

# ARTICLES OF INCORPORATION OF THE LAKE REGION CONFERENCE ASSOCIATION OF SEVENTH-DAY ADVENTISTS

## ARTICLE I

### **Name**

The Name of the Corporation is the Lake Region Conference Association of Seventh-day Adventists, Inc.

## ARTICLE II

### **Period**

The period of duration of the Corporation is perpetual.

## ARTICLE III

### **Registered Office (Location) and Registered Agent**

The address of its initial registered office in the State of Illinois is 619-621 Woodlawn Park in the City of Chicago, (16) County of Cook, and the name of its initial registered Agent at said address is J. Gershom Dasent.

The name and address of the current registered agent and registered office are: Garth Gabriel, 19860 South LaGrange Road, Mokena, Illinois, in the county of Will.

## ARTICLE IV

### **Purposes and Powers**

The purposes for which this Corporation is organized and its powers are:

1. To operate exclusively for the religious, charitable and benevolent benefit of the Lake Region Conference of Seventh-day Adventists, an ecclesiastical, unincorporated body, without pecuniary profit or gain to any person.
2. To purchase, lease or otherwise acquire, own, hold, sell, administer mortgage, charge or otherwise dispose of, invest, trade and deal in and with real and the personal property of every kind and description, on behalf of either the Corporation or the Lake Region Conference of Seventh-day Adventists.
3. To accept and receive property of every kind and description by gift, grant, devise, bequest or otherwise for the Corporation and for the Lake Region Conference of Seventh-day Adventists.
4. To accept, receive, manage, invest and administer real and personal property of every kind and description transferred in any manner to the Corporation in trust for the benefit of the Corporation or the Lake Region Conference of Seventh-day Adventists and the donor, trustor or grantor thereof, or the heirs, dependents or other beneficiaries of such donor, trustor or grantor, in accordance with the terms and the conditions of the instrument creating the trust, or as provided by law.

5. A. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, to the fullest extent such indemnification is permitted under the laws of the state in which the Corporation operates. The Corporation assumes all liability to any person other than itself and its members for acts of omission of a volunteer director. To the full extent of the law, personal liability of a volunteer director to the Corporation for monetary damages for a breach of the director's fiduciary duty is eliminated, except for the following:
1. A breach of the director's duty of loyalty to the Corporation.
  2. Acts of omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
  3. A transaction from which the director derived an improper personal benefit.
  4. An act or omission occurring before the date of incorporation of this Corporation.
  5. An act or omission that is grossly negligent, including but not limited to any act that purposely fails to follow the corporation's rules through dishonest and intentional behavior, causing harm, injury or loss to the Corporation. The Corporation must prove the negligent act.
  6. Voting for or concurring in any of the following:
    - a. A distribution of assets to members contrary to law or any restriction in the Articles of Incorporation of these Bylaws;
    - b. A purchase of membership of the Corporation contrary to law or any restriction in the Articles of Incorporation or these Bylaws;
    - c. A distribution of assets to members during or after dissolution of the Corporation without paying, or adequately providing for, all known debts, obligations, and liabilities of the Corporation;
    - d. A loan to an officer, director, or employee of the Corporation or of a subsidiary thereof contrary to law.
- B. To the full extent of the law, the Corporation assumes the liability for all acts of omissions of a non-director volunteer if all of the following are met:
1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
  2. The volunteer was acting in good faith.
  3. The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct.
  4. The volunteer's conduct was not an intentional tort.

# CONSTITUTION OF THE LAKE REGION CONFERENCE OF SEVENTH-DAY ADVENTISTS

## ARTICLE I

### **Name**

The name of this organization shall be known as the Lake Region Conference of Seventh-day Adventists.

## ARTICLE II

### **Purpose**

The purposes for which this Conference is formed are:

1. To facilitate the proclamation of the everlasting gospel of our Lord and Savior Jesus Christ in the context of the Three Angels' messages of Revelation-14:6-12 and to invite people to become His disciples and responsible members of the Church. (Primary purpose)
2. To coordinate a Christian ministry including but not limited to a pastoral, educational, literature, and health ministry. (General purpose)
3. To focus the mission of this Conference on but not limit it to minority groups.

## ARTICLE III

### **Territory**

The territory of this organization shall be the states of Michigan, Indiana, Wisconsin, Illinois, and Minnesota.

## ARTICLE IV

### **Bylaws**

The membership through the elected delegates to a regular or special constituency meeting of the Conference may adopt, amend, revise and/or repeal Bylaws, and such Bylaws may embrace any provision not inconsistent with this constitution.

## ARTICLE V

### **Relationships**

The Lake Region Conference of Seventh-day Adventists is a part of the Lake Union Conference of Seventh-day Adventists, which in turn is a part of the North American Division of the General Conference of Seventh-day Adventists, a world church organization; and all purposes and procedures of this conference shall be in harmony with the working policies and procedures of the General Conference of Seventh-day Adventists and the Lake Union Conference of Seventh-day Adventists, except when pertaining to the retirement fund, and all matters related thereto. This conference shall pursue the mission of the church within the doctrinal guidelines adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial session.

## ARTICLE VI

### **Membership**

The membership of this Conference shall consist of such churches as have been or shall be properly organized and accepted by vote of the Conference in session or the Conference Executive Committee. Such churches shall remain indivisible members of the sisterhood of churches unless expelled by the sisterhood of churches in a properly called regular or special constituency of the Conference.

## ARTICLE VII

### **Dissolution and Disposition of Assets**

This Conference may be dissolved only by a two-thirds (2/3) majority vote of the delegates present and voting at a Constituency Meeting. In the event of the dissolution of the Conference, all assets remaining after all claims have been satisfied shall be transferred to the Lake Union Conference of Seventh-day Adventists or its successor organization.

# **BYLAWS OF THE LAKE REGION CONFERENCE ASSOCIATION OF SEVENTH-DAY ADVENTISTS**

## **ARTICLE I**

### **Membership**

The members of this Association shall be the members of the Executive Committee of the Lake Region Conference of Seventh-day Adventists and the accredited delegates to the regular Quadrennial or specially called session of the Lake Region Conference of Seventh-day Adventists, unincorporated.

## **ARTICLE II**

### **Board of Trustees or Board of Directors**

The business and affairs of the Corporation shall be managed by a Board of Trustees, also called the Board of Directors, made up of twenty-five (25) members.

## **ARTICLE III**

### **Election of Trustees or Directors**

The Trustees or Directors shall be elected by the delegates to the Lake Region Conference of Seventh-day Adventists, unincorporated, and shall serve for four (4) years or until their successors are elected.

## **ARTICLE IV**

### **Officers**

The President, Secretary, and the Treasurer of the Lake Region Conference of Seventh-day Adventists shall serve as the President, Secretary, and Treasurer, respectively, of the Board of Trustees or Board of Directors of the Corporation, and shall serve for four (4) years or until their successors are elected.

## **ARTICLE V**

### **Meeting of Board of Trustees or Board of Directors**

Meetings of the Board of Trustees or Board of Directors may be called by the President, or in an emergency, after counsel with the Lake Union Conference President, by the Secretary of said Board, or by thirteen (13) members thereof. A quorum to do business shall consist of not less than thirteen (13) Trustees.

## **ARTICLE VI**

### **Duties of Officers**

Duties of the President, Secretary, and the Treasurer shall be such as usually pertain to such officers and such other duties as the Trustees or Directors may prescribe. The signatures of the President and the Secretary or Treasurer shall be effective to bind the Corporation for the purpose of deeds, mortgages, powers of attorney, annuity agreements, and any other instruments of writing of similar character. All documents pertaining to transactions in the Trust Department shall require either the signatures of two officers or any officer and the director of Trust Services.

## ARTICLE VII

### **Auditing**

The Auditing Service of the General Conference of Seventh-day Adventists shall be the auditor of the Corporation.

## ARTICLE VIII

### **Interval between Sessions, Vacancies**

During the interval between sessions of the Lake Region Conference of Seventh-day Adventists, unincorporated, the Board of Trustees or the Board of Directors shall have full administrative power with authority to fill all vacancies that may occur among its officers, committees, or agents, by death, resignation or otherwise, except that of the President.

1. If the office of the President becomes vacant for any reason within six (6) months prior to the next regularly scheduled Quadrennial Session, the Association Secretary shall become the acting President of the Association until his successor is elected at the next regularly scheduled Session, and shall exercise all of the powers enumerated in these Bylaws.
2. If the office of the President becomes vacant for any reason more than six (6) months prior to the next regularly scheduled Quadrennial Session, the individual elected to serve as the President of the Lake Region Conference of Seventh-day Adventists, unincorporated, shall also serve as the President of the Lake Region Conference Association of Seventh-day Adventists. Until a new Association President is elected, the Conference Secretary shall serve as acting President of the Association and exercise all of the powers enumerated in these Bylaws.

## ARTICLE IX

### **Seal**

The Seal of the Association shall consist of an ordinary size circular impression with the words "Lake Region Conference Association of Seventh-day Adventists" in the outer circle enclosing the word "SEAL."

## ARTICLE X

### **Amendments**

These Bylaws may be amended by a two-thirds (2/3) majority vote of the members at the regular Quadrennial Session. If it is proposed to amend the Bylaws at a special session, notice of such purpose shall be given in the call for such special session.

ARTICLE XI

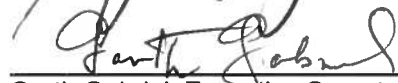
**Territory**

The Corporation operates in the states of Wisconsin, Michigan, Indiana, Illinois, and Minnesota, under the requirements of what is known as the "General Not for Profit Corporation Act," approved July 16, 1944, effective January 1, 1945, of the state of Illinois. The Lake Region Conference Association of Seventh-day Adventists is a part of the Lake Union Conference Association of Seventh-day Adventists (Not for Profit) organized under what is known as Act #327 of the Public Acts of 1931, the Michigan General Corporation Act, and will operate in cooperation and compliance with its general policy and those of the North American Division of the General Conference of Seventh-day Adventists.



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R. Clifford Jones, President



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Garth Gabriel, Executive Secretary & Chairman, Constitution & Bylaws Committee

# BYLAWS OF THE LAKE REGION CONFERENCE OF SEVENTH-DAY ADVENTISTS

## ARTICLE I

### **Principal Office**

The principal office for the transaction of the business of the Conference is permanently located at 19860 South LaGrange Road, Village of Mokena, County of Will, State of Illinois. The Executive Committee may in an emergency change the location of the office on a temporary basis.

## ARTICLE II

### **Constituency Meetings (Sessions)**

#### Section I - Regular Sessions:

- A. This Conference shall hold Quadrennial Sessions in the Michiana Area, which is centrally located, at such dates and places as the Executive Committee shall designate by notice published in the Lake Union Herald at least sixty (60) days before the date of the session.
- B. The agenda materials for regular constituency meetings shall be mailed to the delegates twenty (20) days prior to the date of the session.

#### Section II - Special Session:

- A. The Executive Committee of the Lake Region Conference shall call a special Constituency Meeting in the vicinity of the City of Chicago, the City of Detroit, or the Michiana Area at a time and place it deems proper, when
  1. It is voted by the Executive Committee or,
  2. It is voted by the delegates at any Constituency Meeting or,
  3. It is requested by 20% of the member churches of the Lake Region Conference, as voted in business session or,
  4. It is requested by the Lake Union Conference Executive Committee or the North American Division or the General Conference Committee as voted by the respective committees.
- B. The agenda materials for special constituency meetings shall be mailed to the delegates twenty (20) days prior to the date of the session.
- C. The time and place of the special Constituency Meetings shall be at such dates and places as the Executive Committee shall designate either by notice published in the Lake Union Herald at least thirty (30) days before the date of the session; or by both a notice given to the Pastor, First Elder and Clerk of each constituent church by certified mail thirty (30) days before the date of the session, along with the same notice being posted on the official web site of the Lake Region Conference thirty (30) days before the date of the session.



Section III - Election and Terms of Office: All officers, directors of departments/services, and members of the Executive Committee who are not ex officio members shall be elected by the delegates at the regular meeting of the Conference Constituency Meeting and shall hold their offices until the next meeting of the Conference constituency, and their term shall begin from the date of their election to the next constituency meeting, unless they resign or are removed from office by the Executive Committee. The maximum consecutive terms a member can serve on the Lake Region Conference Executive Committee is three (3) excluding ex-officio members.

- A. **TRANSITION PERIOD**—All newly elected officers and directors may be extended a fourteen (14) day transition period for their orientation and briefing by the former officers and directors. When deemed necessary, the transition period may be extended to thirty (30) days.

Section IV - Voting: The election of the President, Secretary, Treasurer, and Vice-President for Multilingual Ministries shall be by secret ballot and certified by Lake Union Conference counters and/or technology that preserves secrecy confirmed by a Lake Region Conference observer.

Section V - Rules of Order and Parliamentary Procedure: The latest edition of the General Conference Rules of Order shall be the authority for rules of order and procedure. The Conference President shall appoint a parliamentarian with the approval of the delegates to serve during the Constituency Meeting.

Section VI - Agenda items such as introductions and devotions shall be limited to one hour.

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

Section VIII - Quorum: At least a majority of the delegates authorized hereinafter under Article III 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 open, twenty percent (20%) of the called delegates present shall constitute a quorum.

Section IX - Voting Rights of the Delegates: Each delegate shall be a member in good standing and return tithe to the Lake Region Conference and is appointed to act on behalf of the members of this Conference. Each delegate shall be entitled to one vote. The voting rights of the individual delegates representing the members as hereinafter provided shall be limited to the particular Constituency Meeting of the Conference in which they have been designated to represent a local church, and institution, or the Lake Region Conference of Seventh-day Adventists.

### ARTICLE III **Representation**

Voice and vote privileges at any constituency meeting of this Conference shall be the prerogative of regular delegates and delegates at large.

- A. **Regular Delegates:** All delegates shall be duly selected in accordance with the process outlined in the SDA Church Manual. Each church shall be entitled to one delegate for the organization, and one additional delegate for each thirty-five (35) members or major fraction thereof, as of the end of the third quarter of the year preceding the meeting, and who hold membership in the local church which accredits them.
- B. **Delegates at Large:**
  - 1. All employees holding credentials or ministerial licenses issued by the Conference.
  - 2. All elected members of the Executive Committee and the Constitution and Bylaws Committee.

3. The officers of the Lake Union Conference and lay members of the Lake Region Conference who serve on the Lake Union Conference Executive Committee.
4. Members of the Division Executive Committee who may be present at any constituency meeting of this conference. The number of such delegates representing the Division shall not exceed 10% of the total number of delegates otherwise provided for in Section A of this article.

#### ARTICLE IV

##### **Committees and Agendas**

###### Section I – Definitions and Committee Membership

- A. Membership on all committees shall be limited to individuals whose membership is in regular standing and who return tithe to the Lake Region Conference. A denominational employee shall be defined as any conference funded employee.

###### Section II - Organizing Committee:

- A. The Organizing Committee for the regular Quadrennial or Special Constituency Meeting shall be constituted as follows: Each church to be represented at the regular Quadrennial Constituency Meeting shall choose one (1) member (either a layperson or a pastor) plus one (1) additional member for each five hundred (500) members or a major fraction thereof, as of the end of the third quarter of the year preceding the meeting. The delegates to the Organizing Committee shall be duly selected in accordance with the process outlined in the SDA Church Manual.
    1. The name(s) of the delegates selected to serve on the Organizing Committee shall be mailed to the Conference Secretary at least sixty (60) days prior to the regular Quadrennial Constituency Meeting. The Organizing Committee shall meet at least (30) days four (4) weeks prior to the regular session to form a nominating committee and make recommendations for the Constitution and By Laws committee, and other committees as needed. The nominating committee shall meet no later than two (2) weeks prior to the session and shall post an official notice of the resulting nominations on the Lake Region Conference website to all delegates a list of the nominations for all offices, departmental directors, the executive committee, and other committees as needed.
    2. In the case of a specially called constituency meeting, an Organizing Committee comprised of those voted by the delegates from each church can be established at the time the official business session has been called to order. The selection process shall be in harmony with Article IV section 1 of the Bylaws, with the exception of the 60 day notice being sent to the conference office. The names of the members of the Organizing Committee for a specially called constituency meeting shall be sent to the conference office no less than fifteen (15) days prior to the constituency meeting.
  - B. The chairman of the Organizing Committee shall be the President of the Lake Union Conference or his representative.
- B. The groupings of the organizing committee shall be five (5) areas including the four (4) geographical areas of the Conference: Chicagoland, Illiana, Michiana, Motor City, and the grouping of the Hispanic constituent churches.

### Section III - Nominating Committee:

- A. The Nominating Committee shall consist of twenty-one (21) constituents plus the President of the Lake Union Conference, or his representative, who shall also serve as the chairman for a total of twenty-two (22) members. The membership of the committee shall be two thirds (2/3) majority of laymen representing five (5) areas including the four (4) geographical areas of the Conference: Chicagoland, Illiana, Michiana, Motor City, and the grouping of the Hispanic constituent churches. The composition of the Nominating Committee shall consist of the proportionate membership which each of the five groupings is in relationship to the total membership of the Conference, as of the end of the third quarter of the year preceding the constituency session. The Nominating Committee shall have no more than one member from any church. Officers of the conference and departmental directors are ineligible to serve on the Nominating Committee. No individual shall serve consecutive terms on the Nominating Committee.
- B. The Nominating Committee shall nominate individuals to serve as officers, departmental directors and associates, and the Executive Committee for the following term. Only four members of the nominating committee shall serve on the Executive Committee. The Nominating Committee may invite the Presidential nominee to participate in the nominating process. When the Presidential nominee is present all voting shall be by secret ballot.

Section IV - Standing Constitution and Bylaws Committee: Each regularly scheduled Constituency Meeting of this Conference shall elect a standing Constitution and Bylaws Committee which shall include the secretary of the Lake Union Conference and shall be chaired by the Secretary of the Lake Region Conference or his designee.

This committee shall function between the regularly scheduled Constituency Meetings and shall submit its reports and detailed recommendations to the Executive Committee and to the next regular Constituency Meeting. This committee shall meet at least one year prior to the next regular Constituency Meeting. A special meeting shall also be called by the Secretary within thirty (30) days in response to a written request of a majority of the members of the Constitution and Bylaws Committee.

All interpretations and questions regarding the Constitution and Bylaws shall be made by the Executive Secretary in consultation, if necessary, with the Constitution and Bylaws Committee.

## ARTICLE V

### Executive Committee

Section I - Authority of the Executive Committee: The Executive Committee of the Conference is delegated the authority to act on behalf of the constituents between regular sessions, including the authority:

- A. To elect, appoint and/or remove for cause, officers, directors of departments/services, board members and committee members.
- B. To elect, appoint, employ, and/or remove ministers, teachers, secretaries and other persons as deemed necessary for the work of the Conference.
- C. To grant and to withdraw credentials and licenses of all workers.

- D. The removal of officers and the removal from or appointment to the Executive Committee shall require the consent of two-thirds (2/3) of the members of the Executive Committee.
- E. To fill for the current term any vacancies that may occur for any reason in its boards, committees, departments, or in offices which have been filled by election or appointment, except the office of President, where this vacancy shall be filled as follows:
  - 1. If the office of the President becomes vacant for any reason within six (6) months prior to the next regularly scheduled Quadrennial Session, the Conference Secretary shall become the acting President of the Conference until the President's successor is elected at the next regularly scheduled Quadrennial Session.
  - 2. If the office of the President becomes vacant for any reason more than six (6) months prior to the next regularly scheduled Quadrennial Session, notice of the vacancy shall be given to the Pastor, First Elder and Clerk of each constituent church to provide each church with an opportunity to request a special session. The constituency, through the vote of the constituent churches in business session, shall have up to 45 days after the vacancy occurs to request a special constituency session as indicated in Article II of Section II of the Bylaws to call a special session. Upon receipt of the requests as outlined by the said Article II of Section II, the Executive Committee shall call for a special session to elect a President. Until a new Conference President is elected under this process, the Conference Secretary shall serve as acting President and exercise all of the powers enumerated in these Bylaws.
  - 3. If the office of the President becomes vacant for any reason more than six (6) months prior to the next regularly scheduled Quadrennial Session and the Executive Committee has not called a special constituency session to elect a new President within 45 days after the vacancy occurs, then a special committee shall elect a new President. This special committee shall be called by its chairman, the president of the Lake Union Conference of Seventh-day Adventists, following forty-five days, but within ninety (90) days after the vacancy occurs and shall be composed of the surviving members of the Nominating Committee which served at the previous Quadrennial Session provided they are members of the Lake Region Conference of Seventh-day Adventists in regular standing, acting together with the members of the Lake Region Conference Executive Committee. Until a new Conference President is elected under this process, the Conference Secretary shall serve as acting President and exercise all of the powers enumerated in these Bylaws.

Section II - Membership of the Executive Committee: The Executive Committee of the Lake Region Conference of Seventh-day Adventists shall be elected at its regularly scheduled Constituency Meeting and shall consist of twenty-five (25) members including the President, Secretary, Treasurer, and Vice President of Multilingual Ministries as ex officio members. The membership of the committee shall include at least one (1) classroom teacher of a conference school with the total membership consisting of thirteen (13) non-denominational employees and twelve (12) denominational employees, with at least one (1) lay representatives from each of the five (5) areas including the four (4) geographical areas of the Conference: Chicagoland, Illiana, Michiana, Motor City, and the grouping of the Hispanic constituent churches of the Conference. The remaining lay representative shall be selected from these five areas in proportion to the membership of the Lake Region Conference.

Section III - Regular Meetings: The Executive Committee shall schedule regular meetings, at least quarterly, at such times and places as it may select.

Section IV - Special Meetings: Special meetings of the Executive Committee may be called at any time or place by the President, or, in his absence, by the Secretary. A special meeting shall also be called by the Secretary within thirty (30) days in response to a written request of twenty (20) percent of constituent churches as voted in business meetings or to the written request of a majority of the members of the Executive Committee.

Section V - Quorum: A majority of the members of the Executive Committee shall constitute a quorum.

## ARTICLE VI

### **Officers**

Section I - Officers: The executive officers of this Conference shall be a President, a Secretary, a Treasurer, and Vice-President(s), if such are elected. The Secretary and the Treasurer may be one individual.

Section II - President: The President (who is the chief executive officer), who shall be an ordained minister of experience, and shall act as chairman of Constituency Meetings and the Executive Committee and serve in the general interests of the Lake Region Conference as the constituency and the Executive Committee shall determine. In his leadership he shall adhere to the policies of the Lake Union Conference, the North American Division, and the General Conference of Seventh-day Adventists; work in close counsel with the Lake Union Conference Committee, and present a strategic plan concerning the Lake Region Conference to the Executive Committee for approval no later than the final Executive Committee Meeting of the first year of the new Quadrennial Session. The President shall serve the Conference no more than three (3) full successive four (4) year terms.

Section III - Secretary: The Secretary (who is the chief operating officer), associated with the President as an executive officer shall serve under the direction of the Executive Committee and shall act as vice-chairman of the Executive Committee. It shall be the duty of the Secretary to keep the minutes of the Conference Constituency Meetings and of the Executive Committee meetings, to furnish copies of these minutes to all members of the Executive Committee and to the officers of the Lake Union Conference. The Secretary shall also be responsible for providing information as may be required by the President or by the Executive Committee and shall perform such other duties as usually pertain to the office.

Section IV - Treasurer: The Treasurer (who is the chief financial officer), associated with the President as an executive officer, shall serve under the direction of the Executive Committee. The treasurer shall report to the executive committee of the conference after consultation with the president. The treasurer shall be responsible for providing financial leadership to the organization which will include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the actions of the Lake Region Conference Executive Committee, for remitting all required funds to the union/division/General Conference, in harmony with the North American Division Policy (accept for policies relating to retirement funds), and for providing financial information to the president and to the executive committee. The treasurer shall also be responsible for furnishing copies of the financial statements to the Lake Union officers.

Section V - Vice-President: One or more Vice-Presidents may be elected to assist the President with specialized areas of administration in the Lake Region Conference.

Section VI - The officers of the Conference shall report to the Executive Committee after consultation with one another.

Section VII - The officers of the Conference, along with the directors of departments/associations/services, shall present a Mid-Term State of the Conference Report, including the auditor's reports for the previous two (2) year(s), in the four (4) areas of the Conference: Chicagoland, Illiana, Michiana, and Motor City, and one for the Spanish speaking members. All officers and departmental directors are encouraged to provide ongoing communication to constituents as needed.

## ARTICLE VII

### **Directors of Departments/Associations/Services**

Section I - Advisory Role: The directors of departments/associations/services of this Conference shall work under the direction of the Executive Committee of the Conference and the President and shall serve in an advisory relationship to the field.

Section II - Departments/Services Structure: Conference departments/services shall be organized in harmony with the departmental/service structure of the General Conference but shall not necessarily duplicate the departments/services in the union, division, or General Conference.

## ARTICLE VIII

### **Other Organizations**

Section I - Unincorporated Organizations: The Lake Region Conference may carry on its ministries through unincorporated subsidiary organizations. Constituency Meetings of such organizations shall be held in conjunction with the regularly scheduled Constituency Meetings of the Conference.

Section II - Corporations: The Lake Region Conference may form corporate bodies provided it obtains prior approval of the North American Division. Membership meetings and elections of Board of Directors shall be held as provided by articles and bylaws of the corporations and in harmony with applicable laws.

## ARTICLE IX

### **Finance**

Section I - Tithes and Offerings: The funds of this Conference shall consist of such tithe, including direct tithe, as it shall receive 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 II - Policies: The portion of the tithe which is reserved for this conference and all other funds shall be used in harmony with the financial policies of the Lake Region Conference Executive Committee and the North American Division of the General Conference of Seventh-day Adventists. 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 forth 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, except for the retirement fund. Retirement funds shall be administered in harmony with the policies set forth by the Lake Region Conference Executive Committee and Regional Retirement Board.

Section III - Bank Accounts: The funds of the Conference shall be safeguarded in harmony with the financial policies of the North American Division of the General Conference of Seventh-day Adventists. Moneys shall be deposited in the name of the Lake Region Conference of Seventh-day Adventists in regular or special accounts, in such banks or savings institutions as the Executive Committee shall designate, and shall be withdrawn only by persons authorized by resolution of the Executive Committee.

Section IV - Financial Statements: The Lake Region 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 Lake Union Conference and the North American Division of the General Conference of Seventh-day Adventists and, to the extent required by law, with any branch of local or national government.

## ARTICLE X

### **Budget, Salary Review, and Audit**

Section I - Budget: The Lake Region Conference shall prepare an annual budget in harmony with the policies of the North American Division of the General Conference of Seventh-day Adventists.

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

Section III - Independent Audit: All accounting records of this Conference shall be audited at least annually by an auditor designated by the General Conference Auditing Service and the records of this Conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditors.

ARTICLE XI

**Amendments**


Amendment, Revision, and Repeal: The Constitution or the Bylaws of this Conference may be amended, revised, and repealed at any duly called Constituency Meeting by a two-thirds (2/3) majority vote of the delegates present and voting at any such Constituency Meeting of the Conference, provided that if it is proposed to amend the Constitution or Bylaws at any specially called Constituency Meeting, notice of such proposed amendments shall be given specifically in conjunction with the publication of notice for such special session.

ARTICLE XII

**Indemnification**

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

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

  
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R. Clifford Jones, President

  
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Garth Gabriel, Executive Secretary