

# BYLAWS OF CAROLINA CONFERENCE OF SEVENTH-DAY ADVENTISTS, INC.

*Revised and Restated by the Constitution and Bylaws Committee and Adopted and Approved  
by the Executive Committee of Carolina Conference and the  
Delegates at the Session on  
August 18-21, 2022*

## SECTION 1: DEFINITIONS

Section 1.1. Definitions: The terms hereinafter defined shall have the meanings as hereinafter set forth:

Section 1.2. Seventh-day Adventist: "Seventh-day Adventist" shall refer to the Seventh-day Adventist Church as reflected by the tenets and doctrines set forth by the General Conference of Seventh-day Adventists in session.

Section 1.3. General Conference: "General Conference" shall mean the General Conference of Seventh-day Adventists, the present address of which is 12501 Old Columbia Pike, Silver Spring, MD 20904.

Section 1.4. North American Division: "North American Division" shall mean the North American Division of the General Conference of Seventh-day Adventists, the present address of which is 9705 Patuxent Woods Drive, Columbia, MD 21046.

(a) Division Committee: "Division Committee shall mean the official operations committee of the North American Division."

Section 1.5. Southern Union: "Southern Union" or "Southern Union Conference" shall mean the Southern Union Conference of Seventh-day Adventists, the present address of which is 302 Research Drive, Peachtree Corners, GA 30092-2934.

(a) Union Committee: "Union Committee shall mean the official operations committee of the Southern Union."

Section 1.6. Carolina Conference: "Carolina Conference" shall mean Carolina Conference of Seventh-day Adventists, Inc., a North Carolina, nonprofit, religious and charitable corporation formed under the laws of the State of North Carolina and also licensed to do business in the State of South Carolina. The present address of which is 2701 East W. T. Harris Blvd., Charlotte, NC 28213. It has the direct responsibility over Seventh-day Adventist affairs of all the affiliated institutions within its territory. It is the legal body and operating entity directing and carrying out the mission of the General Conference within the boundaries assigned to it for ministry. It is part of the Southern Union which, in turn, is part of the North American Division of the General Conference. Carolina Conference also does business as The Carolina Conference Association of Seventh-day Adventists, Inc.

Section 1.7. Session: "Session" shall mean the quinquennial meetings (i.e., once every five years) called by Carolina Conference in the manner prescribed by Carolina Conference's Bylaws.

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Section 1.8. Special Sessions: "Special Session" shall mean a special meeting at a time different from the regular quinquennial Session, called by Carolina Conference in the manner prescribed by Carolina Conference's Bylaws.

Section 1.9. Membership: "Membership" shall mean persons, churches, Institutions and Industries who have been granted a membership relationship according to such guidelines as identified in the Conference's Bylaws and Working Policies.

Section 1.10. General Conference Rules of Order: "General Conference Rules of Order shall mean the guiding session procedural rules adopted and used by the General Conference which is patterned after the generally accepted 'Robert's Rules of Order.'"

Section 1.11. Executive Committee Members: "Executive Committee Members" shall mean those persons serving as members of the Board of Directors of the Conference. Accordingly, "Executive Committee" shall mean the same as the Board of Directors of the Conference. "Member" shall mean and refer to a director of the Conference.

### SECTION 1A: PURPOSES AND POWERS

Section 1A.1. Purposes: The particular objectives and purposes for which Carolina Conference was formed are as set forth in the Articles of Carolina Conference, dated August 18-21, 2022, as said Articles may be amended and restated from time to time. All purposes, policies and procedures of Carolina Conference shall be in harmony with the working policies and procedures of the Southern Union, North American Division and General Conference. Carolina Conference shall pursue the mission of the Seventh-day Adventist Church within the doctrinal guidelines adopted and approved by the General Conference in its quinquennial Session.

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

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

Section 1A.2. Powers: Carolina Conference possesses all the powers as set forth in the Articles of Carolina Conference, as said Articles may be amended or revised from time to time. These Bylaws shall at times be interpreted only to set forth the procedures by which Carolina Conference will carry out said powers and the same shall not be interpreted to enlarge said powers.

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Powers – Subject to the foregoing, the Conference shall have all powers, rights, privileges, and immunities, and shall be subject to all of the liabilities, conferred or imposed by law upon corporations of this nature, and shall be subject to and have all the benefits of all general laws with respect to nonprofit corporations, provided that no part of the net earnings of the Conference shall inure to the benefit of any member, director, or officer of the Conference, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Conference in carrying out one or more of its purposes), and no member, director, or officer of the Conference, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Conference. No activities of the Conference shall participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 1A.3. Distribution on Dissolution: Upon the dissolution of the Conference or the termination of its activities, the assets of the Conference remaining after the payment of all its liabilities shall be distributed exclusively to the Southern Union Conference or another organization holding Seventh-day Adventist denominational status, to the extent permitted by law; provided, however, that if the Southern Union Conference or such other organization no longer shall exist or qualify for exemption from federal income taxation under the Section 501(a) of the Code, such assets shall be distributed to one or more organizations designated by the Executive Committee that are then exempt from federal income taxation under Section 501(a) of the Code as organizations described in Section 501(a)(3) of the Code.

Section 1A.4. Tax Exempt Status: It is intended that the Conference shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code. The Articles and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

### **SECTION 1B: PRINCIPAL OFFICE**

Section 1B.1. Principal Office: The principal office for the transaction of the business and affairs of Carolina Conference is located in Mecklenburg County, North Carolina, 2701 East W.T. Harris Blvd., Charlotte, NC 28213. The Executive Committee may, for any definite purpose, change the location of the office.

### **SECTION 1C: MEETINGS/SESSIONS**

Section 1C.1. Session: The Membership meetings of this Corporation shall be known as its Constituency meetings. The Conference shall hold regular Constituency meetings. A regular Meeting shall be held quinquennially (i.e., once every five years) for the purpose of transacting business, electing officers, departmental directors, members of Carolina Conference Executive Committee, and other positions as directed by the Bylaws, as well as establishing goals and objectives of Carolina Conference for the subsequent five years. The Meeting shall be held at such time and such location as determined at the sole discretion of the Executive Committee. Notice of the time and place of the meeting of the delegates representing the members shall be given by:

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- (a) Notice of the Session published in the official organ of the Southern Union no more than ninety (90) days, and no less than thirty (30) days prior to the Session or
- (b) A method approved by Carolina Conference Executive Committee.

Section 1C.2. Special Meeting: A Special Meeting shall be called by the Carolina Conference Executive Committee at a time and place it deems proper, when:

- (a) It is voted by the Executive Committee; or
- (b) It is voted by the delegates at any constituency meeting; or
- (c) It is voted by two-thirds of the membership of the executive committee of the Southern Union, North American Division or the General Conference; or
- (d) It is requested by fifty-one percent (51%) of the church membership of the Conference through their local church boards in their business meeting. The date of this session shall be set no later than six months from the date of the qualifying request.

The Union Committee or the Division Committee may call a special constituency meeting of the Conference.

The agenda for Special Sessions shall be included in the notice of the meeting. Notice of a Special Session shall be given as set forth in Section 1C.1, above.

Section 1C.3. Quorum: A majority of the delegates authorized to attend any Session shall constitute a quorum. Once a Session is declared open, the delegates present shall constitute a quorum.

- (a) When a termination of an affiliate church is considered at a Session, sixty percent (60%) of the delegates authorized to attend the Session (excluding those delegates representing the church whose termination is being considered) shall constitute a quorum. Termination of an affiliate church shall require an affirmative vote of the quorum identified in this Section 1C.3.a.

Section 1C.4. Rules of Order: The General Conference Rules of Order, including any amendments made by the General Conference during the quinquennium, shall be used for all Conference constituency meetings.

Section 1C.5. Telephonic or Electronic Meetings: Generally, regular and specially called sessions are to be held in person and onsite. However, delegates when requested by the Executive Committee, and if permitted by local law, may participate by means of an electronic conference or similar communications by which all persons can hear each other at the same time, and participation by such means shall constitute presence in person and attendance at

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such a meeting.

Section 1C.6. Session Postponement: In case regional conditions make it imperative to postpone the calling of the session, the Conference Executive Committee, in a regular or special meeting, shall have authority to make such postponement, not to exceed one (1) year, giving notice to all constituent organizations. In the event that the Executive Committee exercises its authority to postpone a session, it shall also have the authority to set the subsequent regular session at such time and place as it shall see fit, not to exceed five (5) calendar years from the date of the postponed session

### SECTION 1D: DELEGATES TO SESSION/REPRESENTATION

Section 1D.1. Voting Privileges: Voice and vote privileges at any Session of Carolina Conference shall be the prerogative of those delegates present, in person, and as set forth in Section 1D.2 of these Bylaws.

- (a) Proxy Voting: All delegates must be present in person, or electronically for virtual meetings at any constituency session in order to be eligible to vote. There shall be no voting by proxy.
- (b) Voting Rights of the Delegates: Each delegate appointed to act on behalf of the members of the Conference shall be entitled to one vote. The voting rights of the individual delegates representing the members as hereinafter provided shall be limited to the particular Session in which they have been designated to represent a local church, an institution, the Southern Union, the North American Division or the General Conference of Seventh-day Adventists.

Section 1D.2. Election/Appointment and Term of Office: All officers 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, and shall hold their offices until the next regular meeting of the conference constituency unless they resign or are removed from office, for cause, by the Executive Committee or a special constituency meeting. The election/appointment of departmental directors, associate department directors, associate secretaries, or associate treasurers, if not determined by the delegates at the Conference constituency meeting, shall be referred to the Executive Committee.

Section 1D.3. Delegates: The delegates at any constituency meeting of this conference shall be regular delegates and delegates at large. The following shall be the delegates at any Session of Carolina Conference:

- (a) Regular delegates: All regular delegates properly accredited by any one of the organized churches of the conference. A cap of 400 delegates is set for Carolina Conference Sessions. Each church may appoint two of its members as delegates to the session provided their membership exceeds fifty (50). Those churches having fewer than fifty-one (51) members may appoint one of its members as a delegate.

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Except for delegates at large, Carolina Conference Executive Committee may allocate the remaining delegates among the churches based on membership. Delegates shall hold membership in the local church which accredits them.

- (b) The delegates at large (Carolina Conference, Southern Union, North American Division and General Conference) shall be elected by Carolina Conference Executive Committee and shall be limited to 1/3 of the total eligible delegates. Delegates at large shall be made up of the following: (1) all members of Carolina Conference Executive Committee; (2) all members of the Southern Union Executive Committee who may be present at any constituency meeting of this conference; (3) Members of the General Conference Committee, and the North American Division Committee, who may be present at any constituency meeting of this conference and General Conference executive committees. The number of such delegates representing the General Conference of Seventh-day Adventists shall not exceed ten percent (10%) of the total number of delegates otherwise provided for; and (4) the rest consisting of those chosen by the Executive Committee from the following categories: pastors, departmental directors and associates, teachers, literature evangelists, other Carolina Conference employees, and entity administrators.
- (c) Such other persons may be recommended by the Southern Union, North American Division, and General Conference executive committees respectively as delegates to any Carolina Conference Session. The total of these additional delegates shall not exceed ten percent (10%) of the total number of delegates provided under 1D.3.a. These delegates shall not influence the total number of Delegates at Large referenced in 1D.3.b., and are in addition to those appointed by Carolina Conference Executive Committee under section 1D.3.b.
- (d) All delegates appointed to represent the members of this conference at any constituency meeting shall be members in good and regular standing of the Seventh-day Adventist Church.

**Section 1D.4. Organizing Committee:** The Organizing Committee shall be constituted as follows at a regular Session and, if necessary, at a Special Session: Each church represented at any Session shall choose, or empower its delegation to choose, one member plus one additional member for each 500 members or major fraction thereof in that church. Members of the Organizing Committee shall be chosen prior to the Session. The chairperson of the Organizing Committee shall be the President of the Southern Union or his representative. The Organizing Committee shall nominate and the constituency shall elect a Nominating Committee to serve for the constituency meeting.

**Section 1D.5. Nominating Committee:** The Nominating Committee shall consist of at least twenty (20) and not more than twenty-two (22) members, including the President of the Southern Union Conference, or the designee, who shall serve as the chairperson. The Nominating Committee quorum shall be 75%. The membership of the Committee shall be balanced as nearly as possible

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between denominational workers and laypersons representing various segments of the work and territories of Carolina Conference. The Nominating Committee shall be responsible for recommending candidates for the Executive Committee, officers, departmental directors, associate departmental directors, the Articles and Bylaws Committee, and other committees as deemed necessary. In recommending candidates for the Executive Committee, the Nominating Committee shall consider the increased diversity of Carolina Conference membership with respect to race, gender, and age. In no event shall the recommended candidates effect a change of more than fifty percent (50%) of the current members, excluding *ex officio* members, of the Executive Committee except as necessary to comply with Section 1E.5(d). Upon request from the President of the Southern Union Conference, the President-nominee shall serve as advisor to the Nominating committee.

Section 1D.6. Standing Articles and Bylaws Committee: Each regularly scheduled constituency meeting of this conference shall elect a standing Articles and Bylaws Committee, of which the Vice President of Administration/Executive Secretary of the Conference shall serve as chairperson. This Committee shall function between the regularly scheduled Sessions of the constituency and shall submit its reports and detailed recommendations to the Executive Committee and to the next regular constituency meeting. Should a member be unable to function, the Executive Committee may provide a replacement as necessary.

Section 1D.7. Voting: The election of officers and the voting on all other matters of business shall be by viva voce (voice) unless otherwise determined by a majority vote of the delegates present.

### **SECTION 1E: EXECUTIVE COMMITTEE**

Section 1E.1. General Powers: The business and affairs of the Conference shall be managed between Sessions by the Executive Committee.

Section 1E.2. Delegated Authority: Carolina Conference Executive Committee is delegated the authority to act on behalf of the constituents between Sessions including the power to elect or terminate for cause officers, directors or associate directors of the departments/services and committee members. The Executive Committee shall appoint such committees and employ such ministers, secretaries, teachers and other persons and shall bring about distribution of workers as may be necessary to execute its work effectively. It shall direct the relocation of the employees of Carolina Conference, adjust their wages and arrange for the payment of same at regular intervals from the funds of the Carolina Conference.

Section 1E.3. Power of Appointment: The Executive Committee, except as otherwise provided in these Bylaws or the Bylaws of any affiliated or subsidiary corporation or organization of Carolina Conference, shall have full administrative power to:

- (a) Fill for the current term any vacancies that may occur by death, resignation, or otherwise, in its boards, committees, departments or any offices which have been filled at Carolina Conference Session or by the Executive Committee acting between Sessions; the filling of said vacancy shall require the consent of two-thirds (2/3) vote of the Executive Committee members present at any regularly or specially called meeting of the Executive Committee; provided, however, that

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vacancies in the Executive Committee shall be filled as set forth in Section 1E.7, below.

(1) Election of a New President. If a new president is to be elected, the president of the Southern Union, or his designee, shall serve as chairperson of the Executive Committee during the process of electing a new president.

(b) Effect termination of an employee by two-thirds (2/3) vote of the members present at any regularly or specially called meeting of the Executive Committee. Removal of an officer or member of the Executive Committee must be done in accordance with Section 1E.6 and/or Section 1F.3.

(c) Grant and withdraw credentials and licenses by two-thirds (2/3) vote of the members of the Executive Committee.

Section 1E.4. Number of the Executive Committee Members: There shall not be less than twenty-three (23) nor more than thirty (30) Executive Committee members. The maximum and minimum number of Executive Committee members may be changed only by an amendment to these Bylaws in the manner hereinafter set forth. One departmental director of Carolina Conference and one pastor of a 500+ member church shall be appointed as members of the Executive Committee by the other duly elected members of the committee and shall be included in the above number of Executive Committee members. The President, Vice President for Administration/Executive Secretary, Vice President for Finance/Treasurer, Undertreasurer, Superintendent of Education, Chief Executive Officer of AdventHealth Hendersonville, Ministerial Director and the Mount Pisgah Academy Principal serve as *ex officio* members of the Executive Committee. The departmental director and a pastor of a 500+ member church who are to serve as members of this committee on an annual basis or until the new appointments are selected are to be named by the Executive Committee at its first meeting following April 30<sup>th</sup> of each year. The membership of the committee shall be balanced as nearly as possible between laypersons and denominational employees from various sections of the Conference. No more than one-half (1/2) of the Executive Committee shall be denominational employees.

The Executive Committee of this conference is delegated the authority to act on behalf of the constituents between regular Sessions, including the authority to elect or remove for cause officers, directors or departments/services, conference committee members.

(a) Officers: The officers of the Southern Union Conference, of the North American Division and of the General Conference of Seventh-day Adventists are members *ex officio* of the local Executive Committee; however, their membership shall be in addition to the number detailed above. Any such officers exercising their voting rights at any one meeting shall not make up more than ten percent of the committee membership present.



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### Section 1E.5. Qualifications, Election, Objection and Term:

- (a) Qualification: No person shall be eligible to be elected as an Executive Committee member or continue to serve as an Executive Committee member unless such person is a member in good standing of a Carolina Conference Seventh-day Adventist church.
- (b) Election of Slate: A Nominating Committee shall be appointed as set forth in Section 1D.3 and 1D.4, above, and said Nominating Committee shall nominate by majority vote the appropriate number of Executive Committee candidates with the composition of the slate of nominees to be restricted as set forth in Section 1D.4, above. The delegates shall vote to approve or disapprove the slate of nominees so proposed as a block or group and not individually (unless a motion is made at the Session to vote on each candidate individually and the motion is approved by a majority vote of the delegates then present).
- (c) Objection: If there is objection to any nominee by the delegates at the session, opportunity will be given by the session chairperson for such objections to be heard by the Nominating Committee. Following said hearing, the Nominating Committee will determine what recommendation to make to the delegates. Only nominations made by the Nominating Committee shall be in order.
- (d) Term: The maximum term of service of each Executive Committee member holding membership because of position shall be as long as the member continues in said position. Those elected by name and not position shall not serve longer than ten (10) consecutive years.

Section 1E.6. Removal: Any Executive Committee member may be removed from office at anytime for cause by a vote of at least two-thirds (2/3) of the membership of the Executive Committee taken at a duly called meeting of the Executive Committee, excluding the individual to be removed. "Cause", as used herein, shall mean only either:

- (a) Failing to carry out said individual's duties as an Executive Committee member;
- (b) Failing to attend three (3) consecutive duly called regular meetings without prior notice to the Vice President for Administration/Executive Secretary;
- (c) Failing to live in harmony with the fundamental teachings and principles of the Seventh-day Adventist Church; or
- (d) Failing to maintain membership in good standing in a Carolina Conference Seventh-day Adventist Church.

#### 1. Individual Being Considered for Removal:

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- (b) Said individual must be given at least twenty (20) days advance written notice, specifying reasons for removal, including the time, date and place of the subject meeting of the Executive Committee members; and
- (c) Said individual has the right to appear and speak in his own behalf at such meeting, but without being represented by legal counsel.

### 2. Notification to Committee:

The notice of such meeting must specifically set forth that the matter of removal of said individual will be considered and acted upon. Said notice need not set forth the specific reasons of such removal. The vote at the meeting for said removal shall be by secret ballot. An affirmative vote of removal shall be final and conclusive.

Section 1E.7. Vacancies: A vacancy occurring in the Executive Committee may be filled by a two-thirds (2/3) vote of the remaining members, though less than a quorum. However, the Executive Committee cannot elect more members than the number voted at the previous Session, unless specifically authorized by the Session. The remaining members are not required to fill a vacancy between Sessions but may choose to do so in the manner hereinbefore set forth.

Section 1E.8. Compensation: Executive Committee members shall not be entitled to compensation for services rendered as Executive Committee members, but the Executive Committee may provide for the payment of all expenses incurred by Executive Committee members in attending regular and special meetings of the Executive Committee.

Section 1E.9. Regular Meetings: Regular Meetings shall be held at least six (6) times per year, preferably every other month. Regular meetings will be held at the principal office of Carolina Conference, unless otherwise voted by the Executive Committee.

Section 1E.10. Special Meetings: Special Meetings of the Executive Committee may be called by or at the request of the President, or in his absence, the Vice President for Administration/Executive Secretary. A special meeting shall also be called by the Vice President for Administration/Executive Secretary in response to a written request of a majority of the members of the Executive Committee. Meeting location shall be as set forth in Section 1E.9.

Section 1E.11. Telephonic or Electronic Meetings: Any Executive Committee meeting may be conducted telephonically by conference call. One or more members of the Executive Committee may participate in any meeting of the Executive Committee by means of a conference telephone call or a similar communication device which allows all persons participating in the meeting to hear each other. Such participation in a meeting shall be deemed present in person at such meeting.

Section 1E.12. Notice of Meetings: All meetings of the Executive Committee except special meetings shall be called at least ten (10) days before the meeting. Notice of these meetings shall be given by the Conference Vice President for Administration/Executive Secretary by written communication mailed to the last address of record for the member or delivered to each member of

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the Executive Committee. Special meetings shall be preceded by a bona fide effort to notify all members of the Committee and shall have as participants at least seventy-five percent (75%) of the current Committee. Notice of special meetings shall include the items on the closed agenda. Only the materials set forth in the closed agenda shall be brought before and acted upon during these special meetings.

Section 1E.13. Waiver: Attendance by an Executive Committee member at a meeting shall constitute a waiver of notice of such meeting unless the subject Executive Committee member gives a written statement at the beginning of the meeting to the person presiding objecting to the transaction of any business because the meeting is not lawfully called.

Section 1E.14. Quorum: A majority of the current Executive Committee membership shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, except where a meeting is being held to consider the removal of an Executive Committee member (see Section 1E.6). Provided, further, at least the majority of the members of the Executive Committee constituting a quorum must be persons not denominationally employed.

Section 1E.15. Manner of Acting: The act of the majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee, except as set forth in sections 1E.7, 1E.14, and 1F.4 or as otherwise directed in these Bylaws.

Section 1E.16. Actions Taken by Executive Committee by Conference Call or Other Technological Means: Because certain timely items may need to be dealt with judiciously, the Conference president, after consultation with other executive officers, may conduct business with the executive committee by conference call or other technological means. All effort should be made to give twenty-four (24) hour notice of the conference call. All actions shall be in harmony with sections 1E.14 and 1E.15 and shall be recorded in the minutes of the Executive Committee.

Section 1E.17. Presumption of Assent: An Executive Committee member who is present at a meeting of the Executive Committee at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her contrary vote is recorded or his/her dissent is otherwise entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Vice President for Administration/Executive Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Vice President for Administration/Executive Secretary of the Conference within five (5) days after the adjournment of the meeting. Such right to dissent shall not apply to an Executive Committee member who voted in favor of such action.

Section 1E.18. Donations: The Executive Committee shall be authorized to call for such regular and special donations as may be necessary to properly execute the work of the Lord in conformity with the plans of Carolina Conference, Southern Union, North American Division, and General Conference.

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**SECTION 1F: OFFICERS OF THE CAROLINA CONFERENCE**

**Section 1F.1. Executive Officers:** The executive officers of Carolina Conference shall be a President, a Vice President for Administration/Executive Secretary, and a Vice President for Finance/Treasurer. The Vice President for Administration/Executive Secretary, and Vice President for Finance/Treasurer may be one individual known as the Vice President. It is the duty of these officers, in consultation with each other, to carry forward the work according to plans, policies, and programs voted by the constituency and/or the Conference 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 1F.2. Qualification, Election and Term:** The executive officers shall be members *ex officio* of the Executive Committee. All of the officers of Carolina Conference shall be elected at each quinquennial Session by the Delegates in the same manner that members of the Executive Committee are elected, as provided in Section 1E.5(a) and (c). Each officer shall hold office until his death, resignation, retirement, removal, disqualification or until his successor is elected and assumes office. At the expiration of any term, any officer may be re-elected to serve in the same office. The election of the officers shall precede the election of the Executive Committee or shall occur simultaneously with the election of the members of the Executive Committee.

**Section 1F.3. Removal:** Any officer may be removed from office at any time for cause by the Executive Committee in the same manner and according to the same procedure as set forth in Section 1E.6 above for the removal of a member of the Executive Committee.

**Section 1F.4. Vacancies:** Any office which becomes vacant may be filled by a two thirds (2/3) majority vote of the current Executive Committee members and the person so elected shall serve in such office for the unexpired term thereof. If a new President is to be elected, the procedure is to be in harmony with Section 1E.3 (a) (1).

**Section 1F.5. Compensation:** The compensation of all officers of Carolina Conference shall be as determined from time to time by the Executive Committee according to the policies set forth by the North American Division. Said compensation shall be paid by Carolina Conference. The Executive Committee may provide for the payment of all expenses incurred by each officer in carrying out the duties of the office in which the individual is serving. No officer shall receive additional compensation from the Conference for serving the Conference in any other capacity unless such additional compensation is authorized by the North American Division.

**Section 1F.6. President:** The President, who shall be an ordained minister of experience, shall be the first officer and shall act as chairperson of the session and the Executive Committee, and shall serve in the general interests of Carolina Conference as the constituency and the Executive Committee shall determine. The President shall adhere to the policies of the Southern Union, the North American Division and the General Conference, work in harmony with the Southern Union Executive Committee, and in close counsel with the union officers.

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**Section 1F.7. Vice President for Administration/Executive Secretary:** The Vice President for Administration/Executive Secretary, associated with the President as an executive officer, shall serve under the direction of the Executive Committee and shall act as vice-chairperson of the Executive Committee. The Vice President for Administration/Executive Secretary shall report to the Executive Committee of the Conference after consultation with the President. It shall be the duty of the Vice President for Administration/Executive Secretary to keep accurate records of the acts and proceedings of all meetings of the Executive Committee and of the regular quinquennial Sessions and Special Sessions. The Vice President for Administration/Executive Secretary shall give all notices required by law and by these Bylaws. The Vice President for Administration/Executive Secretary shall furnish copies of all minutes to all members of the Executive Committee and to officers of the Southern Union and shall also be responsible for providing information as may be requested by the President or by the Executive Committee, and shall perform such other duties as usually pertain to the office.

**Section 1F.8. Vice President for Finance/Treasurer:** The Vice President for Finance/Treasurer associated with the President as an executive officer, shall serve under the direction of the Executive Committee. The Vice President for Finance/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 Executive Committee, remitting all required funds to the Southern Union, North American Division and the General Conference in harmony with the North American Division policy, and providing financial information to the President and to the Executive Committee. The Vice President for Finance/Treasurer shall also be responsible for furnishing copies of the financial statements to the Southern Union officers, and shall perform such other duties as may pertain to the office.

**Section 1F.9. Other Officers:** Other individuals may serve as officers of the local Conference, such as Vice-President, Associate Secretary, and Undertreasurer. The Associate Secretary and Undertreasurer shall, in the absence or disability of the Vice President for Administration/Executive Secretary or the Vice President for Finance/Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Vice President for Administration/Executive Secretary or the Vice President for Finance/Treasurer, respectively, or by the President.

**Section 1F.10. Action by Executive Committee in Lieu of Other Officers:** In the event some action of Carolina Conference Executive Committee needs to be taken when either or both the President and Vice President for Administration/Executive Secretary are unavailable or incapacitated, and said officers are necessary parties to said action, then the Executive Committee may take such action in any manner authorized under Section 1E, that is, under the direction of the Southern Union president or his designee.

### **SECTION 1G: COMMITTEES, AGENDAS, CORPORATIONS, TRUSTEES, DEPARTMENTS AND AGENTS OF THE EXECUTIVE COMMITTEE**

**Section 1G.1. Standing Committees:** The Executive Committee, by a majority vote of the Executive Committee members then in office, may appoint such standing committees as the Executive

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Committee deems necessary and appropriate to carry out such functions in connection with the management of the affairs of Carolina Conference. Provided, no committee shall be authorized to exercise any authority which a committee is prohibited to exercise under the Nonprofit Corporation Act of North Carolina, specifically N.C.G.S. Section 55A-23 as the same may be amended from time to time.

Section 1G.2. Standing Articles and Bylaws Committee: The Committee shall consist of seven members including an officer of the Southern Union and the Conference Vice President for Administration/Executive Secretary, and shall be chaired by the Conference Vice President for Administration/Executive Secretary or his/her designee. This Committee shall continue to function between the regularly scheduled Sessions. Its reports and detailed recommendations shall be reviewed by the Executive Committee and submitted to the next regular Session to be voted upon. The term of service shall continue to the end of the Session.

(a) Any actions regarding changes in the Articles and Bylaws originating from the floor of the Session must be taken to the Articles and Bylaws Committee for further study; the recommended actions will then be brought back to the floor for consideration.

Section 1G.3. Corporations and Conference: At its regular quinquennial Session, Carolina Conference may authorize the creation of corporations or unincorporated entities necessary for the execution of the business or the operation of its institutions with the acts of governing the same, and shall at such regular quinquennial Sessions elect or appoint the boards and management of such institutions and places as are, or may be, operated by Carolina Conference. Before Carolina Conference forms any such organization, it shall secure the approval of the Southern Union. Said corporations or unincorporated entities shall carry on the ministry of Carolina Conference and shall conduct its business with that purpose in mind. The meetings of these organizations shall be held in conjunction with the regularly scheduled Sessions of Carolina Conference or as provided by the Articles of Incorporation of the respective organization.

Section 1G.4. Special Committees: The President or the Executive Committee may, at any time, appoint ad hoc committees on any subject for which there are no Standing Committees.

Section 1G.5. Committee Action - Records: A majority of the members of any committee shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise. Each committee shall keep an accurate written record of all of its activities and shall furnish copies of same to the Executive Committee as soon as possible after the same have been reduced to writing.

Section 1G.6. Membership - Vacancies: Except as set out in Section 1D.3, 1D.4, 1E.4, 1E.5.b, and 1G.2, the membership of each committee shall be determined by the Executive Committee. Vacancies occurring on any committee shall be replaced only by the Executive Committee.

Section 1G.7. Departmental Directors: At each regular quinquennial Session, Carolina Conference shall elect such departmental directors and associates as are necessary to carry on the work of Carolina Conference. Directors of departments/services of Carolina Conference shall serve under the direction of the President and the Executive Committee of the Conference, and shall serve in an advisory relationship to the field. Conference departments/services shall be organized in harmony with the departments/services structure of the General Conference, but shall not

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necessarily duplicate the departments/services in the Southern Union, North American Division or General Conference.

Section 1G.8. Carolina Conference Board of Education: The Executive Committee shall govern Carolina Conference Board of Education, and shall elect its members. The Executive Committee shall make, amend or repeal Bylaws for the Board of Education. The Board of Education shall be vested with the authority to operate the Conference School System (pre-school and grades K through 12) in harmony with the educational policies of Carolina Conference, Southern Union, North American Division, and General Conference.

### **SECTION 2: DEALING WITH EXECUTIVE COMMITTEE MEMBERS AND OFFICERS**

Section 2.1. Loans and Guaranties: The Conference shall not, directly or indirectly, with the exception of secured mortgages as approved by the Executive Committee, make any loan of money or property to, or guarantee or otherwise secure the obligation of:

- (a) Any Executive Committee Member or Officer of the Conference; or
- (b) Any Corporation or other entity with respect to which any Officer or any Executive Committee Member owns, directly or indirectly, any equity interest unless the same shall be approved by the Executive Committee.

Section 2.2. Executive Committee Member's Adverse Interest: No corporate transaction in which an Executive Committee Member has an interest adverse to the Conference is either void or voidable if:

- (a) With knowledge on the part of the other Executive Committee Member of such adverse interest, the transaction is approved in good faith by a majority, but not less than six, of the disinterested Executive Committee Members present even though less than a quorum, irrespective of the participation of the adversely interested Executive Committee Member in the approval, or if
- (b) After full disclosure of all the material facts to Carolina Conference Executive Committee, the transaction is specifically approved by that Committee, or if
- (c) The adversely interested party proves that the transaction was just and reasonable to the Conference at the time when entered into or approved, such determination to be made by the Executive Committee as set forth in the preceding Section 2.2(a).

### **SECTION 3: FINANCE, CONTRACTS, LOANS, DEPOSITS, EXPENDITURES**

Section 3.1. Contracts: The Executive Committee may authorize any officer or agent to enter into any contract or execute and deliver any instrument on behalf of the Conference. Such authority may be general or confined to specific instances.

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**Section 3.2. Loans:** No loans or guaranties shall be contracted on behalf of the Conference and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee. Such authority may be general or confined to specific instances.

**Section 3.3. Bank Accounts:** The funds of the Conference shall be safeguarded in harmony with the financial policies of the Southern Union, North American Division and, the General Conference. Monies shall be deposited in the name of the Conference in regular or special accounts, in such banks or savings institutions as the Executive Committee shall designate, and shall be withdrawn only by persons authorized by resolution of the Executive Committee. All checks, drafts or other orders for the payment of money issued in the name of the Conference shall be signed by such officer or officers, agent or agents of the Conference, and in such manner as shall from time to time be determined by resolution of the Executive Committee.

**Section 3.4. Financial Statements:** The Vice President for Finance/Treasurer shall annually prepare appropriate statements of income and fund balances as set forth in the duties of the Vice President for Finance/Treasurer in Section 1F.8 and shall be responsible for the filing of any financial information directly with the Southern Union, North American Division and the General Conference and, to the extent required by law, with any branch of local, state or federal government except as would compromise our church-state principles.

**Section 3.5. Independent Audit:** The auditor of the General Conference assigned to the Southern Union shall be the auditor of the Conference. All accounting records of the Conference and all of its subsidiaries, agencies, institutions, etc., shall be audited at least annually by said auditor and the financial records of the Conference or any of its subsidiaries, agencies or institutions shall at all times be open to said auditors. The results of any such audit shall be presented to the quinquennial Session of Carolina Conference by the President and The Vice President for Finance/Treasurer of the Conference. The Executive Committee shall constitute a Financial Review Committee which each year shall examine and approve or disapprove all accounts of the Conference during the year as reflected upon the annual audits performed by the auditor.

**Section 3.6. Tithes and Offerings:** The funds of Carolina Conference shall consist of such tithes it shall receive from the churches and individuals in Carolina Conference, and such gifts, legacies, bequests, devises, direct tithes and other donations which may be made to it and such other funds as it is proper to use for the denominational work of Carolina Conference. All funds for general purpose to be used outside of Carolina Conference shall be remitted each month to the treasurer of the Southern Union and the tithe and normal debt funds shall be used in harmony with the financial policies of the North American Division and the General Conference; and in the case of donations, their use shall be in harmony with the specifications of donors as much as possible and in compliance with the Internal Revenue Service and other government regulations.

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

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Conference Executive Committee.

### SECTION 4: BUDGET AND SALARY REVIEW

Section 4.1. Budget: Carolina Conference shall prepare an annual budget in harmony with the policies of the Southern Union, North American Division and the General Conference for approval at the December meeting of the Executive Committee of the preceding year.

Section 4.2. Salary and Expense Review: The Executive Committee shall appoint an Employee Remuneration Committee to review annually the salary and expenses of all the employees and set salary rates for the subsequent year.

Section 4.3. Independent Audit: All accounting records of the Conference shall be audited at least annually by auditor(s) designated by the General Conference or any of its subsidiaries, agencies, or institutions, and shall at all times be open to said auditor(s).

### SECTION 5: BONDING, INDEMNIFICATION AND INSURANCE

Section 5.1. Indemnification: The Conference shall indemnify any person who is serving or has served as a member of the Executive Committee (and his or 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 or her in connection with the defense of any litigation, action, suit or proceeding, civil, criminal or administrative, to which he or she may have been a party by reason of being or having been a member of the Executive Committee or officer of the Conference, except he or she shall have no right to reimbursement for matters in which he or she has been adjudged liable to the Conference for gross negligence or willful misconduct in the performance of his 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 may be entitled. Reasonable expenses that are actually and necessarily incurred defending a civil or criminal action suit or proceeding as referred to above may be paid in advance of the final disposition of such action, suit or proceeding, but only to the extent authorized by the Executive Committee. However, this shall not apply to any claim covered by any insurance as described in Section 5.4 below.

Section 5.2. Gross Negligence or Willful Misconduct: Any indemnity under Section 5.1 above shall (unless authorized by a Court) be made by the Conference only as authorized in the specific case upon a determination that the Executive Committee Member, officer or agent was not acting in bad faith or was not guilty of gross negligence or willful misconduct in the performance of his or her duty and, in the case of a settlement, that such settlement was, or if still to be made is, consistent with such indemnity and the best interest of the Conference. Such determination shall be made (a) by a majority vote of a quorum of the Executive Committee, provided that no Executive Committee Member who was a party to such action, suit or proceeding may participate in such vote or be counted toward a quorum; or (b) if such quorum is not obtainable, by independent legal counsel in a written

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opinion. If the determination is to be made by the Executive Committee, it may rely, as to all questions of law, on the advice of independent counsel. The procedures listed above shall be in harmony with the working policies and procedures of the Southern Union, North American Division and General Conference.

Section 5.3. Non-Exclusive: The right of indemnification provided by this section shall not be exclusive of any other rights to which any Executive Committee Member or officer or agent may be entitled, including any right under policies of insurance that may be purchased and maintained by the Conference or others, even as to claims, issues or matters in relation to which the Conference would not have the power to indemnify such Executive Committee Member, officer or agent under the provisions of this section. All indemnification procedures shall be in harmony with the working policies and procedures of the Southern Union, North American Division and General Conference.

Section 5.4. Liability Insurance: The Conference may purchase liability insurance on behalf of any Executive Committee Member, officer, employee or agent against any liability of the Corporation incurred by reason of said person's capacity in the Corporation. This shall be interpreted to mean that the Conference may also purchase liability insurance against any expenses or liability incurred as a consequence of the indemnification provision of Section 5.1 above. Further, in the event this Conference operates a hospital, school, nursing home, retirement home or other facility owned by another entity, the Executive Committee may authorize the purchase of liability insurance for the officers and Executive Committee Members in connection with the operation(s) of such facility(ies). All liability insurance procedures of the Corporation shall be in harmony with the working policies and procedures of the Southern Union, North American Division and General Conference.

Section 5.5. Conflict of Duality of Interest: Disclosure – Each officer and member of the Executive Committee shall disclose to the Executive Committee any financial or other relationship that might reasonably be construed to be inconsistent with the discharge of such person's duties to the Conference, including without limitation his or her status as an officer, director, member, owner (either as sole proprietor or partner), shareholder, employee, or agent of any entity or organization with which the Conference has entered into, or might be expected to enter into, a relationship or transaction in which that person might have a conflicting interest. Such disclosures shall be made at least annually, at such times and in such form as the Executive Committee shall require.

An officer or member of the Executive Committee may be interested, directly or indirectly, in any contract, transaction, or any act relating to or incidental to the operations of the Conference, and may freely make contracts, enter into transactions, or act relating to or incidental to the operations of the Conference, and may freely make contracts, enter into transactions, or otherwise act for or on behalf of the Conference in such matters, provided that (a) the direct or indirect interest in the proposed contract, transaction, or act shall have been disclosed to and approved by the Executive Committee; (b) the officer or member of the Executive Committee shall refrain from participating in the selection, award, or administration of his or her own contract, if applicable; and (c) no contract, transaction, or act shall be entered into or taken on behalf of the Conference if such contract, transaction, or act would jeopardize the Conference's tax-exempt status under Section 501(c)(3) of the Code. An interested person may be counted in determining the presence of a quorum at a meeting at which the Executive Committee authorizes, approves, or ratifies a transaction in accordance with the requirements of this Article.

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### SECTION 6: REAL ESTATE

Section 6.1. Policy: The Executive Committee shall establish general policies governing the purchase, sale, rental or leasing, or renovation of real estate on behalf of the Conference. The Executive Committee shall consider plans to acquire or sell real estate or erect a building on any real estate owned by the Conference and such consideration shall be determined by the Executive Committee after considering the best interests of Carolina Conference as established by the policies of the Southern Union, North American Division and General Conference. Lease arrangements of twelve (12) months or less may be authorized by the Carolina Conference Property and Trust Committee.

Section 6.2. Trust Clause: All titles to property of the Conference shall be held by the Conference in trust for Carolina Conference or for the Executive Committee of the local churches of Carolina Conference. In each deed in which property shall be acquired by the Conference, a clause similar to the following shall be included:

"In trust, that said premises shall be used, kept and maintained for the benefit of Carolina Conference of Seventh-day Adventists and the (Church Name) Seventh-day Adventist Church, subject to the usage and governing principles of the policies of the Southern Union, North American Division and the General Conference. This provision is solely for the benefit of the grantee and the grantor reserves no right or interest in said premises."

Section 6.3. Registration of Deeds and Deeds of Trust: All deeds and deeds of trust governing real estate purchased, sold or owned by the Conference shall be registered or recorded in the local public registry immediately after their proper execution. Additionally, all leases of real estate with a term of greater than three (3) years shall be recorded in the local public registry promptly after the proper execution of said lease.

### SECTION 7: RESPONSIBILITY OF MEMBER CHURCHES

Section 7.1. Membership: The membership of this Conference shall consist of such churches as have been or shall be properly organized in any part of the geographic territory under its jurisdiction and formally approved for membership by vote of the delegates at any regularly scheduled constituency meeting.

Each church of Carolina Conference shall render faithful support to the Conference work by the prompt remittance of its tithe and offerings and such other funds as may be set apart for this purpose. Each church shall uphold the beliefs and procedures of the Seventh-day Adventist Church as outlined in the current church manual. Failure to comply may result in termination as outlined in Article 5, Section 3 of Carolina Conference Articles:

Section 7.2. Clerk's Written Reports: Each church, through its clerk, shall make a written report every month to Carolina Conference Vice President of Administration/Executive Secretary of

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its standing, its additions and losses of enrolled individuals, and such other information as may be required.

Section 7.3. Treasurer's Written Reports: Each church, through its Treasurer, shall at the close of each month make a written report and forward all tithe and other funds not designated for local church use to Carolina Conference Vice President for Finance/Treasurer.

Section 7.4. Work Requests: Any church or company affiliated with Carolina Conference or individual member desiring to plant a church should make request to the Executive Committee through the President of Carolina Conference or his designated representative.

### **SECTION 8: CONFERENCE CHURCH**

Section 8.1. Definition: The Conference Church shall be a member of Carolina Conference for purposes of voting, accrediting delegates and all other purposes set out in these Bylaws. It shall hold the memberships of those individuals as outlined in the Conference Articles, Article V. Sect. 2 (1).

Section 8.2. Church Officers: Carolina Conference President, Vice Presidents for Administration/Executive Secretary and Finance/Treasurer shall serve as the Pastor, Clerk and Treasurer, respectively, of the Conference Church.

Section 8.3. Conference Church Committee: The Executive Committee shall constitute the Church Committee for the Conference Church and shall have the authority to receive or transfer members, as well as to disfellowship members, in conformity with denominational policy.

### **SECTION 9: DISSOLUTION AND LIQUIDATION OF CONFERENCE**

Section 9.1. Procedure and Distribution of Assets: The procedure for dissolution, liquidation and distribution of assets shall be the same as set forth in Article IX of the Restated Articles of the Conference.

### **SECTION 10: DISSOLUTION AND LIQUIDATION OF LOCAL MEMBER CHURCHES**

Section 10.1. Distribution of Assets: In the event a local member church of Carolina Conference disbands, the remaining assets of said church, after satisfying and discharging all debts, liabilities, obligations and lawful claims, or making adequate provision thereof, shall be distributed to the Conference, provided said organization qualifies at the moment of distribution as a nonprofit charitable corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended or supplemented from time to time and statutes of similar import, and provided said contributions to said entity are deductible under Section 170(c)(2). If the Conference does not qualify under the foregoing provisions of the Internal Revenue Code, then the remaining assets of the disbanded member church shall be distributed in order of preference to the first organization named hereafter which qualifies at the time of distribution under the applicable provisions of the Internal Revenue Code, cited above: (a) Southern Union Conference; (b) North American Division; (c) General Conference; or (d) any other Seventh-day Adventist organization or other nonprofit charitable organization selected by the Executive Committee.

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### SECTION 10A: AMENDMENT OF BYLAWS AND PUBLICATION

Section 10A.1. Amendment, Revision, and Repeal: The Bylaws of the Conference, which are essential to the unity of the Church worldwide, may be adopted, altered, amended or repealed (provided such changes are in harmony with the spirit of the Model Local conference Bylaws) only at any duly called Session of Carolina Conference by an affirmative vote of a two-thirds majority of the delegates authorized to attend the session who are present; provided, however, that in the case of a Special Session, notice of the proposed alterations or amendments, including the nature of such amendments, shall have been contained in the notice of said Special Session.

Section 10A.2. Publication: Notice of any proposed changes to the Bylaws of this Conference shall be given specifically in conjunction with the publication of notice for the Session. Within a reasonable time after the amendment or amendments has or have been adopted, such shall be published in the official organ of Carolina Conference or otherwise communicated to the membership.

### SECTION 11: MISCELLANEOUS

Section 11.1. Principal - Registered Office: The principal and registered office of the Conference shall be located at 2701 East W. T. Harris Blvd., City of Charlotte, County of Mecklenburg, State of North Carolina, until changed by resolution duly adopted by the Executive Committee. Provided, said principal office and registered office shall always be located at the same location and within the State of North Carolina.

Section 11.2. Other Offices: The Conference may maintain such other offices at such other places within and without the State of North Carolina as the Executive Committee may from time to time determine or as the affairs of the Conference may require.

Section 11.3. Seal: The Seal of the Conference shall contain the name of the Conference, the word "Seal" and such other words and figures as desired by the Executive Committee. An impression of said Seal shall be made in the margin of this section of the Bylaws.

Section 11.4. Fiscal Year: The fiscal year of the Conference is currently the calendar year and shall be determined by the Southern Union and may be changed by the Southern Union from time to time.

Section 11.5. Gender: Use of the masculine gender in these Bylaws shall mean and include the feminine counterpart where applicable.

Section 11.6. Applicable Law: The Conference has been incorporated in the State of North Carolina and all of the provisions of these Bylaws shall be interpreted in accordance with the applicable laws of the State of North Carolina. Provided, the Conference has received a Certificate of Authority to transact business in the State of South Carolina, and should any of these Bylaws be contrary to the laws of the State of South Carolina after giving the same the full faith and credit protection under the United States Constitution, such Bylaws shall be deemed deleted with respect

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to the Conference's activities in the State of South Carolina.

Section 11.7. Facsimile Signatures: Facsimile, conformed, or electronic signatures of any officer of the Conference may be used whenever authorized by the Executive Committee or President. Any such electronic transmission sent by a member of the Executive Committee (director) in a manner evidencing an intention to consent to a given action shall be deemed to be signed if such transmission sets forth, or is delivered with, information by which the Conference can in good faith determine that the transmission is sent by such person or by an agent authorized to deliver such consent for such person.

Section 11.8. Interpretation: Headings and captions used herein are inserted for convenience only and shall not be used to construe the scope or content of any provision. In the case of any conflict between the provisions of the Working Policies of the General Conference and the North American Division or the Articles and these Bylaws, the Working Policies of the General Conference and the North American Division or the Articles, as applicable and in that order, shall control. In the case of any ambiguity or other question concerning interpretation of these Bylaws, the good faith interpretation of the Executive Committee (directors) then in office shall be binding on the Conference for all purposes.


### SECTION 12: EFFECTIVE DATE AND PRIOR BYLAWS REPEALED

Section 12.1. Effective Date: The effective date of these Bylaws shall be when the same has been voted at a duly called Session of Carolina Conference in harmony with Section 10A.1 above.

Section 12.2. Prior Bylaws Repealed: As of the effective date of these revised and restated Bylaws, all previous Bylaws of Carolina Conference shall be deemed automatically repealed and of no further force and effect. Accordingly, from the date these Bylaws are approved at a Session of Carolina Conference, said documents shall constitute the only documents relating to the Bylaws of Carolina Conference.

These revised and restated Bylaws were ratified and duly approved on August 18-21, 2022 at a duly convened Session of Carolina Conference of Seventh-day Adventists at which Session a quorum was present.

CAROLINA CONFERENCE OF SEVENTH-DAY ADVENTISTS

By:   
Gary D. Moyer  
Vice President for Administration/Executive Secretary