

Section 1: Bylaw changes based on the action of General Conference, 2010. The sections below indicated by a line in the left margin include, in **bold print, underlined**, new language incorporating the recommendations from this committee that were approved by Conference action in 2010. Language not in **bold and underlined** is **not** new. Language that has been eliminated is not indicated in this section. The changes recommended can be amended this year and, if adopted, will come to Conference for final approval in 2012. A few passages, labeled “transitional language,” will disappear from the Bylaws once the new structure is fully in effect. [Articles and sections have been renumbered as necessary to incorporate the proposed changes.] One of the significant changes is the division of what were referred to as “denominational agencies” into what are here called “Agencies of General Conference,” that is, bodies that are a part of the corporation known as the “Seventh Day Baptist General Conference USA and Canada, Ltd.” and those designated as “Allied Societies” which are separately incorporated.

Seventh Day Baptist General Conference Bylaws

- 1 **Article I. Name.** The name of this corporation shall be Seventh Day Baptist General Conference USA and Canada, Ltd.
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- 3 **Article II. Membership.** The membership of this corporation shall consist of all members in good standing of Seventh Day
4 Baptist churches which now comprise, or may hereafter be admitted to, the voluntary association known as the Seventh Day
5 Baptist General Conference.
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- 7 The corporation at its General Conference session or at some scheduled meeting may admit to membership any church applying
8 and submitting such credentials and articles of faith as shall show it to be in harmony with the distinctive faith and practice of
9 the Seventh Day Baptist denomination.
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- 11 After careful research and upon recommendation of the General Council, the corporation at its General Council session may, by
12 two-thirds majority vote of the delegates present, remove a church from its membership rolls.
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- 14 If, after the General Council has had time to carefully research issues and pursue reconciliation and it chooses not to
15 recommend a church for removal from membership, the Corporation may, by a 2/3 majority of a vote by churches at a General
16 Conference session, remove a church from its membership rolls.
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- 18 **Article III. Meetings.** A meeting, session, or conference, herein called “General Conference” shall be held annually or at such
19 times and places as the General Conference may from time to time determine. Delegates when assembled under the corporate
20 name and in the manner prescribed by its Certificate of Incorporation and Bylaws shall have and may exercise all the powers,
21 rights and privileges of a meeting of the corporation. Roberts Rules of Order (the most recent edition) shall guide parliamentary
22 procedure at meetings.
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- 24 **Article IV. Delegates to General Conference.** Delegates to meetings of the corporation shall be determined as follows: two
25 delegates for each member church, as a church, and one additional delegate for each ten members of the church or major
26 fraction of ten members. Churches not able to represent themselves by their own members may appoint, in writing, delegates
27 from other member churches to represent them. Seventy-five delegates representing at least ten churches shall constitute a
28 quorum.
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- 30 Only delegates to General Conference are authorized to vote. They shall cast their votes on all questions as individuals, except
31 when a vote by churches has been called. A vote by churches is an important vote in which each church casts the total number
32 of votes to which it is entitled. A vote by churches shall occur only when General Conference votes to call one. General Confer-
33 ence shall frame the question to be voted upon and shall then refer it to the churches. General Conference may instruct that the
34 churches vote by mail to the General Conference office, or that the vote be cast at the next Conference session. In either case,
35 the question as framed is not amendable. Local churches shall determine how their votes are cast and may vote as a block or
36 may split their votes.
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- 38 **Article V. Officers.** This corporation shall be directed by officers elected at regular sessions of General Conference and shall
39 serve until successors are duly elected. Vacancies in any office may be filled by General Council appointments until the next
40 session of General Conference.
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- 42 The General Conference may from time to time provide for such assistants, boards, committees and/or agencies as
43 may be deemed necessary, expedient, or convenient.

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45 All candidates for the respective offices shall be presented to General Conference by the Committee on Nominations, or may be
46 nominated from the floor upon prior consent to serve, and shall be elected by vote of the delegates present and voting. They
47 shall enter upon their respective duties at the close of the session of General Conference at which they are elected and shall
48 continue in office until their successors are duly elected, except for secretaries and treasurers who will take office at the
49 beginning of the next fiscal year.

51 The powers and duties of the offices shall be such as pertaining to like officers in similar organizations, together with
52 such specific powers and duties as the General Conference may determine.

54 The officers and their specific duties are as follows:

56 **Section 1. President of General Conference.** The president shall serve from one session of General Conference through the
57 next scheduled session. He shall, with the assistance of the General Council, plan and present the program for the annual
58 General Conference session during his term of office. He shall appoint such **Conference interest committees** as are listed in
59 **Article XI, Section 2.** Insofar as may be practical, **during the year of his presidency,** he shall visit the churches of the
60 denomination **encouraging their active participation in the General Conference sessions.** His reasonable and necessary ex-
61 penses in this effort shall be paid by General Conference. The president, president-elect or a vice-president shall preside over
62 and conduct the business sessions of General Conference.

64 **Section 2. President-Elect.** The president-elect shall assist the president as needed. The president-elect shall be elected with the
65 understanding that unless unforeseen circumstances arise to prevent such action, that person shall be elected president at the
66 next General Conference.

68 **Section 3. Vice-President.** Vice-presidents may be provided as shall be determined by General Conference.

70 **Section 4. Recording Secretary and Program Secretary**

71 (a) The recording secretary shall prepare, read publicly, and submit for approval minutes of each business session of General
72 Conference. He shall accurately prepare the minutes for publication. He shall cause them to be published, attested to and
73 furnished in sufficient copies to the following: General Conference office, Library of Congress, libraries of Alfred University and
74 Salem College, the Seventh Day Baptist Historical Society and such other agencies as appropriate. He shall also cause to be
75 published, as soon as practicable, a list of any corrections to these minutes. A stipend for the work incurred in attending the
76 regular sessions of the General Conference and in preparation of his work shall be paid by the corporation.

78 (b) The program secretary shall record the program events and note key persons involved. He shall accurately prepare this
79 record for publication to be distributed along with the business minutes of the same General Conference session. A stipend for
80 the work incurred in attending the regular sessions of the General Conference and in preparation of his work shall be paid by the
81 corporation.

83 **Section 5. Treasurer and Assistant**

84 (a) **The position of treasurer shall normally be filled by the Financial Officer [see Article VII, Section 2].** The treasurer
85 shall hold and distribute funds received by him for the denominational operation and program in accordance with the direction
86 of the General Council as approved by General Conference or in accordance with the direction of the donor. He shall be
87 bonded. He shall provide for an annual audit of his books and shall make an annual report to General Conference through the
88 General Council along with such supplemental reports as are requested by the General Council.

90 (b) The assistant treasurer shall assist the treasurer in carrying out the duties of this office, become acquainted with all duties of
91 the office and be prepared to carry out these duties in any eventuality. He shall be bonded and authorized to sign checks.

93 **Article VI. General Council of the General Conference**

95 **Section 1. Composition of the General Council.** There shall be a General Council of the General Conference herein called
96 the General Council **which shall be composed of five members elected by General Conference in session. The**
97 **Executive Director and the Financial Officer shall be ex-officio, non-voting members of General Council.**

99 **Section 2. Election of the General Council Members. Five members at large shall be elected for five-year terms or until**
100 **their successors are duly elected. One member shall be elected each year. No elected member may serve**
101 **consecutively for more than two five-year terms.** Vacancies which may occur because of death, resignation or otherwise,
102 shall be filled for the unexpired term either by the General Conference in regular session or by the General Council *ad interim*.
103 **Nominations for General Council should require of nominees Christian commitment, evidence of leadership ability,**
104 **vision, active involvement in the Seventh Day Baptist General Conference and membership in a local Seventh Day**
105 **Baptist church and take into consideration a diversity of geographical representation. No elected member of General**
106 **Council may concurrently serve in any other elected or executive position for General Conference or its Allied**

107 **Societies.** *[Transitional language: Upon adoption of this article, nominations for the new General Council shall, in the first*
108 *election, nominate candidates for one, two, three, four, and five-year terms. Members of the already existing General*
109 *Council shall be eligible for nomination.*

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111 **Section 3. Officers.** The General Council shall elect a chairman and vice-chairman from among its elected members.

112
113 **Section 4. Meetings.** The General Council shall hold at least six bi-monthly meetings each year. At least four of the
114 meetings shall take place with a quorum physically present. Three elected members shall constitute a quorum.
115 Additional meetings may be called upon proper notice, and necessary action between meetings may be taken by mail ballot or
116 electronic means. Any action taken by mail or other means is to be confirmed and entered into the minutes of the next
117 regular meeting. All reasonable and necessary expenses incurred by members shall be paid by the corporation.

118
119 **Section 5. Duties.** The General Council shall provide creative leadership and initiative for Seventh Day Baptists. It shall
120 implement the resolutions and budget adopted by General Conference in session. It shall report annually to General
121 Conference, including in its report an account of the implementation of previous General Conference action. The
122 General Council shall act with the authority of General Conference in all denominational matters between sessions of General
123 Conference.

124
125 The General Council shall employ the Executive Director, the Financial Officer, and all other General Conference
126 executives. It shall define their job descriptions, conditions of employment, compensation, and benefits. *[Transitional*
127 *language: As General Council implements these conditions it shall take care not to deprive any currently employed*
128 *executive of any already agreed condition of employment.* It shall regularly review the work of the executives and
129 shall annually evaluate that work. The General Council shall regularly consult with and receive the advice of the
130 executives and boards of General Conference agencies and allied societies regarding Seventh Day Baptist ministry.

131
132 The General Council shall hold, manage and control all real property in accord with the provisions of the Certificate of
133 Incorporation and bylaws of the corporation. All General Council decisions shall be guided by their understanding of previous
134 Conference action and shall be subject to the will of Conference and to the review of Conference. Each member shall have a
135 vote on every issue.

136
137 Matters of policy, plans for the raising of finances, promotion, change in level of operating expenditures, acquisition of property
138 for purpose of operation or expansion, changes in the fundamental basis of operation originating in General Conference
139 agencies and allied societies must be submitted to the General Council for consideration and approval prior to being
140 implemented.

141
142 The General Council shall act as a liaison between the General Conference and the various agencies, societies and
143 associations; develop a cooperative strategy for denominational programs; provide for a unified denominational budget;
144 provide, with the President of General Conference, for the program of the sessions of General Conference; make recommen-
145 dations upon any matter of business which may properly come before the General Conference; be responsible for the audit of
146 the books of the treasurer; review and make recommendations concerning materials presented by General Conference
147 agencies and allied societies; confirm executive personnel appointed by action of allied societies prior to their employment;
148 and perform such other duties as the General Conference may impose and make such report as the General Conference may
149 direct, including in its report an account of implementation of previous General Conference action.

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151 **Article VII. Conference Office Executives**

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153 **Section 1. Executive Director**

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155 (a) The Executive Director shall be appointed by the General Council with the approval of General Conference. He shall work
156 at the direction of the General Council in carrying out the responsibilities and duties outlined in Article VI, Section 5, of these
157 bylaws, and shall communicate for the General Conference and General Council as they may direct. He shall serve as an ex-
158 officio, non-voting member of the General Council.

159
160 (b) The Executive Director acting on behalf of, and reporting to, General Council, shall manage the day-to-day
161 operations of the Seventh Day Baptist Center, conducting regular staff meetings at which implementation of General
162 Conference and General Council actions will be reviewed and responsibilities coordinated.

163
164 (c) The term of office of the Executive Director shall be three years and reappointment for additional terms shall be confirmed
165 by General Conference at least one year in advance of expiration of the current term. The Executive Director should give at least
166 a one year notice to General Council prior to leaving the position. The Executive Director may be removed for cause
167 within his term of employment.

168
169 **Section 2. Financial Officer**

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171 (a) The **Financial Officer shall be employed by the General Council.** He shall be a consultant on financial matters to the
172 General Council **as an ex-officio, non-voting member.**
173

174 (b) **The Financial Officer shall be responsible for the financial operations of the General Conference, preparing**
175 **financial reports, preparing and implementing budgets, making corporate and tax filings, and coordinating with the**
176 **Executive Director to execute the financial decisions of General Conference, General Council, and the Memorial**
177 **Board.**
178

179 (c) The term of office shall be three years and reappointment for additional terms shall be confirmed at least one year in advance
180 of expiration of the current term. The Financial Officer should give at least **a** one year notice to General Council in advance of
181 leaving the position. **The Financial Officer may be removed for cause within his term of employment.**
182

183 **Section 3. Other executives. The General Council may employ additional executives. Such appointments shall be**
184 **presented at the earliest time possible, to General Conference for approval. Such executives shall work at the direction**
185 **of General Council to carry out the ministries of Seventh Day Baptists.**
186

187 **Article VIII. Agencies of General Conference**

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189 Section 1. In order to advance the purposes and the objectives as stated in Section 3 of the Certificate of Incorporation, agencies
190 which are a part of the General Conference have been established to promote the Gospel of Jesus Christ and the distinctives of
191 Seventh Day Baptists. **These agencies of General Conference act under its Articles of Incorporation and these Bylaws.**
192 **The elected members of these agencies advise General Conference, General Council, and the responsible executives**
193 **respecting their areas of ministry. Executives who carry out the responsibilities of these agencies are employed by**
194 **General Council with the advice and consent of the agency's board or council. These bodies are:**
195

196 (a) **The American Sabbath Tract and Communication Council.**
197 **An agency of the General Conference established for the selection, production, and distribution of materials. Its**
198 **council members-at-large shall be elected by General Conference.**
199

200 (b) The Council on Ministry.
201 An agency of the General Conference established to provide education for ministerial students and in-service training of active
202 ministers as well as recruitment of ministerial prospects, through the operation of the Center on Ministry. Its council members
203 shall be elected by the General Conference.
204

205 (c) The Women's Society.
206 A General Conference society to encourage the women of the denomination in the interests of Christian culture, to foster
207 individual responsibility and united action in matters of citizenship, to enlist and direct efforts of the women in projects of
208 Christian service, and to stimulate interest in the various enterprises of the denomination. The board of directors shall be elected
209 by the General Conference.
210

211 **Article IX. Allied Societies**

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213 **Section 1. Allied Societies are independently incorporated bodies related to General Conference in mission and**
214 **purpose. They are governed by their own articles of incorporation and bylaws and by the conditions set by General**
215 **Conference for their participation in the unified budget. They may contract with General Conference for the services**
216 **of General Conference executives or for other services. Those bodies in this category are:**
217

218 (a) The Seventh Day Baptist Missionary Society.
219 A society incorporated in the State of Rhode Island to direct Seventh Day Baptist missionary interests throughout the world.
220

221 (b) The Seventh Day Baptist Board of Christian Education.
222 A board incorporated in the State of New York to promote programs, curricula and organization for the teaching of the
223 Christian witness through Seventh Day Baptists.
224

225 (c) The Seventh Day Baptist Historical Society.
226 A society incorporated in Wisconsin to preserve and expound Seventh Day Baptist history and heritage.
227

228 (d) The Board of Trustees of the Seventh Day Baptist Memorial Fund.
229 A board incorporated in Wisconsin to keep in trust gifts and bequests received for investment; manage the bequests; and dis-
230 tribute the funds to designated and discretionary causes related to Seventh Day Baptists. **It shall manage any permanent**
231 **funds or endowments and all trusts accepted and administered by the corporation. Profits accruing thereto and**
232 **therefrom shall be collected and expended in accordance with the terms, provisions, and conditions imposed by or**
233 **embodied in any deed of trust, last will and testament, or donation of donor.** Its trustees are elected by General
234 Conference.

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Section 2. Rights, Duties and Responsibilities of Allied Societies

(a) General Conference recognition of these **societies** shall be understood to include participation in the unified denominational budget, reporting on use of funds received annually or as deemed appropriate, **reporting annually on the implementation of General Conference recommendations**, responding to Conference policies and sentiments within the limits of budget allowances, and sharing lists of their officers for Conference approval.

(b) These societies shall be recognized as having such other rights, duties, and responsibilities as may be provided for in their respective charters and bylaws under their own incorporation agreements. Societies directly dependent upon General Conference for election of trustees or directors shall have such rights, duties, and responsibilities as may be established by General Conference.

(c) In the event that independently incorporated societies decide to corporately merge with General Conference, the conditions under which that merger takes place shall be negotiated between the parties, but the resulting structure within General Conference shall resemble those of the agencies already so incorporated.

Article X. Coordinating Leadership Team. There shall be a coordinating leadership team composed of all executives **employed by General Conference, executives of allied societies, and the president of the Women's Society. The Executive Director of General Conference shall be its chairman.** Its duties shall be to coordinate the plans, programs, and activities of all denominational organizations **as directed by General Conference and General Council.**

Article XI. Standing, Special and Ad Hoc Committees. The General Conference shall have authority to establish such standing committees, special committees and ad hoc committees as it may deem necessary or appropriate to conduct General Conference business.

Section 1. Standing Committees. Standing committees to conduct interim work between conferences on matters of special concern are as follows:

- (a) Committee on Christian Social Action
- (b) Committee on Faith and Order
- (c) Committee on Support and Retirement
- (d) Committee on Obituaries

Section 2. Special Committees. Interest committees **are** special committees of the General Conference business sessions with areas of concern which have been delegated to them. **The President of General Conference shall appoint a chairman for each committee and five additional members to the Committee on Budget and Finance. With the exception of the Nominations Committee, anyone attending the annual General Conference session may also attend and participate in the discussions of each committee; however, only a member of a Seventh Day Baptist church may vote. The following interest committees shall be appointed for each annual Conference, but additional committees may be created by General Conference or General Council action.**

- (a) Committee on Budget and Finance
- (b) Committee on Christian Education
- (c) Committee on Christian Social Action
- (d) Committee on Communications
- (e) Committee on Ministerial Interests
- (f) Committee on Missions, International
- (g) Committee on Missions, National
- (h) Committee on Nominations
- (i) Committee on Reference and Counsel
- (j) Committee on Women's Interests
- (k) Committee on Youth Work

Section 3. Ad Hoc Committees. Ad hoc committees shall be created by General Conference from time to time as may be desirable.

Section 4. Nominations

A Nominations Committee shall be elected at each General Conference session to present a slate of nominees to the next session of the General Conference.

Each member of the Committee on Nominations shall be a member of a member church of the General Conference. **The Nominations Committee shall consist of one former President of General Conference, one former member of the**

298 General Council, one member of the immediately previous Nominations Committee, eight additional members, and
299 two alternates. Nominations for this committee shall ensure a wide geographical distribution of the membership. No
300 person may serve on the Nominations Committee more than two consecutive years. Vacancies which occur on the
301 committee between annual sessions of General Conference because of death or resignation shall be filled by General
302 Council appointment.
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304 **Article XII. Proposed Amendments to the Statement of Belief**

305 Proposed amendments to the Statement of Belief may be presented on the floor of General Conference by action of any
306 member church, by the Committee on Faith and Order, or by the General Council. All such proposed amendments shall be
307 referred to Faith and Order Committee who shall prepare a report and recommendation for presentation to the next General
308 Conference. If General Conference recommends adoption of amendment to the Statement of Belief, the proposed changes shall
309 be sent to the churches and a “vote by churches” (See Article VI) may be conducted the following year. The proposed changes
310 in the Statement of Belief shall not be adopted unless they are passed by a two-thirds majority of the votes cast by churches.
311

312 **Article XIII. Amendments to the Bylaws**

313 These bylaws may be repealed, altered or amended at any regular meeting of the General Conference by a two-thirds (2/3) vote
314 of delegates present, provided that notice in writing of such amendment shall have been given at the last previous General
315 Conference session.

