoral team that will~~  
39 ~~strengthen the spiritual effectiveness of the school's witness.~~  
40  
41 ~~7. Develop a school wide strategic plan for the spiritual development of each student.~~

42  
43 ~~B. Academic Leadership~~

- ~~1. Establish a well-defined strategic plan that results in academic success for each learner.~~
- ~~2. Direct the instructional program through teacher supervision and evaluations, collaborative professional development, and curriculum training and implementation.~~
- ~~3. Organize and oversee the planning of the yearly calendar as well as the day-to-day instructional operations for optimal learning outcomes.~~
- ~~4. Establish a systematic review of longitudinal, standardized and formative assessments of student achievement in order to drive effective instructional planning and academic validity.~~

#### ~~C. Leadership in Organizational Management~~

- ~~1. Be responsible to the Academy School Board and collaborate with the Potomac Conference Corporation Vice President for Education in the implementation of the Academy's mission, vision and strategic plan as well as the management of the entire school program within the policies established by the North American Division Department of Education, Columbia Union Department of Education, and Potomac Conference Corporation Board of Education.~~
- ~~2. All employees of Takoma Academy are recommended for hiring or termination by vote of the School Board, with final authority lying with the Potomac Conference Corporation Board of Education. However, as Chief Executive Officer, the Principal is expected to take substantial initiative in the hiring and termination processes. This includes leading the formulation of staffing requirements to fulfill the school's mission, the selecting and vetting of candidates for employment, and making staffing recommendations to the School Board. The Principal's personnel recommendations to the Academy Board shall be made after consultation with the Vice President for Education of the Potomac Conference Corporation.~~
- ~~3. Assist the faculty, school board, Potomac Conference Corporation and North American Division with the collection and interpretation of data to use in the formulation of plans for school growth and sustainability.~~
- ~~4. Establish an effective, consistent, and responsive school management plan with clear lines of responsibility and communication.~~
- ~~5. Provide leadership in the development and application of policies and guidelines as approved by appropriate committees.~~
- ~~6. Ensure that all faculty, staff, and volunteers are in serviced in Shield the Vulnerable~~

1                   ~~and other appropriate safety protocols and adhere to all policy guidelines that~~  
2                   ~~govern adult interaction with students.~~

3  
4                   ~~7. Maintain permanent student records according to policy guidelines.~~

5  
6                   ~~8. Be responsible to the School Board and the Financial Management Committee to~~  
7                   ~~ensure wise fiscal management of the school for sustained excellence by exercising~~  
8                   ~~sound fiscal practices as guided by the local, conference, and union governance~~  
9                   ~~procedures.~~

10  
11                   ~~9. Oversee the management of all school property, assets and acquisitions.~~

12  
13                   ~~10. Ensure annual revisions of school policies and the updating of student and~~  
14                   ~~employee handbooks.~~

15  
16                   **Section 8: Duties and Responsibilities of the Secretary of the Board.** The duties and  
17                   responsibilities of the secretary of the school board are:

- 18  
19                   A. To keep a full and complete record of the proceedings of all meetings of the board and its  
20                   sub-committees and to send promptly to the members the minutes of these meetings.  
21  
22                   B. Prepare and distribute the agenda for the meeting as well as any other pertinent  
23                   documentation in collaboration with the board chair, academy principal and vice president  
24                   for education, prior to the next duly called meeting, providing adequate time for members  
25                   to prepare.  
26  
27                   C. To perform such duties as normally are required by the school board.

28  
29                   **ARTICLE III – MEETINGS**

30  
31                   **Section 1: Meetings.** Regular meetings of the school board shall be held at least five (5) times a  
32                   year. Meetings may be attended in person or via teleconferencing. The time and place shall be at  
33                   the discretion of the board chair (or by the vice chair officiating during the absence of the chair)  
34                   and the board.

- 35  
36                   A. Special Meetings. The chairperson or, in his/her absence or disability, the vice chairperson,  
37                   shall call a meeting upon the written request of five (5) or more members of the board.  
38                   Board members shall be notified of any special board meetings by the chairperson or  
39                   designee. All actions taken are to be summarized in minutes and ratified during the next  
40                   regularly scheduled meeting.

41  
42                   **Section 2: Quorum.** A quorum shall consist of a simple majority of the School Board voting  
43                   members, including ex-officio.  
44

1 **Section 3: Minutes.** All actions of the school board and sub-committee(s) shall be archived as  
2 permanent records. The minutes shall be kept on file at the Academy. Every board member shall  
3 receive a copy of the minutes of the board and its formed sub-committees. Executive Session  
4 minutes of the school board shall be distributed and collected at the next meeting in executive  
5 session.

6  
7 **Section 4: Voting.** The board shall use the most recent edition of the *General Conference Rules of*  
8 *Order* for conducting meetings.

9  
10 **Section 5: ~~Phone~~ Electronic Voting.** The following procedures must be followed when  
11 conducting votes by phone or email for the following conference committees: Executive  
12 Committee, Board of Education, Shenandoah Valley Academy and Takoma Academy.

13 **A. Phone Voting: Votes by phone shall be conducted in the following manner:**

- 14 1. The committee chair must authorize the phone vote.  
15 2. A written email or phone call to alert all membership of the meeting.  
16 3. There must be a quorum of the committee.  
17 4. For an item to pass, there must be a simple majority.  
18 5. This vote is to be ratified at the next duly called board meeting and entered in the  
19 minutes.

20 **B. Email Voting: Votes by email shall be conducted in the following manner:**

- 21 1. The committee chair must authorize the email vote.  
22 2. The committee chair must send an email to the committee members to (a) alert  
23 them of the need to vote by email, (b) clearly specify the motion or issue to be  
24 voted upon, and (c) provide the committee members with a deadline by which time  
25 votes must be cast.  
26 3. A quorum of the committee must vote for the vote.  
27 4. For an item to pass, a simple majority of those voting must vote in favor of the  
28 measure.  
29 5. This vote is to be ratified at the next duly called board meeting and entered in the  
30 minutes.

- 1                   6. Email voting shall not be used for the following categories: (a) personnel matters,  
2                   (b) policy items, and other matters which are reasonably likely to require discussion  
3                   to reach an informed decision.

4 ~~Provision is made to allow the chairman to call for phone voting within the following stipulations:~~

5  
6 ~~A. The chair of the academy board must authorize the phone vote.~~

7  
8 ~~B. For phone vote:~~

9  
10               1. ~~All members must be alerted of the meeting.~~

11  
12               2. ~~There must be a quorum.~~

13  
14               3. ~~For an item to pass there must be a simple majority.~~

15  
16               4. ~~The votes are to be ratified at the next duly called Board meeting and entered into~~  
17               ~~the minutes.~~

## 18 19   **ARTICLE IV – COMMITTEES**

20  
21 **Section 1: Standing Committees.** The following standing committees shall be appointed by the  
22 School Board to fulfill the following responsibilities:

23  
24       A. Finance Committee. The role of the finance committee is primarily to provide financial  
25 oversight for the academy. Tasks include budgeting and financial planning, financial  
26 reporting, and the creation and monitoring of internal controls and accountability policies.  
27 The chair shall be the Potomac Conference Corporation Vice President for Finance or  
28 his/her designee.

29  
30       B. Personnel Committee. The role of the personnel committee is to review all personnel needs  
31 for the academy. The personnel committee is to make recommendations to the school board  
32 for interviewing procedures, policies and the hiring of faculty and staff.

33  
34       C. Safety and Facilities Committee. The role of the safety and facilities committee is to  
35 monitor a comprehensive maintenance program/schedule and evaluate the safety and  
36 security of the campus buildings and grounds. The safety and facilities committee is to  
37 submit to the board and local conference the annual safety and security audit.

38  
39 **Section 2: Other Committees.** The board shall have full authority to appoint committees and  
40 subcommittees as deemed necessary. The membership of each committee is to be appointed by the  
41 board. Each committee shall have and may exercise the authority of the board to the extent  
42 provided in the resolution of the board designating or appointing said committee or the  
43 Constitution and Bylaws of Takoma Academy.

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## ARTICLE V – AMENDMENTS

These Constitution and Bylaws may be amended at any regular Constituency meeting of the Potomac Conference Corporation by a two-thirds (2/3) vote of the delegates present and voting.

### Appendix I

#### TAKOMA ACADEMY BOARD MEMBER AGREEMENT

As a board member, I agree to:

1. Act with honesty and integrity.
2. Support in a positive manner all actions taken by board even when I am in a minority position on such actions. I recognize that decisions of the board can be made only by a majority vote at a board meeting and I will respect the majority decisions of the board.
3. Participate in (1) annual strategic planning events, (2) board development workshops, seminars, and other educational events that enhance my skills as a board member.
4. Maintain confidentiality where appropriate.
5. Exercise my authority as a board member only when acting in a meeting with the full board or when appointed by the board.
6. Work with and respect my peers who serve this board.
7. Always act for the good of the Academy and represent the interests of all people served by this Academy.
8. Represent the Academy in a supportive manner at all times.
9. Observe the parliamentary procedures and display courteous conduct in all board and committee meetings.

1 10. Refrain from intruding on TA’s administrative issues that are the responsibility of school  
2 administration.

3  
4 11. Avoid acting in a way that represents a conflict of interest between my position as a board  
5 member and my personal or professional life, even if those actions appear to provide a benefit  
6 for the Academy. This includes using my position for the advantage of my friends and business  
7 associates. If such a conflict does arise, I will declare that conflict before the board and refrain  
8 from voting on matters in which I have a conflict.

9  
10 I will abide by this board member agreement.

11  
12  
13 Signature

Date

Printed Name