

Lake Region Conference  
Twenty-Ninth Business Session  
July 17, 2022

## DELEGATES WORKBOOK



Howard Performing Arts Center  
Andrews University  
Berrien Springs, Michigan

Lake Region Conference of Seventh Day Adventist  
TWENTY-NINTH CONFERENCE SESSION  
Sunday, July 17, 2022

### **New Congregations to be received into the Sisterhood of Churches**

| <u>Congregation</u> | <u>Membership</u> | <u>Pastor</u>        | <u>Year Organized</u> |
|---------------------|-------------------|----------------------|-----------------------|
| Niles WMC Fil-Am    | n/a               | Samuel Barrios       | 2021                  |
| Goshen Kinyarwanda  | n/a               | Jean Hakiza-Gaparagi | 2022                  |

“When an interest is aroused in any town (or) city, that interest should be followed up. The place should be thoroughly worked, until a humble house of worship stands as a sign and a memorial of God’s Sabbath, a light amid the moral darkness. These memorials are to stand in many places as witnesses to the truth. God in His mercy has provided that the messengers of the gospel shall go to all countries, tongues, and people, until the standard of truth is established in all parts of the inhabited world.” EGW - 6T:100

### **Congregations to be removed from the Sisterhood of Churches**

Chicago Altgeld Gardens  
Chicago Sion  
East Chicago Bethel  
Detroit Maranatha  
Jeffersonville Cornerstone  
Kenosha Hispanic

# Understanding the Structure of the S.D.A. Church

The levels of the Seventh-day Adventist Church leadership are Division, Union, Conference, and Church. Here are some of the leaders who serve at the various levels of the organization.

## WORLD AND NAD DIVISION LEADERS -

Ted Wilson, President of the General Conference  
G. T. Ng, Secretary of the General Conference  
G. Alexander Bryant, President of the North American Division  
Kyoshin Ahn, Secretary of the North American Division

## UNION CONFERENCE LEADERS -

Ken Denslow, President of the Lake Union Conference  
Elden Ramirez, Secretary of the Lake Union Conference  
Glynn Scott, Treasurer of the Lake Union Conference  
Carmelo Mercado, Vice President of the Lake Union Conference

## LOCAL CONFERENCE LEADERS -

Garth Gabriel, President of the Lake Region Conference  
Julius R. Everett, Secretary of the Lake Region Conference  
Yolanda Stonewall, Treasurer of the Lake Region Conference  
Eddie Allen, Vice-President of the Lake Region Conference

## CHURCH LEADERS -

All Pastors of the Lake Region Conference

## CHURCH MEMBERS -

All 31,432 members of the Lake Region Conference (3<sup>rd</sup> Quarter 2021)

## Delegates to the Conference Session

*“God would have His people an understanding people. He has so arranged matters that chosen men (and women) shall go as delegates to our conferences. These men (and women) are to be tried and proved. They are to be trustworthy men (and women). The choosing of delegates to attend our conferences is an important matter. These men (and women) are to lay plans that shall be followed in the advancement of the work; and therefore, they are to be men (and women) of understanding, able to reason from cause to effect.” 9T:262*

Churches and Local Conference Sessions – G. C. Working Policy, p. 52 B 20 10

*“Churches are united in the local conference organization and appoint to the local conference session delegates who are duly authorized to represent the churches in the councils of the conference. The conference session elects officers, grants credentials and licenses, adopts or changes the constitution, and transacts other business. One of its most important acts is the election of the executive committee, whose duty it is to function for the constituency during the interim between sessions. The executive committee is thus vested with the delegated authority of all the churches within the conference.”*

### SESSION MATERIAL FOR DELEGATES

1. Identification Badge for each delegate.
2. Session Booklet with Agenda, Mission Statement, Reports, the Constitution and Bylaws, and Audited Financial Report.
3. Delegate’s Booklet with pertinent information including suggested amendments to the Constitution and Bylaws of (1) Lake Region Conference Association Incorporated and (2) the Lake Region Conference Unincorporated.

The list on the following three pages indicates the membership of every church, the number of delegates from each church to the session, and the number of delegates for the Organizing Committee.

## **Lake Region Legal Notice**

### Lake Region Conference of Seventh-Day Adventist

Notice is hereby given that the regular Quadrennial Session of the Lake Region Conference of Seventh-Day Adventists will be held on Sunday, July 17, 2022, beginning at 9:00 a.m., E.D.T., at the Howard Performing Arts Center, Andrews University, Berrien Springs, Michigan. The purpose of the session is to elect officers and departmental directors for the ensuing term and for the transaction of such other business as may properly come before the delegates. Delegates to this 29<sup>th</sup> Quadrennial Session are duly appointed representatives of the various churches of the conference. Each church is entitled to one delegate for each 35 members or major fraction thereof.

Garth Gabriel, President  
Julius R. Everett, Sr., Secretary

### Lake Region Conference Association of Seventh-Day Adventist

Notice is hereby given that the regular Quadrennial Session of the members of the Lake Region Conference Association of Seventh-Day Adventists, Inc., a corporation, will be held on Sunday, July 17, 2022 in connection with the 29<sup>th</sup> session of the Lake Region Conference of Seventh-Day Adventists at the Howard Performing Arts Center, Andrews University, Berrien Springs, Michigan. The first meeting of the Association will be called to order at approximately 2:00 p.m., E.D.T. The purpose of the meeting is to restate and amend the articles of incorporation and bylaws, to elect trustees for the ensuing term, and to transact such other business as may properly come before the delegates. Delegates from the churches in attendance at the 29<sup>th</sup> Quadrennial Session of the Lake Region Conference comprise the constituency of the association.

Garth Gabriel, President  
Julius R. Everett. Sr., Secretary

# The Work of the Organizing Committee

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## Organizing Committee:

- A. The Organizing Committee for the regular Quadrennial 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 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. (*Article IV, Section II, A*).
- B. The chairperson of the Organizing Committee shall be the President of the Lake Union Conference or his representative. (*Article IV, Section II, B*)
- C. The Organizing Committee shall nominate, and the delegates shall elect:
  - 1. A Nominating Committee to serve for the Constituency Meeting and as stipulated in *Article IV, Section III, A*.
  - 2. A standing Constitution and Bylaws Committee.
  - 3. Other committees as may be necessary.
- D. Membership on all committees shall be limited to members of the Lake Region Conference. Each committee shall pick its own chairperson except as otherwise provided.

## **TERMS OF REFERENCE**

### **Eligibility Guidelines**

1. An Organizing Committee member can be elected to be a Nominating Committee member. *Our Constitution and Bylaws do not prohibit it.*
2. Previous members of the Nominating Committee cannot be chosen as a member of the new Nominating Committee.  
*(Article IV, Section III, Letter A)*
3. The Nominating Committee shall have no more than one member from any church.  
*(Article IV, Section III, Letter A)*
4. Officers of the conference and departmental directors are ineligible to serve on the Nominating Committee. *(Article IV, Section III, Letter A)*

### **Qualification**

1. A member in regular standing, meaning that the person is not under any disciplinary action.
2. A member who returns tithe.

### **Make-up of the Nominating Committee**

1. “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.” *(Article IV, Section III, Letter A)*
2. “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.” *(Article IV, Section III, Letter A)*
3. “The Chair of the nominating committee at the local conference session shall be the president of the union or, in his absence, one designated by him shall be named to serve as Chair; and, further, the nominating committee shall consist of from nine to fifteen members including the Chair, except in conferences of more than 10,000 members where up to six additional members may be added. This membership shall be balanced, as nearly as possible, between denominational employees and laypersons representing various segments of the work and territories of the conference. Incumbent officers and department directors/secretaries shall not be members of the nominating committee. To provide wider representation, incumbent members of the Conference Executive Committee ordinarily shall not serve as members of the nominating committee.” *(NAD Working Policy, C-16—C 35 10)*

# **THE CONSTITUTION AND BYLAWS OF THE LAKE REGION CONFERENCE**

Selected Sections: The following are excerpts from the Lake Region Conference Constitution and Bylaws that pertain to the business of the Constituency Meeting.

## 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, 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.

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 tithes 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 duly accredited by any one of the organized churches of the Conference. 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 denomination 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 Bylaws 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.
- C. 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.

# Twenty-Ninth Conference Session

Sunday, July 17, 2022

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## Nominating Committee Twenty-Eighth Session – 2018

Maurice Valentine, Chairman

1. Helen Bryant, Secretary
2. Eric Bell, Sr.
3. Keynel Cadet
4. Enrique Campbell
5. Daniel Carmona
6. Leah Chapman
7. Leeroy Coleman
8. Cecil Currin
9. Jamal Dorsett
10. Robyn Grange
11. Marlon Gregory
12. Tayami Hildalgo
13. Wayne Hosten
14. Brunilda Jimenez
15. Catherine Mangozhe
16. Floyd Mathis
17. Pamela McElroy
18. Terri Scott
19. Lamont Taylor, Sr.
20. Hattie Washington
21. Stanley Williams

## Nominating Committee Twenty-Ninth Session – 2022

Ken Denslow, Chairman

1. Joel Bohannon
2. Pam Bryant
3. Cynthia Currin
4. Curtis Dominique
5. Kenneth Elliott
6. Tony Eugene
7. Winton Forde
8. Claval Hunter
9. Lynnette Jefferson
10. Khristopher Jones
11. Neville Lendor
12. Sheila LeSure
13. Jairo Martinez
14. Ramona Minisee
15. Maribel Pastran
16. Juan Rivas
17. Vernesha Roberts
18. Michelle Simmons
19. Damon Spight
20. Darlene Thomas
21. Ronald Tunis

# Twenty-Ninth Conference Session

Sunday, July 17, 2022

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## Standing Constitution and Bylaws Committee

Bylaws of the Lake Region Conference of Seventh-day Adventist  
Article IV, 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.

### **2018 Constitution & Bylaw Committee**

1. Julius R. Everett, Chairman
2. Robert D. Casey
3. Brunilda Jimenez (2014)
4. Ernestine Johnson (2010)
5. Hayward Penny (2014)
6. Carmelita Richardson (2014)
7. Isaura Rivas
8. Arthur Webb, Sr. (2018)
9. Edward Woods, III (2014)
10. Elden Ramirez, LUC

### **2022 Constitution & Bylaw Committee**

1. Julius R. Everett, Chairman
2. Ana Bolanos-Weston
3. Shalondra Dominique
4. Ruth Horton
5. Brunilda Jimenez (2014)
6. Hayward Penny (2010)
7. Isaura Rivas (2018)
8. Edna Rose
9. Damon Spight
10. Arthur Webb
11. Edward Woods III
12. Elden Ramirez, LUC



# LAKE REGION CONFERENCE

## Officers and Departmental Directors

**2018-2022**

**2022-2026**

Garth Gabriel,

President (2021)

Church Growth (2021)

Julius R. Everett, Sr.,

Secretary (2021)

Trust Services (2021)

Yolanda Stonewall, Treasurer (2021)

Eddie Allen,

Vice President (2006)

Stewardship (2007)

Helen Bryant, Adventist Education (2018)

Leon Bryant, Sr.,

Adult Sabbath School (2015)

NSO (2015)

Personal Ministries (2015)

Prayer Ministries (2005)

Pamela Daly, Children's Ministries (2007)

Debra Davis-Moody, Community Service (2014)

Deirdre & Joe Garnett, Family Life Ministries, (2014)

Doris Gothard, Women's Ministries (2004)

Abraham Henry, Youth/Young Adult Ministries (2018)

Michael Horton, Ministerial (2014)

Dolby Knott, Prison Ministries (2010)

JeNean Lendor, Communications

Christina Wells, Health Ministries (2014)

Philip C. Willis, Jr., Men's Ministries (2021)

Edward Woods, III, Religious Liberty (2007)

Debbie Young, ASI (2007)

Paul Young, Information Technology (2015)

\_\_\_\_\_ Urban/Inner City Ministries

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The following pages indicate the proposed amendments to:

1. The Articles of Incorporation of the Lake Region Conference Association of Seventh-day Adventists
2. The Constitution of the Lake Region Conference
3. The Bylaws of the Lake Region Conference Association of Seventh-day Adventists
4. The Bylaws of the Lake Region Conference of Seventh-day Adventists

All recommended additions are in **BOLD TYPED WORDS, PHRASES AND/OR SENTENCES**. All suggested deletions have ~~lines drawn through words, phrases and/or sentences~~. You may verify this by reading the Constitution included in the Session booklet.

The Constitution and Bylaws Committee devoted much time to these recommendations for your consideration.

Please read the proposed changes thoughtfully and come prepared to act on them.

**Lake Region Conference Association of Seventh-day Adventists Report of Material  
Changes to the Constitution and Bylaws**

**March 14, 2022**

A simple explanation of why we have articles and bylaws for the Lake Region Conference Association of Seventh-day Adventists: Simply put, the Articles of Incorporation are the official formation documents you must file with the state to start a new business. Corporate bylaws, on the other hand, are a set of internal documents that outline how the company should be run. In our case, when we look at the Association, it is the legal arm of our conference, and the Bylaws for the Conference are for the Ecclesiastical side, our mission as a church entity.

**Minor Adjustments—Articles of Incorporation**

(None)

**Major Adjustments—Articles of Incorporation**

(None)

**Minor Adjustments – Constitution for the Association: Article VI: Membership: Line 12**

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

~~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.~~

**Minor Adjustment – Bylaws for the Association**

**Grammatical and clarifying adjustments**

1. Article VIII 1 – If the office of the President becomes vacant for any reason within ~~six~~ ~~(6)~~ **one-year (12)**.
2. Article VIII 2– change- If the office of the President becomes vacant for any reason more than ~~six~~ ~~(6)~~ **one-year (12)**.

**Major Adjustments – Bylaws for the Association**

(None)

## Minor Adjustments – Bylaws of the Lake Region Conference

### Grammatical and clarifying adjustments

1. Article II: Section IV: Line 22: Voting: – Addition- **The President shall appoint a Lake Region Conference Observer with the approval of the delegates to serve during the Constituency Meeting.**
2. Article III: Representation: B: Delegates at Large: Line 17: Recommendation to add: 5: – Adjusted - 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%~~ **5%** of the total number of delegates otherwise provided for in Section A of this article.
3. Bylaws of the Lake Region Conference: Article IV: Section III: Nominating Committee: Part B: Line 9: Added- **When the report of the nominating committee is published or posted, it will contain the nominees and their office or position, along with their CVs, and a picture.**
4. Article IV: Section IV: Line 25- Adjusted - 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.
5. Article V: Section I: E: 1: Line 53 – Adjusted - If the office of the President becomes vacant for any reason within six (6) ~~one-year~~ **(12)** months prior to the next regularly scheduled Quadrennial Session, the Conference ~~Executive~~ Secretary shall become the acting President of the Conference until the President's successor is elected at the next regularly scheduled Quadrennial Session.
6. Article V: Section I: E: 2: Line 4:– Adjusted - If the office of the President becomes vacant for any reason more than six (6) ~~one-year~~ **(12) months.**
7. Article V: Sections I: E: 3: Line 20: Adjusted - If the office of the President becomes vacant for any reason more than six (6) ~~one-year~~ **(12)** months.
8. Article VI: Section VI: Line 19: – Added - The ~~Executive Officers~~ **officers** of the Conference shall report to the Executive Committee after consultation with one another.
9. Article VI: Officers: Section VII: Line 24: – Added - ~~and one for the Spanish-speaking members~~ **Mid-Term State of the Conference Report from the VP of Multicultural Ministries Department.**
10. Bylaws of the Lake Region Conference: Article IV: Section III: Nominating Committee: Part A: Line 56: Officers of the conference and departmental directors **(who are full-time or part-time)** are ineligible to serve on the Nominating Committee.
11. Article IX: Section I: Line 15: ~~accept~~–**except.**
- 12: Article VI: Officers: Section VI: Line 4: Officers: **Executive Officers**
13. Article VI: The President (~~who is the chief executive officer~~), ~~is the Chief Executive Officer.~~
14. The **Executive** Secretary (~~who is the chief operating officer~~)
15. The Treasurer (~~who is the chief financial officer~~).
- 16: **Article VI: Officers: Sections I: Line 57: Executive Officers:** The **Executive Officers** of this Conference shall be a President, a Secretary, a Treasurer, and **other officers such as a** Vice-President(s) if such are elected. The Secretary and the Treasurer may be one individual. **Any Executive Officer of the Conference may execute and deliver all authorized assignments, bonds, contracts, agreements, deeds, mortgages, easements, rights of way, powers of attorney, annuities and life income agreements, trusts, and all other**

documents, obligations, and assurances in the name of the Conference. It is the duty of these Executive Officers, in consultation with one another, to carry forward the mission according to plans, policies, and programs voted by the constituency and/or the Executive Committee. These plans, policies, and programs shall be in harmony with the doctrines and actions adopted and approved by the General Conference in its quinquennial sessions.

17. **Article VI: Section II: Line 57: President: The President** ~~(who is the chief executive officer)~~, **is the Chief Executive Officer** who shall be an ordained minister of experience and shall report to the Executive Committee of the Conference in consultation with the Executive Secretary and Treasurer. The President 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. **The President shall also be responsible for providing information as may be requested by the Executive Committee. The President shall have the general powers and duties of supervision and management consistent with the Bylaws as are usually vested in the office of the president of a corporation and shall perform such other duties usually pertaining to the office.**

18. **Article VI: Section III: Line 12: Executive Secretary: The Executive 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. **The Executive Secretary shall report to the Executive Committee of the Conference after consultation with the President. It shall be the duty of the Executive Secretary to keep the minutes of the Constituency Meetings and of the Executive Committee meetings, to furnish copies of these minutes to all members of the Executive Committee and to the officers of the Union. The Executive Secretary shall also be responsible for providing information as may be requested by the President or by the Executive Committee. The Executive Secretary shall perform all the duties consistent with the Bylaws as are usually vested in the office of the secretary of a corporation and shall perform such other duties usually pertaining to the office and as may be assigned by the Executive Committee or by the President. In case of the temporary absence or disability of the President, the duties of that office shall be performed by the Executive Secretary, and the taking of any action by any such Executive Secretary in place of the President shall be conclusive evidence of the absence or disability of the President.**

- ~~● 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.~~

19. **Article VI: Section IV: Line 34: 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 an experienced finance officer responsible for providing financial leadership to the Conference which will include, but shall not be limited to, receiving, safeguarding, and disbursing all funds in harmony with the actions of the Executive Committee, for remitting all required funds to the Union/Division/General Conference in harmony with the NAD policy, (except for policies relating to retirement funds), and for providing financial information to the President and to the Executive Committee. The Treasurer shall be responsible for furnishing copies of the financial statements to the Union officers. The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation and shall have such other powers and shall perform such other duties usually pertaining to the office and as may be assigned by the Executive Committee or by the President.**

- ~~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.~~

21. Article IV: Section IV: Line 25: 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.

### **Moderate Adjustments – Bylaws of the Lake Region Conference**

1. Article II: Section I: Line 27 B: - Clarification and Addition - ~~The agenda materials for regular constituency meetings shall be mailed to the delegates twenty (20) days prior to the date of the session.~~

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

1. **The agenda-setting forth all issues proposed for discussion.**
2. **The minutes of the previous regular meeting and minutes of all mid-terms and special meetings held since the previous regular meeting.**
3. **A General Conference Audited Statement, a detailed summary of the current financial statement, the current operating budget for the Conference, and a financial summary for fiscal years ending after the last regular Constituency Meeting.**

4. A copy of the Bylaws provision(s) under which the meeting is called.
5. A copy of the NAD Working Policy on local conference constituency meetings; to the extent feasible, a list of the proposed delegates.
6. General Conference Rules of Order; and
7. Proposals by the standing Constitution and Bylaws Committee.

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

2. Article IV: Title of Church Property: Section I: Line 29: Church property: Each church organization will be required to vest the title of its church property in the conference Association.

Article IV: Section II: Conference Corporation: Line 31: Lake Region Conference Association shall be empowered to purchase, own, manage, control, improve, and mortgage, or dispose of such real estate as may be necessary to carry out the work of the Lake Region Conference, and the trustees or the president and secretary of the Lake Region Conference Corporation shall have authority to make and execute any and all instruments as may be required to effectuate such powers.

When local churches are impacted by the mortgage or disposal of such real estate as may be necessary to carry out the work of the Lake Region Conference, the trustees, or the president, and or the Secretary in consultation with each other shall make known such transaction to the local church body.

## **Major Adjustments – Bylaws of the Lake Region Conference**

### **Proposed new or refined processes**

1. Article II: Section I: Line 50: Recommendation to add C: A Postponement of Regular Meeting:

In cases of exigent circumstances such that make a scheduled Constituency meeting impossible or highly impractical (i.e., war, disease, disaster, pandemic, civil disorder, government regulation, threats or acts of terrorism or similar acts), the Lake Region Conference Corporation Executive Committee, in regular or special session, shall have the

authority to postpone and reschedule such Constituency Meeting. Such a postponement shall not exceed twelve (12) months and notice of any postponement voted by the Lake Region Conference Corporation Executive Committee shall be given in the same manner as notice of the Constituency meeting. Unless other action is taken by the Lake Region Conference Corporation Executive Committee, any such postponement shall extend the term of current officers, vice presidents, directors, associate directors, and conference committees (i.e., Executive Committee, Personnel Committee, and Finance and Audit Committee) until the next Constituency meeting takes place. The Constituency

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

**D. Article II: Section I: Line 15: Recommendation to add D: Virtual Setting**

In cases of exigent circumstances outlined in Article II, Section, 1C, such that make a scheduled Constituency meeting impossible in person, a virtual meeting, or a combination of both shall be considered as a valid Constituency meeting.

2. Article II: Section II: Line 37: Recommendation to add 5: - However, delegates when requested by the Lake Region Executive Committee may participate by means of a Virtual conference or similar communications by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person and attendance at such a meeting. Votes cast remotely shall have the same validity as if the delegates met and voted onsite.

The LRC Executive Committee (EXCOM) would still have to make a decision at the appropriate time based on the current circumstances on whether the Special Session would be held virtually, in person, or as a hybrid of the two.

1                                   **ARTICLES OF INCORPORATION OF THE**  
2                                   **LAKE REGION CONFERENCE ASSOCIATION**  
3                                   **OF**  
4                                   **SEVENTH-DAY ADVENTISTS**

5  
6                                   ARTICLE I

7                                   **Name**

8  
9  
10                                  The Name of the Corporation is the Lake Region Conference Association of Seventh-day Adventists, Inc.  
11

12                                   ARTICLE II

13                                   **Period**

14  
15                                  The period of duration of the Corporation is perpetual.  
16  
17

18                                   ARTICLE III

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

20                                  The address of its initial registered office in the State of Illinois is 619-621 Woodlawn Park in the City of  
21                                  Chicago, (16) County of Cook, and the name of its initial registered Agent at said address is J. Gershom  
22                                  Dasent.  
23

24                                  The name and address of the current registered agent and registered office are ~~Garth Gabriel,~~ **Julius R.**  
25                                  **Everett, Sr.**, 19860 South LaGrange Road, Mokena, Illinois, in the county of Will.  
26  
27

28                                   ARTICLE IV

29                                   **Purposes and Powers**

30                                  The purposes for which this Corporation is organized, and its powers are:  
31  
32

- 33
- 34                                  1.       To operate exclusively for the religious, charitable, and benevolent benefit of the Lake  
35                                  Region Conference of Seventh-day Adventists, an ecclesiastical, unincorporated body,  
36                                  without pecuniary profit or gain to any person.  
37
  - 38                                  2.       To purchase, lease or otherwise acquire, own, hold, sell, administer mortgage, charge or  
39                                  otherwise dispose of, invest, trade and deal in and with real and the personal property of  
40                                  every kind and description, on behalf of either the Corporation or the Lake Region  
41                                  Conference of Seventh-day Adventists.  
42
  - 43                                  3.       To accept and receive property of every kind and description by gift, grant, devise, bequest  
44                                  or otherwise for the Corporation and for the Lake Region Conference of Seventh-day  
45                                  Adventists.  
46
  - 47                                  4.       To accept, receive, manage, invest and administer real and personal property of every kind  
48                                  and description transferred in any manner to the Corporation in trust for the benefit of the  
49                                  Corporation or the Lake Region Conference of Seventh-day Adventists and the donor,  
50                                  trustor or grantor thereof, or the heirs, dependents or other beneficiaries of such donor,  
51                                  trustor or grantor, in accordance with the terms and the conditions of the instrument  
52                                  creating the trust, or as provided by law.  
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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.

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# 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.

1  
2  
3 ARTICLE VI

4  
5 **Duties of Officers**

6  
7 Duties of the President, Secretary, and the Treasurer shall be such as usually pertain to such officers  
8 and such other duties as the Trustees or Directors may prescribe. The signatures of the President  
9 and the Secretary or Treasurer shall be effective to bind the Corporation for the purpose of deeds,  
10 mortgages, powers of attorney, annuity agreements, and any other instruments of writing of similar  
11 character. All documents pertaining to transactions in the Trust Department shall require either the  
12 signatures of two officers or any officer and the director of Trust Services.  
13

14  
15 ARTICLE VII

16  
17 **Auditing**

18  
19 The Auditing Service of the General Conference of Seventh-day Adventists shall be the auditor of the  
20 Corporation.  
21

22  
23 ARTICLE VIII

24  
25 **Interval between Sessions, Vacancies**

26  
27 During the interval between sessions of the Lake Region Conference of Seventh-day Adventists, un-  
28 incorporated, the Board of Trustees or the Board of Directors shall have full administrative power with  
29 authority to fill all vacancies that may occur among its officers, committees, or agents, by death,  
30 resignation or otherwise, except that of the President.  
31

- 32  
33 1. If the office of the President becomes vacant for any reason within ~~six (6)~~ **one-year**  
34 **(12)** months prior to the next regularly scheduled Quadrennial Session, the  
35 Association Secretary shall become the acting President of the Association until his  
36 successor is elected at the next regularly scheduled Session and shall exercise all of  
37 the powers enumerated in these Bylaws.  
38  
39 2. If the office of the President becomes vacant for any reason more than ~~six (6)~~ **one-**  
40 **year (12)** months prior to the next regularly scheduled Quadrennial Session, the  
41 individual elected to serve as the President of the Lake Region Conference of  
42 Seventh-day Adventists, unincorporated, shall also serve as the President of the Lake  
43 Region Conference Association of Seventh-day Adventists. Until a new Association  
44 President is elected, the Conference Secretary shall serve as acting President of the  
45 Association and exercise all of the powers enumerated in these Bylaws.  
46

47  
48 ARTICLE IX

49  
50 **Seal**

51  
52 The Seal of the Association shall consist of an ordinary size circular impression with the words "Lake  
53 Region Conference Association of Seventh-day Adventists" in the outer circle enclosing the word  
54 "SEAL."  
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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.

---

**Garth Gabriel**, President

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**Julius R. Everett, Sr.**, Executive Secretary & Chairman, Constitution & Bylaws Committee

1  
2 **CONSTITUTION OF THE LAKE REGION CONFERENCE**  
3 **OF**  
4 **SEVENTH-DAY ADVENTISTS**

5  
6 ARTICLE I

7  
8 **Name**

9  
10 The name of this organization shall be known as the Lake Region Conference of Seventh-day  
11 Adventists.

12  
13 ARTICLE II

14  
15 **Purpose**

16  
17 The purposes for which this Conference is formed are:

- 18  
19
- 20 1. To facilitate the proclamation of the everlasting gospel of our Lord and Savior Jesus  
21 Christ-in the context of the Three Angels' messages of Revelation-14:6-12 and to  
22 invite people to become His disciples and responsible members of the Church.  
23 (Primary purpose)
  - 24 2. To coordinate a Christian ministry including but not limited to a pastoral, educational,  
25 literature, and health ministry. (General purpose)
  - 26 3. To focus the mission of this Conference on but not limit it to minority groups.
- 27  
28  
29  
30

31 ARTICLE III

32  
33 **Territory**

34  
35 The territory of this organization shall be the states of Michigan, Indiana, Wisconsin, Illinois, and  
36 Minnesota.

37  
38 ARTICLE IV

39  
40 **Bylaws**

41  
42 The membership through the elected delegates to a regular or special constituency meeting of the  
43 Conference may adopt, amend, revise and/or repeal Bylaws, and such Bylaws may embrace any  
44 provision not inconsistent with this constitution.

45  
46 ARTICLE V

47  
48 **Relationships**

49  
50 The Lake Region Conference of Seventh-day Adventists is a part of the Lake Union Conference of  
51 Seventh-day Adventists, which in turn is a part of the North American Division of the General  
52  
53

1 Conference of Seventh-day Adventists, a world church organization; and all purposes and procedures  
2 of this conference shall be in harmony with the working policies and procedures of the General  
3 Conference of Seventh-day Adventists and the Lake Union Conference of Seventh-day Adventists,  
4 except when pertaining to the retirement fund, and all matters related thereto. This conference shall  
5 pursue the mission of the church within the doctrinal guidelines adopted and approved by the General  
6 Conference of Seventh-day Adventists in its quinquennial session.

7  
8 ARTICLE VI

9  
10 **Membership**

11  
12  
13 **The Membership of this Conference shall consist of such Member Churches as have been or**  
14 **shall be properly organized in any part of the geographic territory under its jurisdiction and**  
15 **formally accepted for membership by vote of the Delegates at any regularly scheduled or**  
16 **specially called Constituency Meeting. Such Member Churches shall remain, members of the**  
17 **Conference, unless dissolved by the Conference in a properly called Constituency Meeting.**

18  
19 ~~The membership of this Conference shall consist of such churches as have been or shall be properly~~  
20 ~~organized and accepted by vote of the Conference in session or the Conference Executive Committee.~~  
21 ~~Such churches shall remain indivisible members of the sisterhood of churches unless expelled by the~~  
22 ~~sisterhood of churches in a properly called regular or special constituency of the Conference.~~

23  
24  
25 ARTICLE VII

26  
27 **Dissolution and Disposition of Assets**

28  
29 This Conference may be dissolved only by a two-thirds (2/3) majority vote of the delegates present  
30 and voting at a Constituency Meeting. In the event of the dissolution of the Conference, all assets  
31 remaining after all claims have been satisfied shall be transferred to the Lake Union Conference of  
32 Seventh-day Adventists or its successor organization.

1 **BYLAWS OF THE LAKE REGION CONFERENCE**  
2 **OF**  
3 **SEVENTH-DAY ADVENTISTS**

4  
5 ARTICLE I

6  
7 **Principal Office**

8  
9 The principal office for the transaction of the business of the Conference is permanently located at  
10 19860 South LaGrange Road, Village of Mokena, County of Will, State of Illinois. The Executive  
11 Committee may in an emergency change the location of the office on a temporary basis.  
12

13 ARTICLE II

14 **Constituency Meetings (Sessions)**

15  
16  
17 Section I - Regular Sessions:

18  
19 A. This Conference shall hold Quadrennial Sessions in the Michiana Area, which  
20 is centrally located, at such dates and places as the Executive Committee  
21 shall designate by notice published in the Lake Union Herald at least sixty  
22 (60) days before the date of the session.  
23

24 B. ~~The agenda materials for regular constituency meetings shall be mailed to~~  
25 ~~the delegates twenty (20) days prior to the date of the session.~~

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

- 32  
33 1. The agenda-setting forth all issues proposed for discussion.  
34 2. The minutes of the previous regular meeting and minutes of all mid-  
35 term and special meetings held since the previous regular meeting.  
36 3. A General Conference Audited Statement, a detailed summary of the  
37 current financial statement, the current operating budget for the  
38 Conference, and a financial summary for fiscal years ending after the  
39 last regular Constituency Meeting.  
40 4. A copy of the Bylaws provision(s) under which the meeting is called.  
41 5. A copy of the NAD Working Policy on local conference Constituency  
42 Meetings; To the extent feasible, a list of the proposed Delegates.  
43 6. General Conference Rules of Order; and  
44 7. Proposals by the Standing Articles of Constitution and Bylaws  
45 Committee.

46  
47 For a Special Constituency Meeting, an agenda shall be furnished in the  
48 same manner as for regular meetings, along with supporting documentation  
49 justifying the need for a special constituency meeting.  
50

51 C. Postponement of Regular Session: In cases of exigent circumstances such  
52 that make a scheduled Constituency meeting impossible or highly impractical  
53 (i.e., war, disease, disaster, pandemic, civil disorder, government regulation,  
54 threats or acts of terrorism or similar acts), the Lake Region Conference

1 Corporation Executive Committee, in regular or special session, shall have  
2 the authority to postpone and reschedule such Constituency Meeting. Such  
3 as a postponement shall not exceed twelve (12) months and notice of any  
4 postponement voted by the Lake Region Conference Corporation Executive  
5 Committee shall be given in the same manner as notice of the Constituency  
6 meeting. Unless other action is taken by the Lake Region Conference  
7 Corporation Executive Committee, any such postponement shall extend the  
8 term of current officers, vice presidents, directors, associate directors, and  
9 conference committees (i.e., Executive Committee, Personnel Committee,  
10 and Finance and Audit Committee) until the next Constituency meeting takes  
11 place. The Constituency Meeting process will be followed, as possible, as  
12 stated in the Lake Region Conference Corporation bylaws until the next  
13 Constituency Meeting takes place.  
14

- 15 D. Virtual Setting: In cases of exigent circumstances outlined in Article II,  
16 Section, 1C, such that make a scheduled Constituency meeting impossible  
17 in person, a virtual meeting, or a combination of both shall be considered as  
18 a valid Constituency meeting.

19  
20 Section II - Special Session:

- 21 A. The Executive Committee of the Lake Region Conference shall call a special  
22 Constituency Meeting in the vicinity of the City of Chicago, the City of Detroit,  
23 or the Michiana Area at a time and place it deems proper, when  
24  
25 1. It is voted by the Executive Committee or,  
26  
27 2. It is voted by the delegates at any Constituency Meeting or,  
28  
29 3. It is requested by 20% of the member churches of the Lake Region  
30 Conference, as voted in business session or,  
31  
32 4. It is requested by the Lake Union Conference Executive Committee  
33 or the North American Division or the General Conference  
34 Committee as voted by the respective committees.  
35  
36 5. However, delegates when requested by the Lake Region Executive  
37 Committee may participate by means of a Virtual conference or  
38 similar communications by which all persons participating can hear  
39 each other at the same time, and participation by such means shall  
40 constitute presence in person and attendance at such a meeting.  
41 Votes cast remotely shall have the same validity as if the delegates  
42 met and voted onsite.  
43  
44 The LRC Executive Committee (EXCOM) would still have to make a  
45 decision at the appropriate time based on the current circumstances  
46 whether the Special Session would be held virtually, in person, or as  
47 a hybrid of the two.  
48  
49 B. The agenda materials for special constituency meetings shall be mailed to  
50 the delegates twenty (20) days prior to the date of the session.  
51  
52 C. The time and place of the special Constituency Meetings shall be at such  
53 dates and places as the Executive Committee shall designate either by notice  
54 published in the Lake Union Herald at least thirty (30) days before the date of  
55

1 the session; or by both a notice given to the Pastor, First Elder and Clerk of  
2 each constituent church by certified mail thirty (30) days before the date of  
3 the session, along with the same notice being posted on the official web site  
4 of the Lake Region Conference thirty (30) days before the date of the session.  
5

6 Section III - Election and Terms of Office: All officers, directors of departments/services, and members  
7 of the Executive Committee who are not ex officio members shall be elected by the delegates at the  
8 regular meeting of the Conference Constituency Meeting and shall hold their offices until the next  
9 meeting of the Conference constituency, and their term shall begin from the date of their election to  
10 the next constituency meeting unless they resign or are removed from office by the Executive  
11 Committee. The maximum consecutive terms a member can serve on the Lake Region Conference  
12 Executive Committee is three (3) excluding ex-officio members.  
13

- 14 A. TRANSITION PERIOD—All newly elected officers and directors may be  
15 extended a fourteen (14) day transition period for their orientation and  
16 briefing by the former officers and directors. When deemed necessary,  
17 the transition period may be extended to thirty (30) days.  
18

19 Section IV - Voting: The election of the President, Secretary, Treasurer, and Vice-President for  
20 Multilingual Ministries shall be by secret ballot and certified by Lake Union Conference counters and/or  
21 technology that preserves secrecy confirmed by a Lake Region Conference observer. **The President  
22 shall appoint a Lake Region Conference Observer with the approval of the delegates to serve  
23 during the Constituency Meeting.**  
24

25 Section V - Rules of Order and Parliamentary Procedure: The latest edition of the General Conference  
26 Rules of Order shall be the authority for rules of order and procedure. The Conference President shall  
27 appoint a parliamentarian with the approval of the delegates to serve during the Constituency Meeting.  
28

29 Section VI - Agenda items such as introductions and devotions shall be limited to one hour.  
30

31 Section VII - Proxy Voting: All delegates must be present in person at any Constituency Meeting in  
32 order to be eligible to vote. There shall be no voting by proxy.  
33

34 Section VIII - Quorum: At least a majority of the delegates authorized hereinafter under Article III of  
35 these Bylaws must be present at any regular or special Constituency Meeting to constitute a quorum  
36 for the transaction of business. Once the meeting is open, twenty percent (20%) of the called  
37 delegates present shall constitute a quorum.  
38

39 Section IX - Voting Rights of the Delegates: Each delegate shall be a member in good standing and  
40 return tithe to the Lake Region Conference and is appointed to act on behalf of the members of this  
41 Conference. Each delegate shall be entitled to one vote. The voting rights of the individual delegates  
42 representing the members as hereinafter provided shall be limited to the particular Constituency  
43 Meeting of the Conference in which they have been designated to represent a local church and  
44 institution, or the Lake Region Conference of Seventh-day Adventists.  
45

46  
47 ARTICLE III  
48 **Representation**  
49

50 Voice and vote privileges at any constituency meeting of this Conference shall be the prerogative of  
51 regular delegates and delegates at large.  
52

- 53 A. Regular Delegates: All delegates shall be duly selected in accordance with  
54 the process outlined in the SDA Church Manual. Each church shall be entitled  
55 to one delegate for the organization, and one additional delegate for each  
56 thirty-five (35) members or major fraction thereof, as of the end of the third

1 quarter of the year preceding the meeting, and who hold membership in the  
2 local church which accredits them.

3  
4 B. Delegates at Large:

- 5  
6 1. All employees holding credentials or ministerial licenses issued by  
7 the Conference.  
8 2. All elected members of the Executive Committee and the Constitution  
9 and Bylaws Committee.  
10 3. The officers of the Lake Union Conference and lay members of the  
11 Lake Region Conference who serve on the Lake Union Conference  
12 Executive Committee.  
13 4. Members of the Division Executive Committee who may be present  
14 at any constituency meeting of this conference. The number of such  
15 delegates representing the Division shall not exceed 5% of the total  
16 number of delegates otherwise provided for in Section A of this  
17 article.  
18 5. Members of the General Conference Committee and NAD,  
19 administrative officers and departmental directors of the Lake Union  
20 Conference and representatives who may be present at any  
21 constituency meeting of this conference. The number of such and up  
22 to two (2) representatives from organizations directly connected to  
23 each of the regional conferences, Oakwood University, Message  
24 Magazine, Breath of Life, Retirement Board, and the Office of  
25 Regional Ministries (ORCM), delegates shall not exceed (2) of the  
26 total number of delegates provided for hereinabove in Section 1-a of  
27 Article III of these Bylaws.  
28

29 **Article IV – Title of Church Property**

30 Section I. Church Property: Each church organization will be required to vest the title of its church  
31 property in the Conference Association.

32 Section II. Conference Corporation: Lake Region Conference Association shall be empowered to  
33 purchase, own, manage, control, improve, mortgage, or dispose of such real estate as may be  
34 necessary to carry out the work of the Lake Region Conference, and the trustees or the president  
35 and secretary of the Lake Region Conference Corporation shall have authority to make and execute  
36 any and all instruments as may be required to effectuate such powers.

37 When local churches are impacted by the mortgage or disposal of such real estate as may be  
38 necessary to carry out the work of the Lake Region Conference, the trustees, or the president, and  
39 or the Secretary in consultation with each other shall make known such transaction to the local  
40 church body.

41 ARTICLE IV

42 **Committees and Agendas**

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44  
45 Section I – Definitions and Committee Membership

- 46  
47 B. Membership on all committees shall be limited to individuals whose  
48 membership is in regular standing and who return tithes to the Lake Region  
49 Conference. A denominational employee shall be defined as any conference-  
50 funded employee.  
51  
52

1 Section II - Organizing Committee:  
2

3 A. The Organizing Committee for the regular Quadrennial or Special  
4 Constituency Meeting shall be constituted as follows: Each church to be  
5 represented at the regular Quadrennial Constituency Meeting shall choose  
6 one (1) member (either a layperson or a pastor) plus one (1) additional  
7 member for each five hundred (500) members or a major fraction thereof, as  
8 of the end of the third quarter of the year preceding the meeting. The  
9 delegates to the Organizing Committee shall be duly selected in accordance  
10 with the process outlined in the SDA Church Manual.

11  
12 1. The name(s) of the delegates selected to serve on the Organizing  
13 Committee shall be mailed to the Conference Secretary at least sixty  
14 (60) days prior to the regular Quadrennial Constituency Meeting. The  
15 Organizing Committee shall meet at least (30) days four (4) weeks  
16 prior to the regular session to form a nominating committee and make  
17 recommendations for the Constitution and By Laws committee, and  
18 other committees as needed. The nominating committee shall meet  
19 no later than two (2) weeks prior to the session and shall post an  
20 official notice of the resulting nominations on the Lake Region  
21 Conference website to all delegates a list of the nominations for all  
22 offices, departmental directors, the executive committee, and other  
23 committees as needed.

24  
25 2. In the case of a specially called constituency meeting, an Organizing  
26 Committee comprised of those voted by the delegates from each  
27 church can be established at the time the official business session  
28 has been called to order. The selection process shall be in harmony  
29 with Article IV section 1 of the Bylaws, with the exception of the 60-  
30 day notice being sent to the conference office. The names of the  
31 members of the Organizing Committee for a specially called  
32 constituency meeting shall be sent to the conference office no less  
33 than fifteen (15) days prior to the constituency meeting.

34  
35 B. The chairman of the Organizing Committee shall be the President of the Lake  
36 Union Conference or his representative.

37  
38 C. The groupings of the organizing committee shall be five (5) areas including  
39 the four (4) geographical areas of the Conference: Chicagoland, Iliana,  
40 Michiana, Motor City, and the grouping of the Hispanic constituent churches.

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42  
43 Section III - Nominating Committee:  
44

45 A. The Nominating Committee shall consist of twenty-one (21) constituents plus  
46 the President of the Lake Union Conference, or his representative, who shall  
47 also serve as the chairman for a total of twenty-two (22) members. The  
48 membership of the committee shall be two-thirds (2/3) majority of laymen  
49 representing five (5) areas including the four (4) geographical areas of the  
50 Conference: Chicagoland, Iliana, Michiana, Motor City, and the grouping of  
51 the Hispanic constituent churches. The composition of the Nominating  
52 Committee shall consist of the proportionate membership of which each of  
53 the five groupings is in relationship to the total membership of the Conference,  
54 as of the end of the third quarter of the year preceding the constituency  
55 session. The Nominating Committee shall have no more than one member  
56 from any church. Officers of the conference and departmental directors (who

1 **are full-time or part-time**) are ineligible to serve on the Nominating Committee.  
2 No individual shall serve consecutive terms on the Nominating Committee.  
3

- 4 B. The Nominating Committee shall nominate individuals to serve as officers,  
5 departmental directors and associates, and the Executive Committee for the  
6 following term. Only four members of the nominating committee shall serve  
7 on the Executive Committee. The Nominating Committee may invite the  
8 Presidential nominee to participate in the nominating process. When the  
9 Presidential nominee is present all voting shall be by secret ballot. **When the**  
10 **report of the nominating committee is published or posted, it will contain the**  
11 **nominees and their office or position, along with their CVs, and a picture.**  
12

13 Section IV - Standing Constitution and Bylaws Committee: Each regularly scheduled Constituency  
14 Meeting of this Conference shall elect a standing Constitution and Bylaws Committee which shall  
15 include the secretary of the Lake Union Conference and shall be chaired by the Secretary of the Lake  
16 Region Conference or his designee.  
17

18 This committee shall function between the regularly scheduled Constituency Meetings and shall  
19 submit its reports and detailed recommendations to the Executive Committee and to the next regular  
20 Constituency Meeting. This committee shall meet at least one year prior to the next regular  
21 Constituency Meeting. A special meeting shall also be called by the Secretary within thirty (30) days  
22 in response to a written request of a majority of the members of the Constitution and Bylaws  
23 Committee.  
24

25 All interpretations and questions regarding the Constitution and Bylaws shall be made by the **Executive**  
26 **Secretary in consultation, if necessary, with the** Constitution and Bylaws Committee.  
27

## 28 ARTICLE V

### 29 Executive Committee

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31  
32 Section I - Authority of the Executive Committee: The Executive Committee of the Conference is  
33 delegated the authority to act on behalf of the constituents between regular sessions, including the  
34 authority:

- 35 A. To elect, appoint and/or remove for cause, officers, directors of  
36 departments/services, board members and committee members.  
37  
38 B. To elect, appoint, employ, and/or remove ministers, teachers, secretaries,  
39 and other persons as deemed necessary for the work of the Conference.  
40  
41 C. To grant and to withdraw credentials and licenses of all workers.  
42  
43 D. The removal of officers and the removal from or appointment to the Executive  
44 Committee shall require the consent of two-thirds (2/3) of the members of the  
45 Executive Committee.  
46  
47 E. To fill for the current term any vacancies that may occur for any reason in its  
48 boards, committees, departments, or in offices which have been filled by  
49 election or appointment, except the office of President, where this vacancy  
50 shall be filled as follows:  
51  
52 1. If the office of the President becomes vacant for any reason within  
53 ~~six (6)~~ **one-year (12)** months prior to the next regularly scheduled  
54 Quadrennial Session, the Conference **Executive** Secretary shall  
55 become the acting President of the Conference until the President's  
56 successor is elected at the next regularly scheduled Quadrennial

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Session.

2. If the office of the President becomes vacant for any reason more than ~~six (6)~~ **one-year (12)** months prior to the next regularly scheduled Quadrennial Session, a 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)~~ **one-year (12)** 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 – **Executive Officers:** The **Executive Officers** of this Conference shall be a President, a Secretary, a Treasurer, and **other officers such as a** Vice-President(s) if such are elected. The Secretary and the Treasurer may be one individual. **Any Executive Officer of the Conference may execute and deliver all authorized assignments, bonds, contracts, agreements, deeds, mortgages, easements, rights of way, powers of attorney, annuities and life income agreements, trusts, and all other documents, obligations, and assurances in the name of the Conference. It is the duty of these Executive Officers, in consultation with one another, to carry forward the mission according to plans, policies, and programs voted by the constituency and/or the Executive Committee. These plans, policies, and programs shall be in harmony with the doctrines and actions adopted and approved by the General Conference in its quinquennial sessions.**

Section II - President: The President **(who is the chief executive officer), is the Chief Executive Officer** who shall be an ordained minister of experience and shall **report to the Executive Committee of the Conference in consultation with the Executive Secretary and Treasurer.** The President 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. **The President shall also be responsible for providing information as may be requested by the Executive Committee. The President shall have the general powers and duties of supervision and management consistent with the Bylaws as are usually vested in the office of the president of a corporation and shall perform such other duties usually pertaining to the office.**

Section III – **Executive Secretary:** The **Executive 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.~~ **The Executive Secretary shall report to the Executive Committee of the Conference after consultation with the President. It shall be the duty of the Executive Secretary to keep the minutes of the Constituency Meetings and of the Executive Committee meetings, to furnish copies of these minutes to all members of the Executive Committee and to the officers of the Union. The Executive Secretary shall also be responsible for providing information as may be requested by the President or by the Executive Committee. The Executive Secretary shall perform all the duties consistent with the Bylaws as are usually vested in the office of the secretary of a corporation and shall perform such other duties usually pertaining to the office and as may be assigned by the Executive Committee or by the President. In case of the temporary absence or disability of the President, the duties of that office shall be performed by the Executive Secretary, and the taking of any action by any such Executive Secretary in place of the President shall be conclusive evidence of the absence or disability of the President.**

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~~

1 union/division/General Conference, in harmony with the North American Division Policy (accept for  
2 policies relating to retirement funds), and for providing financial information to the president and to the  
3 executive committee. The treasurer shall also be responsible for furnishing copies of the financial  
4 statements to the Lake Union officers. ~~The Treasurer shall report to the Executive Committee of the~~  
5 ~~Conference after consultation with the President.~~ The Treasurer shall be an experienced finance  
6 officer responsible for providing financial leadership to the Conference which will include, but shall not  
7 be limited to, receiving, safeguarding, and disbursing all funds in harmony with the actions of the  
8 Executive Committee, for remitting all required funds to the Union/Division/General Conference in  
9 harmony with the NAD policy, **(except for policies relating to retirement funds)**, and for providing  
10 financial information to the President and to the Executive Committee. The Treasurer shall be  
11 responsible for furnishing copies of the financial statements to the Union officers. The Treasurer shall  
12 perform all the duties generally incident to the office of the treasurer of a corporation and shall have  
13 such other powers and shall perform such other duties usually pertaining to the office and as may be  
14 assigned by the Executive Committee or by the President.

15  
16 Section V - Vice-President: One or more Vice-Presidents may be elected to assist the President with  
17 specialized areas of administration in the Lake Region Conference.

18  
19 Section VI - The **Executive Officers** officers of the Conference shall report to the Executive  
20 Committee after consultation with one another.

21  
22 Section VII - The officers of the Conference, along with the directors of  
23 departments/associations/services, shall present a Mid-Term State of the Conference Report,  
24 including the auditor's reports for the previous two (2) year(s), in the four (4) areas of the Conference:  
25 Chicagoland, Iliana, Michiana, and Motor City, and one ~~for the Spanish-speaking members~~ **Mid-Term**  
26 **State of the Conference Report from the VP of Multicultural Ministries Department.** All officers and  
27 departmental directors are encouraged to provide ongoing communication to constituents as needed.

## 28 29 30 ARTICLE VII

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

32  
33  
34 Section I - Advisory Role: The directors of departments/associations/services of this Conference shall  
35 work under the direction of the Executive Committee of the Conference and the President and shall  
36 serve in an advisory relationship to the field.

37  
38 Section II - Departments/Services Structure: Conference departments/services shall be organized in  
39 harmony with the departmental/service structure of the General Conference but shall not necessarily  
40 duplicate the departments/services in the union, division, or General Conference.

## 41 ARTICLE VIII

### 42 **Other Organizations**

43  
44  
45 Section I - Unincorporated Organizations: The Lake Region Conference may carry on its ministries  
46 through unincorporated subsidiary organizations. Constituency Meetings of such organizations shall  
47 be held in conjunction with the regularly scheduled Constituency Meetings of the Conference.

48  
49  
50 Section II - Corporations: The Lake Region Conference may form corporate bodies provided it obtains  
51 prior approval of the North American Division. Membership meetings and elections of Board of  
52 Directors shall be held as provided by articles and bylaws of the corporations and in harmony with  
53 applicable laws.

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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, ~~accept~~ **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 opened 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.

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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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**Garth Gabriel**, President

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**Julius R. Everett, Sr**, Executive Secretary