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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 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.

37

1 **ARTICLE IV – PURPOSES**

2 **Section 1: Purposes.** The Conference is organized as a nonprofit religious corporation  
3 exclusively for charitable, religious, and educational purposes within the meaning of Section  
4 501(c)(3) of the Code, including but not limited to unifying, extending, and facilitating the work  
5 and proclamation of the Everlasting Gospel of Jesus Christ, in the context of the Three Angels’  
6 Messages of Revelation 14:6-12, to all peoples within its territory, as shall be designated by vote  
7 of the Executive Committee, in part by teaching the Gospel and by leading people to accept  
8 Jesus Christ as their personal Savior and to unite with His church, discipling them to prepare for  
9 His soon return; coordinating Christian ministries and pastoral, educational, youth, literary,  
10 health, and community services; conducting and carrying on meetings and conferences of  
11 Delegates from the various Seventh-day Adventist churches located within its territory; and  
12 conducting and carrying on such other meetings, conferences, and gatherings as shall from time  
13 to time be permitted or required by these Bylaws or the Working Policies of the General  
14 Conference and the Division.

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

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

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

38 **Section 3: Distribution on Dissolution.** The Conference may be dissolved only by a two-thirds  
39 (2/3) majority vote of the Delegates present and voting at any Constituency Meeting, provided  
40 that there are at least one hundred twenty-five (125) Delegates present of which at least seventy-  
41 five (75) are Regular Delegates. Upon the dissolution of the Conference or the termination of its  
42 activities, the assets of the Conference remaining after the payment of all its liabilities shall be  
43 distributed exclusively to the Union or another organization holding Seventh-day Adventist

1 denominational status, to the extent permitted by law; provided, however, that if the Union or  
2 such other organization no longer shall exist or qualify for exemption from federal income  
3 taxation under Section 501(a) of the Code, such assets shall be distributed to one or more  
4 organizations designated by the Executive Committee that are then exempt from federal income  
5 taxation under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the  
6 Code.

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

## 11 **ARTICLE V – MEMBERSHIP**

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

## 17 **ARTICLE VI – CONSTITUENCY MEETINGS**

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

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

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

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

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

39 1. It is requested by the Executive Officers or voted by the Executive Committee, or

- 1           2. It is voted by the Delegates at any Constituency Meeting, or
  - 2           3. A written request is presented by one-third (1/3) of the Member Church boards, or
  - 3           4. It is voted by the Executive Committee of the Union, Division, or General
  - 4           Conference, with the majority voting to call for this meeting or
  - 5           5. It is required by law.
- 6        B. The Union Executive Committee or the Division Executive Committee may call a Special
- 7        Constituency Meeting of the Conference.
- 8        C. The agenda for Special Constituency Meetings shall be included in the written or printed
- 9        notice of the meeting and sent to all Delegates and shall include the place, day, and hour
- 10       of the meeting and the purpose or purposes for which the meeting is called and shall be
- 11       delivered not less than 10 or more than 50 days before the meeting.
- 12       D. The time and place of Special Constituency Meetings shall be given in the same manner
- 13       as for regularly scheduled Constituency Meetings.

14       **Section 5: Quorum.** At least one-third (1/3) of the Delegates authorized hereinafter under

15       Section 1 of Article VII of these Bylaws must be present at any regular or Special Constituency

16       Meeting to constitute a quorum for the transaction of business. Once the meeting is declared

17       open, the Delegates present shall constitute a quorum until there are fewer than one hundred

18       twenty-five (125) Delegates present of which at least seventy-five (75) are Regular Delegates.

19       **Section 6: Proxy Voting.** All Delegates must be present in person at any Constituency Meeting

20       in order to be eligible to vote. There shall be no voting by proxy.

21       **Section 7: Voting Rights of the Delegates.** Each Delegate appointed to act on behalf of the

22       members of the Conference shall be entitled to one vote. The voting rights of the individual

23       Delegates representing the Members as hereinafter provided shall be limited to the particular

24       Constituency Meeting of the Conference in which they have been designated to represent a

25       Member Church, an Organized Church, an institution, the Union, the Division, or the General

26       Conference.

27       **Section 8: Election/Appointment and Term of Office.** Election and or appointment of

28       executive officers, Vice Presidents, Executive Committee members and other departmental

29       directors and associates shall be as follows:

- 30
- 31       A. Executive Officers. Executive officers shall be elected in one of two ways:
- 32
- 33           1. At a duly called Constituency Meeting
  - 34
  - 35           2. At a duly called Executive Committee Meeting. This option shall only be
  - 36           exercised in between constituency meetings, when a vacancy occurs due to death,
  - 37           serious illness, resignation, removal from office, or when an officer accepts a call
  - 38           to another organization. Election under this process shall take place in
  - 39           consultation with the Union President or his or her designee and must follow the

1 hiring practices of the Potomac Conference Corporation as outlined in its Finding,  
2 Recruiting, and On-boarding Process document.  
3

4 B. Vice Presidents. All vice presidents shall be elected either at a duly called Constituency  
5 Meeting or in between constituency meetings due to the same reasons outlined above by  
6 the Executive Committee, following the hiring practices of this organization outlined in  
7 the document referenced above.  
8

9 C. Executive Committee Members. All executive committee members who are not ex  
10 officio shall be elected by the Delegates at a regular Constituency Meeting.  
11

12 D. Departmental Directors, Associate Departmental Directors, and Associate Treasurers.  
13 The appointment of departmental directors, associate departmental directors, and  
14 associate treasurers shall be referred to the Executive Committee at either its first or  
15 second meeting following a regular Constituency Meeting.  
16

17 E. Term of Office. All executive officers, vice presidents, executive committee members  
18 and directors and associates shall hold their offices until the next regular meeting of the  
19 Constituency unless they resign or are removed from office, for cause by the Executive  
20 Committee or a Special Constituency Meeting.  
21

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

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

29 A. The agenda setting forth all issues proposed for discussion;

30 B. The minutes of the previous regular meeting and minutes of all mid-term and special  
31 meetings held since the previous regular meeting;

32 C. A General Conference Audited Statement, a detailed summary of the current financial  
33 statement, current operating budget for the Conference, and a financial summary for  
34 fiscal years ending after the last regular Constituency Meeting;

35 D. A copy of the Bylaws provision(s) under which the meeting is called;

36 E. A copy of the NAD Working Policy on local conference Constituency Meetings;

37 F. To the extent feasible, a list of the proposed Delegates;

38 G. General Conference Rules of Order; and

39 H. Proposals by the Standing Articles and Bylaws Committee.



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

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

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

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

## 15 **ARTICLE VII – REPRESENTATION**

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

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

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

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

- 34 1. All members of the Executive Committee of the Conference.
- 35 2. All members of the Standing Articles and Bylaws Committee of the Conference.
- 36 3. All members of the Executive Committee of the Union who are present at the  
37 Constituency Meeting of the Conference.

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

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

## 17 ARTICLE VIII – COMMITTEES

### 18 Section 1: Organizing Committee.

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

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

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

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

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

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

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

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

1 **Section 2: Nominating Committee.**

- 2 A. **Membership.** The Nominating Committee shall consist of thirty-one (31) members,  
3 including the President of the Union or the Union President's representative, with the  
4 President of the Union, or the President's representative, serving as the chairperson. The  
5 membership of the Nominating Committee, chosen from the Delegate lists as presented,  
6 shall include members from each of the eight (8) geographical regions of the Conference  
7 in proportion to the actual church memberships within the regions, the majority of whom  
8 shall not be employees of the Conference. The Nominating Committee shall include, but  
9 not be limited to, pastors, women, educators, and minority representation. No more than  
10 four (4) members of the Organizing Committee may serve on the Nominating  
11 Committee.
- 12 B. **Non-Voting Consultants.** Prior to the first meeting of the Nominating Committee, the  
13 Executive Committee may choose three (3) members (two (2) laypersons and one (1)  
14 employee) of the Conference Personnel Committee to serve on the Nominating  
15 Committee as non-voting consultants.
- 16 C. **Nomination Process.** The Nominating Committee shall nominate individually all  
17 Executive Officers and Vice Presidents. Members of the Executive Committee who are  
18 not *ex officio* members, the Potomac Conference Board of Education, and Conference  
19 academy boards (Shenandoah Valley Academy and Takoma Academy), shall be  
20 nominated as individual groups, either written or electronically.
- 21 D. **Scope of Work.** The Nominating Committee will only elect positions that currently exist  
22 and not create new positions.
- 23 E. **Timeline of Work.** The Nominating Committee shall begin its work not more than thirty  
24 days (30) and not less than fifteen (15) days prior to the Constituency Meeting and shall  
25 report at the designated Constituency Meeting session.
- 26 F. **Quorum.** When the Nominating Committee meets prior to the Constituency Meeting,  
27 two-thirds (2/3) majority of the members must be present in order to transact business.

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

- 29 A. **Selection.** Each regularly scheduled Constituency Meeting of this conference shall elect  
30 members of the Standing Articles and Bylaws Committee.
- 31 B. **Membership.** This Committee shall be composed of not more than eleven (11) members  
32 and two alternates. The Vice President for Administration of the Conference or his/her  
33 designee shall serve as chairperson, and the committee shall include the Executive  
34 Secretary of the Union or his/her designee. Should a member be unable to function, the  
35 Executive Committee may provide a replacement as necessary.
- 36 C. **Function.** This Committee shall function between the regularly scheduled Constituency  
37 Meetings and shall submit its reports and recommendations to the Executive Committee  
38 and to the next regular Constituency Meeting.

1 **D. Duties and Responsibilities.** The purpose of this committee shall be to study, review,  
2 and/or recommend revisions to:

- 3 1. The Articles and Bylaws of the Conference;
- 4 2. The Constitutions and Bylaws of the Board of Education, Takoma Academy, and  
5 Shenandoah Valley Academy; and
- 6 3. The Constitutions, Articles, and Bylaws of any new subsidiary organizations of  
7 the Conference.

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

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

## 12 **ARTICLE IX – EXECUTIVE COMMITTEE**

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

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

- 23 A. Be members in regular standing in a Potomac Conference church.
- 24 B. Be involved in local church ministry.
- 25 C. Have a high level of confidentiality.
- 26 D. Be faithful tithe payers.
- 27 E. Support Adventist Christian education.

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

- 30 A. Legal
- 31 B. Finance
- 32 C. Investment/Property

- 1 D. Human Resources
- 2 E. Marketing/Communication
- 3 F. Technology

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

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

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

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

- 18 A. Appoint all departmental directors, associate departmental directors, associate treasurers  
19 or assistant treasurers at either its first or second meeting following a regular  
20 Constituency Meeting.
- 21 B. Fill for the current term any vacancies that may occur by death, resignation, or otherwise,  
22 in the Executive Committee, Standing and Special Committees, departments, or any  
23 office which have been filled by Conference or Constituency Meeting election or  
24 appointment. If a new President is to be elected, the President of the Union or the  
25 President's designee shall chair the Executive Committee. The filling of vacancies on the  
26 Executive Committee shall require the affirmative vote of two-thirds (2/3) of the  
27 members of the Executive Committee.
- 28 C. Employ ministers, educators, support staff, and other persons deemed necessary for the  
29 work of the Conference.
- 30 D. Grant and withdraw credentials and licenses. The withdrawal of credentials shall require  
31 the affirmative vote of two-thirds (2/3) of the members of the Executive Committee.
- 32 E. Appoint committees and subcommittees as deemed appropriate or necessary. The  
33 membership of each committee and subcommittee shall include no less than two  
34 members of the Executive Committee. Each committee and subcommittee shall have and  
35 may exercise the authority of the Executive Committee to the extent provided in the  
36 resolution of the Executive Committee designating or appointing said committee or as  
37 provided by the Article of Incorporation or Bylaws of the Conference.

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

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

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

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

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

14 **ARTICLE X – PHONE VOTES**

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

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

19 B. For a phone vote:

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

25 **ARTICLE XI – OFFICERS**

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

- 1       **A. President.** The President, who shall be an ordained minister of experience, is the chief  
2       Executive Officer and shall report to the Executive Committee of the Conference in  
3       consultation with the Vice President for Administration and Vice President for Finance.  
4       The President shall chair Constituency Meetings, the Executive Committee and the  
5       Conference academy boards, and serve in the general interests of the Potomac  
6       Conference as the constituency and the Executive Committee shall determine. In  
7       providing leadership, the President shall adhere to the policies of the Union, the Division,  
8       and the General Conference and work in harmony with the Union Committee and in close  
9       counsel with the Union officers. The President shall also be responsible for providing  
10      information as may be requested by the Executive Committee. The President shall have  
11      the general powers and duties of supervision and management consistent with the Bylaws  
12      as are usually vested in the office of the president of a corporation and shall perform such  
13      other duties usually pertaining to the office.
- 14      **B. Vice President for Administration.** The Vice President for Administration, associated  
15      with the President as an Executive Officer, shall serve under the direction of the  
16      Executive Committee and shall act as vice-chairperson of the Executive Committee. The  
17      Vice President for Administration shall report to the Executive Committee of the  
18      Conference after consultation with the President. It shall be the duty of the Vice  
19      President for Administration to keep the minutes of the Constituency Meetings and of the  
20      Executive Committee meetings, to furnish copies of these minutes to all members of the  
21      Executive Committee and to the officers of the Union. The Vice President for  
22      Administration shall also be responsible for providing information as may be requested  
23      by the President or by the Executive Committee. The Vice President for Administration  
24      shall perform all the duties consistent with the Bylaws as are usually vested in the office  
25      of the secretary of a corporation and shall perform such other duties usually pertaining to  
26      the office and as may be assigned by the Executive Committee or by the President. In  
27      case of the temporary absence or disability of the President, the duties of that office shall  
28      be performed by the Vice President for Administration, and the taking of any action by  
29      any such Vice President in place of the President shall be conclusive evidence of the  
30      absence or disability of the President.
- 31      **C. Vice President for Finance.** The Vice President for Finance, associated with the  
32      President as an Executive Officer, shall serve under the direction of the Executive  
33      Committee. The Vice President for Finance shall report to the Executive Committee of  
34      the Conference after consultation with the President. The Vice President for Finance  
35      shall be an experienced finance officer responsible for providing financial leadership to  
36      the Conference which will include, but shall not be limited to, receiving, safeguarding,  
37      and disbursing all funds in harmony with the actions of the Executive Committee, for  
38      remitting all required funds to the Union/Division/General Conference in harmony with  
39      the NAD policy, and for providing financial information to the President and to the  
40      Executive Committee. The Vice President for Finance shall be responsible for furnishing  
41      copies of the financial statements to the Union officers. The Vice President for Finance  
42      shall perform all the duties generally incident to the office of the treasurer of a  
43      corporation and shall have such other powers and shall perform such other duties usually  
44      pertaining to the office and as may be assigned by the Executive Committee or by the  
45      President.

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

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

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

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

10 **ARTICLE XIII – SUBSIDIARY MINISTRIES**

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

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

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

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

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

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



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

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

9 **ARTICLE XV – FINANCE**

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

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

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

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

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

40

1                                   **ARTICLE XVI – BUDGET, SALARY REVIEW, AND AUDIT**

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

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

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

13                                   **ARTICLE XVII – REAL ESTATE AND PERSONAL PROPERTY INTERESTS**

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

18                                   **ARTICLE XVIII – INDEMNIFICATION**

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

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

35   **Section 3: Heirs and Personal Representatives.** The indemnification provided hereunder shall  
36 inure to the benefit of the heirs, executors, personal representatives, and assigns of persons  
37 entitled to indemnification hereunder. The right of indemnification under this Article shall be in  
38 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

1 reproduced in paper form. Any such electronic transmission sent by a member of the Executive  
2 Committee (director) in a manner evidencing an intention to consent to a given action shall be  
3 deemed to be signed if such transmission sets forth, or is delivered with, information by which  
4 the Conference can, in good faith, determine that the transmission is sent by such person or by an  
5 agent authorized to deliver such consent for such person.

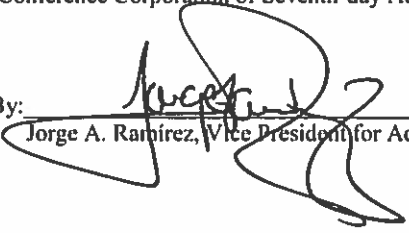
6 **Section 4: Interpretation.** Headings and captions used herein are inserted for convenience  
7 only and shall not be used to construe the scope or content of any provision. In the case of any  
8 conflict between the provisions of the Working Policies of the General Conference and the  
9 Division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

14 **ARTICLE XXII – ADOPTION AND RATIFICATION**

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

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

22  
23 Adopted and Ratified by the Executive Committee of the Potomac Conference Corporation of Seventh-day Adventists at a duly  
24 convened meeting held on the 15th day of November, 2015.

25  
26  
27  
28 By:  \_\_\_\_\_  
Jorge A. Ramirez, Vice President for Administration