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

Prepared by the Potomac
Conference Standing
Articles and Bylaws
Committee

Voted, March 14, 2021
Third Quinquennial Constituency Meeting

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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 and authorized to do business in the
18 State of Maryland and the Commonwealth of Virginia. Whenever and wherever used herein,
19 “Potomac Conference” and “Potomac Conference Corporation” shall mean the unincorporated
20 association and corporation, respectively, as they existed prior to the adoption and ratification of
21 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 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 “Regular Delegate” shall mean an appointed or elected representative of a Member Church or
15 Organized Church.

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

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

18 “Vice President for Education” shall mean the Superintendent of Schools of the Conference.

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

20 **ARTICLE III – PRINCIPAL OFFICE**

21 **Section 1: Office.** The principal offices for the transaction of business of the Conference are
22 fixed and located at 606 Greenville Avenue, Staunton, Augusta County, Virginia 24401 and
23 13105 Buccaneer Rd., Silver Spring, Montgomery County, MD 20904. The Executive
24 Committee may change the location of the principal offices. The Conference may have offices at
25 such other places as the Executive Committee may determine or as the Conference’s activities
26 may require.

27 **Section 2: Territory.** The geographical territory of the Conference shall be the Commonwealth
28 of Virginia, except Accomack and Northampton Counties; the District of Columbia; and those
29 portions of Montgomery and Prince Georges Counties in Maryland within a line drawn as
30 follows: Beginning at Mt. Vernon, Virginia, draw a line to Piscataway, Maryland; continue the
31 line northeast to the junction of Highways U.S. 301 and MD 214; from this point, continue the
32 line northwest to the junction of Highways MD 650 and MD 198 (Brown’s Corner); then follow
33 MD 650 north to Ednor; follow Ednor Road northeast to the Patuxent River; follow the Patuxent
34 River northwest to the Montgomery/Frederick County line; then turn southwest along the County
35 line to the Virginia/Maryland State line. The territory may also include any other territory as
36 may hereafter come under its supervision by agreement with the Union and the Division.

ARTICLE IV – PURPOSES

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

The Conference is a part of the Union, which, in turn, is part of the Division of the General Conference. All purposes, powers, policies, and procedures of the Conference shall be in harmony with the Working Policies of the General Conference and the Division. The Conference shall pursue the mission of the church in harmony with the doctrines, programs, and initiatives adopted and approved by the General Conference in its quinquennial sessions.

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

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

Section 3: 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 4: 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.

C. 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.

D. 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.

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

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

10
11 A. Executive Officers. Executive officers shall be elected in one of two ways:

12
13 1. At a duly called Constituency Meeting

14
15 2. At a duly called Executive Committee Meeting. This option shall only be
16 exercised in between constituency meetings, when a vacancy occurs due to death,
17 serious illness, resignation, removal from office, or when an officer accepts a call
18 to another organization. Election under this process shall take place in
19 consultation with the Union President or his or her designee and must follow the
20 hiring practices of the Potomac Conference Corporation as outlined in its Finding,
21 Recruiting, and On-boarding Process document.

22
23 B. Vice Presidents. All vice presidents shall be elected either at a duly called Constituency
24 Meeting or in between constituency meetings due to the same reasons outlined above by
25 the Executive Committee, following the hiring practices of this organization outlined in
26 the document referenced above.

27
28 C. Executive Committee Members. All executive committee members who are not ex
29 officio shall be elected by the Delegates at a regular Constituency Meeting or in between
30 constituency meetings by the Executive Committee due to death, serious illness,
31 resignation, or removal from the committee.

32
33 D. Departmental Directors, Associate Departmental Directors, and Associate Treasurers.
34 The appointment of departmental directors, associate departmental directors, and
35 associate treasurers shall be referred to the Executive Committee at either its first or
36 second meeting following a regular Constituency Meeting.

37
38 E. Term of Office. All executive officers, vice presidents, executive committee members
39 and directors and associates shall hold their offices until the next regular meeting of the
40 Constituency unless they resign or are removed from office, for cause, by the Executive
41 Committee or a Special Constituency Meeting.

42
43 **Section 9: Rules of Order.** The General Conference Rules of Order, including any
44 amendments made by the General Conference during the quinquennium, shall be used for all
45 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 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

1 fraction thereof, with a cap of 25 regular delegates per church, who hold membership in
2 the Member Church or Organized Church which accredits them. Such representation
3 shall be based on church membership at the close of the calendar year preceding the
4 Constituency Meeting. Churches must submit a complete list of Delegates to the
5 Conference three (3) months before the date of the Constituency Meeting. If the list is
6 not received by the deadline, churches will not have a delegation to the Constituency
7 Meeting and will be ineligible to participate in the Organizing and Nominating
8 Committees.

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

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

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

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

ARTICLE VIII – COMMITTEES

Section 1: Organizing Committee.

A. **Membership and Process.** The Organizing Committee shall be constituted as follows: Each Church that will be represented at the Constituency Meeting shall 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.

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

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

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

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

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

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

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

Section 2: Nominating Committee.

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

B. **Non-Voting Consultants.** Prior to the first meeting of the Nominating Committee, the Executive Committee may choose three (3) members (two (2) laypersons and one (1) employee) of the Conference Personnel Committee to serve on the Nominating Committee as non-voting consultants.

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

13 **Section 3: Standing Articles and Bylaws Committee.**

- 14 A. **Selection.** Each regularly scheduled Constituency Meeting of this conference shall elect
15 members of the Standing Articles and Bylaws Committee.
- 16 B. **Membership.** This Committee shall be composed of not more than eleven (11) members
17 and two alternates. The Vice President for Administration of the Conference or his/her
18 designee shall serve as chairperson, and the committee shall include the Executive
19 Secretary of the Union or his/her designee. Should a member be unable to function, the
20 Executive Committee may provide a replacement as necessary.
- 21 C. **Function.** This Committee shall function between the regularly scheduled Constituency
22 Meetings and shall submit its reports and recommendations to the Executive Committee
23 and to the next regular Constituency Meeting.
- 24 D. **Duties and Responsibilities.** The purpose of this committee shall be to study, review,
25 and/or recommend revisions to:
- 26 1. The Articles and Bylaws of the Conference;
- 27 2. The Constitutions and Bylaws of the Board of Education, Takoma Academy, and
28 Shenandoah Valley Academy; and
- 29 3. The Constitutions, Articles, and Bylaws of any new subsidiary organizations of
30 the Conference.
- 31 E. **Quorum.** A quorum to do business shall consist of six (6) members present.

32 **Section 4: Voting.** The voting on all matters of business in Article VIII shall be by electronic
33 means (if available) or by *viva voce* (voice) unless otherwise determined by a majority vote of
34 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 tithe payers.
- E. Support Adventist Christian education.

Section 3: Skills & Abilities. The following skills and abilities shall be considered when selecting members of the Executive Committee:

- 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 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 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.
- 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: 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.

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 be 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

1 harmony with the doctrines and actions adopted and approved by the General Conference in its
2 quinquennial sessions.

3 **A. President.** The President, who shall be an ordained minister of experience, is the chief
4 Executive Officer and shall report to the Executive Committee of the Conference in
5 consultation with the Vice President for Administration and Vice President for Finance.
6 The President shall chair Constituency Meetings, the Executive Committee and the
7 Conference academy boards, and serve in the general interests of the Potomac
8 Conference as the constituency and the Executive Committee shall determine. In
9 providing leadership, the President shall adhere to the policies of the Union, the Division,
10 and the General Conference and work in harmony with the Union Committee and in close
11 counsel with the Union officers. The President shall also be responsible for providing
12 information as may be requested by the Executive Committee. The President shall have
13 the general powers and duties of supervision and management consistent with the Bylaws
14 as are usually vested in the office of the president of a corporation and shall perform such
15 other duties usually pertaining to the office.

16 **B. Vice President for Administration.** The Vice President for Administration, associated
17 with the President as an Executive Officer, shall serve under the direction of the
18 Executive Committee and shall act as vice-chairperson of the Executive Committee. The
19 Vice President for Administration shall report to the Executive Committee of the
20 Conference after consultation with the President. It shall be the duty of the Vice
21 President for Administration to keep the minutes of the Constituency Meetings and of the
22 Executive Committee meetings, to furnish copies of these minutes to all members of the
23 Executive Committee and to the officers of the Union. The Vice President for
24 Administration shall also be responsible for providing information as may be requested
25 by the President or by the Executive Committee. The Vice President for Administration
26 shall perform all the duties consistent with the Bylaws as are usually vested in the office
27 of the secretary of a corporation and shall perform such other duties usually pertaining to
28 the office and as may be assigned by the Executive Committee or by the President. In
29 case of the temporary absence or disability of the President, the duties of that office shall
30 be performed by the Vice President for Administration, and the taking of any action by
31 any such Vice President in place of the President shall be conclusive evidence of the
32 absence or disability of the President.

33 **C. Vice President for Finance.** The Vice President for Finance, associated with the
34 President as an Executive Officer, shall serve under the direction of the Executive
35 Committee. The Vice President for Finance shall report to the Executive Committee of
36 the Conference after consultation with the President. The Vice President for Finance
37 shall be an experienced finance officer responsible for providing financial leadership to
38 the Conference which will include, but shall not be limited to, receiving, safeguarding,
39 and disbursing all funds in harmony with the actions of the Executive Committee, for
40 remitting all required funds to the Union/Division/General Conference in harmony with
41 the NAD policy, and for providing financial information to the President and to the
42 Executive Committee. The Vice President for Finance shall be responsible for furnishing
43 copies of the financial statements to the Union officers. The Vice President for Finance
44 shall perform all the duties generally incident to the office of the treasurer of a
45 corporation and shall have such other powers and shall perform such other duties usually

1 pertaining to the office and as may be assigned by the Executive Committee or by the
2 President.

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

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

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

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

12 **ARTICLE XIII – SUBSIDIARY MINISTRIES**

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

18 **Section 2: Constituency or Executive Committee Meetings of Subsidiaries.** The Executive
19 Committee meetings of the Conference's unincorporated subsidiaries and Board of Director
20 meeting of the Conference's incorporated subsidiaries shall be held in conjunction with the
21 regularly scheduled Constituency Meetings of the Conference or as provided by the Bylaws of
22 the respective subsidiary entities. The election of the Board of Directors, Executive Committees,
23 or management committees of the subsidiary entities will be in harmony with the statutory laws
24 applicable to each such entity.

25 **ARTICLE XIV – ADMINISTRATION OF THE BOARD OF EDUCATION**

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

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

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

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

Section 5: Associate Superintendent of Schools. The title “Associate Superintendent of Schools” shall be used to designate those individuals who may be elected to serve with the Vice President for Education in carrying out the functions and responsibilities of the Office of Education.

ARTICLE XV – FINANCE

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

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

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

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

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

ARTICLE XVI – BUDGET, SALARY REVIEW, AND AUDIT

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

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

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

ARTICLE XVII – REAL ESTATE AND PERSONAL PROPERTY INTERESTS

All real estate and personal property interests of the Conference, shall be owned by, titled in the name of, and held by the Conference. Real estate and personal property interests of the Conference shall not be titled in the name of Member Churches, Organized Churches, Conference Institutions, and other Conference organizations, individuals or third parties.

ARTICLE XVIII – INDEMNIFICATION

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

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

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

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

6 **ARTICLE XIX – CONFLICT OR DUALITY OF INTEREST**

7 **Section 1: Definitions.** For purposes of this Article, the term “Concern” shall mean any
8 corporation, association, trust, partnership, limited liability entity, firm, person, or other entity
9 other than the Conference, and the term “Interest” shall include personal interest in any Concern;
10 interest as director, officer, member, stockholder, shareholder, partner, manager, agent, trustee,
11 or beneficiary in any Concern; or having an immediate family member who holds such an
12 interest in any Concern.

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

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

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

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

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

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

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

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

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

10 **ARTICLE XX – AMENDMENT, REVISION, AND REPEAL**

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

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

27 **ARTICLE XXI – GENERAL PROVISIONS**

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

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

35 **Section 3: Facsimile Signatures.** Facsimile, conformed, or electronic signatures of any Officer
36 of the Conference may be used whenever authorized by the Executive Committee or President.
37 The Conference may rely upon the facsimile, conformed, or electronic signature of any person if
38 delivered by or on behalf of such person in a manner evidencing an intention to permit such
39 reliance. A document delivered by e-mail, fax, or other means of electronic transmission shall be
40 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.

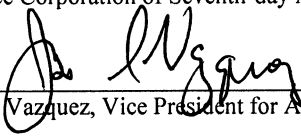
Section 4: Interpretation. Headings and captions used herein are inserted for convenience only and shall not be used to construe the scope or content of any provision. In the case of any conflict between the provisions of the Working Policies of the General Conference and the Division or the Articles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

ARTICLE XXII – ADOPTION AND RATIFICATION CERTIFICATE OF CORPORATION SECRETARY

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

Adopted and Ratified by the vote of the Constituency of the Potomac Conference Corporation of Seventh-day Adventists at a duly convened meeting held on the 14th day of March, 2021.

Adopted and Ratified by the Executive Committee of the Potomac Conference Corporation of Seventh-day Adventists at a duly convened meeting held on the 13th day of April, 2021.

By: 
Jose L. Vazquez, Vice President for Administration