

1 **CONSTITUTION OF THE DAKOTA CONFERENCE**
2 **OF**
3 **SEVENTH-DAY ADVENTISTS®**
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5
6 **ARTICLE I**
7 **Name**
8

9 The name of this organization shall be known as The Dakota Conference of Seventh-day Adventists,
10 hereinafter referred to in this document as the Dakota Conference, or, the Conference. This conference
11 is part of the Mid-America Union Conference of Seventh-day Adventists, Lincoln, Nebraska, hereinafter
12 referred to as the Mid-America Union Conference, which, in turn, is a part of the North American
13 Division of the General Conference of Seventh-day Adventists, hereinafter referred to as the North
14 American Division. The General Conference of Seventh-day Adventists, Silver Spring, Maryland,
15 hereinafter referred to as the General Conference, is the world headquarters of the Seventh-day
16 Adventist Church.
17

18
19 **ARTICLE II**
20 **Purpose**
21

22 The purposes for which this conference is formed are:

23
24 Section 1. The specific and primary purpose is to teach the everlasting gospel of our Lord and
25 Savior, Jesus Christ, as symbolized by the three angels of Revelation 14, and to lovingly encourage
26 people to become His disciples and to share the unchanging love of Jesus in a changing world.
27

28 Section 2. The general purpose is to coordinate a Christian ministry including, but not limited to, a
29 pastoral, teaching, education, literature and a health care ministry.
30

31 **Mission Statement**

32 Sharing the unchanging love of Jesus in a changing world.
33
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35 **ARTICLE III**
36 **Territory**
37

38 The territory of this conference shall consist of the geographic areas of North Dakota and South Dakota.
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40

41 **ARTICLE IV**
42 **Bylaws**
43

44 The voters of this conference may enact bylaws, and/or repeal them, and such bylaws may embrace any
45 provision consistent with the Constitution of the Dakota Conference of Seventh-day Adventists.

**BYLAWS OF THE DAKOTA CONFERENCE
OF
SEVENTH-DAY ADVENTISTS®**

**ARTICLE I
Principle Office**

The principle office for the transaction of business of the Dakota Conference (and the conference corporations) is located in Bismarck, North Dakota. The location of the principle office may be changed by a majority vote at any constituency meeting, provided, however, in the event of an emergency; the location may be changed by the executive committee on a temporary basis.

**ARTICLE II
Purpose**

The Dakota Conference is a part of the Mid-America Union Conference, which in turn, is a part of the North American Division. This conference shall pursue the mission of the church as stated in the 28 fundamental beliefs.

**ARTICLE III
Membership**

Section 1: Members

The membership of this conference shall be composed of all the churches which are, or may be properly organized within the geographic areas of North Dakota and South Dakota and accepted by vote of the Executive Committee of the Dakota Conference of Seventh-day Adventists, hereinafter referred to as the Executive Committee, subject to ratification by the delegates of this conference, as set forth in Section 2 of this article, at its next session. Such churches shall remain indivisible members of the sisterhood of churches until disbanded by the delegates of the conference in a properly called constituency meeting of the conference.

Section 2: Representation at Constituency Sessions

The delegates at any constituency session of this conference shall be regular delegates and delegates at large. All delegates appointed to represent the members of this conference at any constituency session shall be members of the Seventh-day Adventist Church. Voice and vote privileges of this conference shall be the prerogative of:

A. Such delegates as shall be duly accredited by the organized churches of the conference. Each

church shall be entitled to one delegate for the organization, one additional delegate for each twenty (20) and one additional delegate if remainder is greater than ten (10). Delegates shall hold membership in the local church, which accredits them. If the church chooses to elect fewer delegates than its entitlement, only those who are elected and are present at the constituency meeting may vote.

B. All members of the Executive Committee.

C. All members of the Board of Trustees of the Dakota Conference Corporation of Seventh-day Adventists hereinafter referred to as the Board of Trustees.

D. All officers and departmental directors of the Mid-America Union Conference.

E All employees holding credentials or licenses issued by this conference.

F. Two (2) officers from the North American Division and two (2) officers from the General Conference.

G. All members of the Constitution & Bylaws Committee.

Section 3: Quorum

At least fifty-five percent (55%) of the delegates authorized herein above under Section 2-A of Article III of these bylaws must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates present shall constitute a quorum.

Section 4: Proxy Voting

All delegates must be present in person at any constituency meeting in order to be eligible to vote. There shall be no voting by proxy.

ARTICLE IV Constituency Meetings

Section 1: Regular Meeting

This conference shall hold a regular quinquennial constituency meeting at such time and place as the Executive Committee shall designate. Written notice of the time and place of the session of the delegates representing the members shall be given in the official publication of the Mid-America Union Conference at least six (6) weeks before the date of the session.

Section 2: Special Meeting

The Executive Committee by a two-third (2/3) majority vote may call a special constituency meeting at such time and place as it deems proper. Written notice of the time and place of special constituency meetings shall either be given in the same manner as for regularly scheduled constituency meetings or by written notice to each delegate mailed at least thirty (30) days prior to convening such special session. The transactions of such sessions shall have the same authority as those of the regularly scheduled constituency meetings. If it is proposed to amend the constitution or the bylaws of the conference at a specially called session of the constituency, notice of such proposed amendment(s) shall be given in the notice for such special session. In all other respects, except the election of officers, directors of departments and Executive Committee members, any specially called meeting of the constituency may be free to include on its agenda any item that could be included on the agenda of a regularly scheduled session.

Section 3: Election and Term of Office

All officers, directors of departments and members of the Executive Committee who are not ex officio members shall be elected by the delegates at the quinquennial session of the conference constituency and shall fill their offices until the next quinquennial session of the conference constituency, except that the Executive Committee shall fill vacancies created by resignations; removal for cause, or other contingency between quinquennial sessions.

Section 4: Delegate Kit

A constituency kit shall be mailed to all elected delegates that shall be postmarked at least twenty (20) days prior to the session.

The kit shall include the following:

- A. A written agenda prepared by administration in consultation with and approved by the Executive Committee.
- B. Synopsis of agenda issues including pro and con papers on major items as developed under direction of the conference administration.
- C. Financial reports.
- D. Nominating Committee Report

Section 5: Voting

Voting for election of officers shall be carried out by secret ballot. The voting on all other matters of business shall be by voice vote unless otherwise determined by a simple majority of the delegates present, unless otherwise specified.

ARTICLE V
Committees

Section 1: Appointment of Standing Committees

Standing Committees include the Executive Committee, the Constitution and Bylaws Committee and such other committees that the Executive Committee is empowered to choose between sessions.

No more than fifty percent (50%) of committee members, excluding ex officio members, may concurrently serve on the two major committees. "Major committees" is defined as: (1) Executive Committee and (2) K-12 Board of Education. Members of these committees may not serve more than two consecutive terms without one intervening term.

Section 2: Nominating Committee

The purpose of the Nominating Committee shall be to recommend persons to the session to be elected as President, Vice President of Administration, Vice President of Finance, members of the Executive Committee, members of the Corporation Board of Trustees, members of the Constitution and By-Laws Committee, and the directors of departments and any other committee members, as needed.

The Nominating Committee shall consist of two lay members and one conference employee from each territorial region. The president of the Mid-America Union Conference, or appointed designee, shall serve as the chair.

- A. The Constitution and Bylaws Committee shall be responsible for apportioning the churches of the conference into eight (8) territorial regions numerically balanced according to church membership.
- B. The Nominating Committee shall be elected by having the elected delegates from the churches within the territorial regions (see Article III Section 2 A.) for the actual constituency meeting, come together to their regional meetings. The conference president, or his designee, shall chair the regional meetings of the delegates.
- C. The regional meetings shall be completed so that the Nominating Committee is selected at least ninety (90) days prior to the date of the quinquennial session.
- D. The Nominating Committee shall commence its work at the call of its chair, no later than thirty (30) days prior to the day of the session.
- E. All information and materials, such as personnel and committees to be filled and the names of the individuals presently serving in these capacities, shall be supplied to the members of the Nominating Committee at least ten (10) days before the nominating committee meets.

F. When called by the president of Mid-America Union Conference, a quorum of the Nominating Committee shall be sixty percent (60%) of the number of elected members.

G. Following the publication of the nominating committee's report to the delegates of the upcoming session, the nominating committee shall meet prior to the next regular session to receive concerns relating to the nominating committee report.

Section 3: Constitution and Bylaws Committee

Each regularly scheduled constituency meeting of this conference shall elect a standing Constitution and Bylaws Committee. 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. The Mid America Union Vice President of Administration or his designee shall serve as an ex-officio member. The Conference Vice President of Administration shall serve as chair.

The Nominating Committee of the conference shall appoint one employee from within the conference from the credentialed employees of the conference and four lay persons from North Dakota and three lay persons from South Dakota. These names will be ratified to serve by the delegates at the regularly scheduled constituency meeting.

ARTICLE VI Executive Committee

Section 1: Delegated Authority

The Executive Committee is delegated the authority to act on behalf of the constituents between regular sessions, as hereinafter provided. The Executive Committee shall appoint such committees and shall employ such personnel and distribute its workers as may be necessary to execute its work effectively.

Section 2: Membership of Executive Committee

The Executive Committee shall be elected at the regularly scheduled constituency meeting and shall consist of the following members. The President, Vice President of Administration, and Vice President of Finance shall be members ex officio of the Executive Committee. The remaining membership shall be composed of four (4) denominational employees and ten (10) lay persons from various sections of the conference, subject to term limits of ARTICLE V, Section 1. It is further stipulated that any of the members, except ex-officio members, must have been residents of the Dakota Conference for at least one year. If the status of any elected member changes during the quinquennium, the Executive Committee shall appoint a new member keeping in mind the guidelines specified in Article VI, Section 2.

Section 3: Power of Appointment

The Executive Committee shall have full administrative power to:

- A. Appoint members of the K-12 Board of Education, and Conference Finance Committee and such other committees as deemed necessary.
- B. Fill for the current term any vacancies in its boards, committees, departments/services, or in offices, which have been filled by conference elections.
- C. Grant and withdraw credentials and licenses. The withdrawal of credentials or filling of vacancies on the Executive Committee shall require the consent of two-thirds (2/3) of the remaining members of the Executive Committee.
- D. Terminate any officer, director, or other elected individual, for cause, upon the consent of two-thirds (2/3) of the remaining members of the Executive Committee.

Section 4: Regular Meetings

The Executive Committee shall meet on a regular basis at such times and places as it may select. The Executive Committee shall meet at least once every two months per calendar year. Executive Committee members will receive a tentative agenda prior to such meetings. Meetings will be conducted by telephone conference call, if and when deemed necessary or desirable by the chair.

- A. Suggested agenda items may be added by any constituent by presenting the items to the chairman of the Executive Committee at least two weeks before the scheduled meeting.
- B. Constituents may attend meetings but may be asked to leave if confidential items necessitate an executive session.

Section 5: Special Meetings

Special meetings of the Executive Committee may be called at any time or place by the President or in the President's absence, by the Vice President of Administration. A special meeting shall also be called by the Vice President of Administration in response to the written request of a majority of the members of the Executive Committee. When notice is given, by mail or phone, a tentative agenda shall be provided to each committee member.

Section 6: Quorum

A majority of the members of the Executive Committee shall constitute a quorum.

Section 7: Required Attendance

If an Executive Committee member misses, without adequate explanation, three regularly scheduled

meetings in succession or four meetings within a year's time (including teleconference call meetings), the Executive Committee shall replace that member.

ARTICLE VII

Officers

Section 1: Officers' Titles

The officers of this conference shall be a President, a Vice President of Administration, and a Vice President of Finance. The Vice President of Administration and the Vice President of Finance may be one individual.

Section 2: President

The President is the chief executive officer and shall act as chair of constituency meetings, and the Executive Committee, and work in the general interest of the conference as the Executive Committee may advise. Under the president's leadership, adherence shall be made to the policies of the North American Division and the Mid-America Union Conference and work in close counsel with the North American Division Committee on Administration.

Section 3: Vice President of Administration

The Vice President of Administration shall act as vice-chair of the Executive Committee. It shall be the duty of the Vice President of Administration to keep the minutes of the conference constituency meetings and the Executive Committee meetings; to furnish copies of these minutes to all members of the Executive Committee and to the officers of the Mid-America Union Conference; to collect such data as may be desired by the President or by the Executive Committee; and to perform such other duties as usually pertain to the office or as directed by the Executive Committee.

Section 4: Vice President of Finance

It shall be the duty of the Vice President of Finance to receive all funds, to disburse them in harmony with the actions of the Executive Committee, and to tender such financial statements at regular intervals as may be desired by the President of the conference or by the Executive Committee. Copies of the conference financial statements shall be furnished to the officers of the Mid-America Union Conference. Bank accounts approved by the Executive Committee shall be operated by the Vice President of Finance and/or such other individuals as may be authorized by the Executive Committee.

ARTICLE VIII

Departmental Directors

Section 1: Advisory Role

The directors of departments/services of this conference shall work under the direction of the Executive Committee and the President and shall serve in an advisory relationship to the field.

Section 2: Departments/Services Structure

Conference departments/services shall be organized in harmony with the departments/services structure of the General Conference as much as possible.

ARTICLE IX Subsidiary Ministries

Section 1: Corporations and Agencies

The Dakota Conference may carry on its ministry through subsidiary agencies, organizations, and institutions that may, where necessary and appropriate, function either as unincorporated or incorporated entities.

Section 2: Constituency Meetings of Subsidiaries

The constituency meetings of the conference incorporated subsidiaries shall be held in conjunction with the regularly scheduled constituency meetings of the conference or as provided by the articles of incorporation of the respective subsidiary corporation. The election of the board of directors, trustees, or executive committee of these incorporated entities will be in harmony with the statutory laws applicable to each entity.

ARTICLE X Finance

Section 1: Tithes and Offerings

The funds of this conference shall consist of such tithes as it shall receive from the geographic areas of North Dakota and South Dakota, and such gifts, legacies, bequests, direct tithes and other donations as may be made to it.

Section 2: Policies

The tithe and all other funds shall be used in harmony with the financial policies of the North American Division, and in the case of donations, their use shall be in harmony with the specifications of the donors and in compliance with Internal Revenue Code.

Section 3: Bank Accounts

The funds of the conference shall be safeguarded in harmony with the financial policies of the North American Division. Monies shall be deposited in the name of the Dakota 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 a vote of the Executive Committee.

Section 4: Financial Statements

The Dakota Conference shall prepare annually appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the Mid America Union, the North American Division and/or the General Conference, and to the extent required by law, with any branch of local, state or federal government.

ARTICLE XI
Budget, Salary Review and Audit

Section 1: Budget

The Dakota Conference shall prepare an annual budget in harmony with the policies of the North American Division.

Section 2: Salary and Expense Review

The Executive Committee shall constitute an Employee Remuneration Committee to review annually the salary and expense of all the employees and set salary rates for the subsequent year.

Section 3: Independent Audit

All accounting records of the conference shall be audited at least annually by one of the auditors designated by the General Conference Auditing Service, and the financial records of the conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditors.

ARTICLE XII
Amendments

Section 1: Amendment, Revision and Repeal

The Articles of Incorporation or the Bylaws of the Dakota Conference may only be amended, revised and/or repealed at any duly called regular or special constituency meeting by a two-thirds (2/3) vote of the delegates present and voting at any such constituency meeting of the conference. In addition, at a special constituency meeting a proposal to amend, revise and/or repeal the Articles of Incorporation or the Bylaws of the Dakota Conference may only be considered and brought to a vote if notice of such proposal(s) has been given in the notice(s) for such special session.

ARTICLE XIII
K-12 Board of Education

Section 1: Name

The organization shall be known as the K-12 Board of Education for the Dakota Conference of Seventh-day Adventists, hereinafter referred to as the K-12 Board of Education.

Section 2: Purpose

The purpose of this organization shall be:

- A. To assume general responsibility for long-range planning of the K-12 conference educational system.
- B. To conform to the North American Division Working Policy and the Mid-America Union Education Code.
- C. To administer the educational program of the conference pursuant to the constitution, bylaws and working policies of the Board of Education.
- D. To assume, as delegated by the Executive Committee, the responsibility for the employment, assignment, transfer, retirement, termination or dismissal of personnel in the Dakota Conference schools in K-12.
- E. To develop a plan and formulate procedures designed to evaluate school personnel regularly and routinely.
- F. To arbitrate major appeals and grievances.
- G. To receive and consider applications from schools desiring to teach secondary subjects.
- H. To receive and consider applications from churches desiring to open a church school.
- I. To administer an annual budget for schools K-12, as voted by the Executive Committee.
- J. To apply salary rates for all educational personnel within the wage scale policy of the Mid-America Union Conference.
- K. To approve annual school calendars meeting State and Union Conference Board of Education requirements.

- 485
- 486 L. To evaluate facility needs in terms of pupil population projections and to develop an overall
- 487 long-range plan for erecting new facilities, renovating and/or remodeling existing schools.
- 488 M. To evaluate recommendations of the Dakota Conference superintendent of schools
- 489 regarding new schools and/or consolidation of existing schools.
- 490
- 491 N. To appoint subcommittees (standing or ad-hoc) as needed. Subcommittees may include, but
- 492 are not limited to, DAA Finance, DAA Personnel-Policies, DAA Building-Grounds, and
- 493 DAA Advancement. Dakota Conference Officers and Educational Superintendent shall be
- 494 members, ex-officio to all subcommittees, with full voting privileges.
- 495

496 **Section 3: Membership and Officers of the K-12 Board of Education**

497

- 498 A. The membership of the K-12 Board of Education shall consist of:
- 499

500 1. Voting Members by Virtue of Office Held:

501

502 Conference President - chair

503 Conference Superintendent of Schools

504 Dakota Adventist Academy Principal

505 Dakota Adventist Academy Vice Principal of Finance

506 Conference Vice President of Finance

507 Conference Vice President of Administration

508 Union Conference Director of Education (or designee)

509

510 2. Additional Voting Elected Members:

511

- 512 a. The members of the K-12 Board of Education shall be appointed by the Executive
- 513 Committee in regular session and should be chosen from a cross-section of the
- 514 geographic areas and memberships of North Dakota and South Dakota.
- 515

- 516 b. The following categories will make up the K-12 Board of Education:
- 517

518 Lay persons: ten (10*) (at least three of which should be persons with business expertise and three of

519 which may be elementary operating committee chairs)

520

521 Teachers/principals elementary – two (2)

522

523 Pastors – two (2), one shall be from North Dakota, one shall be from

524 South Dakota.

525

- 526 B. The DAA Development Director, DAA Alumni President are advisory positions.
- 527

- 528 C. The term of office shall be concurrent with the term of the Executive Committee members.

Section 4: Meetings

- A. K-12 Board of Education meetings shall be held at least four (4) times a year and shall be called by the chair of the Board of Education. Whenever possible the time of the next board meeting will be set each time the board meets. It is recommended that they meet every two months during the school year.
- B. Notification of the meetings shall include the following.
1. A notification shall be given at least two weeks prior to the meeting.
 2. An agenda.
- C. Suggested agenda items should be in the Office of Education two weeks before the meeting.
- D. A majority of the members of the K-12 Board of Education shall constitute a quorum.

Section 5: Executive Committee (K-12 Board of Education)

- A. The K-12 Board of Education will elect members of its Executive Committee.
- B. The Executive Committee of the K-12 Board of Education shall be composed of the following personnel:
- Conference President (or designee) - chair
 - Education Superintendent
 - Conference Vice President of Administration
 - Conference Vice President of Finance
 - Academy Principal
 - Academy Vice Principal of Finance
 - Other members as deemed necessary and elected by the K-12 Board of Education

Section 6: Rules of Procedures

North American Division rules of parliamentary procedures shall be followed in conducting the business meeting of this board.

ARTICLE XIV
Elementary Schools

Section 1: Operating

- 574 A. Each elementary school shall have its own operating committee selected by the
575 constituency of the school.
576 B. The conference superintendent of education, union director of education or appointed
577 designee and the conference president or appointed designee shall be voting members of the
578 elementary operating committee.
579
580

581 **ARTICLE XV**
582 **Dakota Adventist Academy Preamble**
583

584 Dedicated Seventh-day Adventist laypersons and workers established Dakota Adventist Academy in a
585 location that seemed to fit the requirements for a Christian education on the secondary level. Its purpose
586 is to offer the opportunity for the youth of North Dakota and South Dakota to receive an education that
587 will enhance the development of the physical, mental and spiritual powers on the secondary level. This
588 article is to provide an outline for the orderly operation of the school and as a guide for its officers.
589

590 **Section 1: Name**
591

592 The name of this academy shall be Dakota Adventist Academy.
593

594 **Section 2: Location**
595

596 Dakota Adventist Academy, located on property in Burleigh County North Dakota, is owned by the
597 Dakota Conference Corporation the legal entity for the Dakota Conference.
598

599 **Section 3: Purpose**
600

601 The purpose of Dakota Adventist Academy is:
602

- 603 A. To provide a Christian education, within the philosophical framework of Seventh-day
604 Adventists, without discrimination because of race, gender, color or national origin; to
605 encourage development of a Christ-like character within its students; to prepare young
606 people to assume responsible roles as church lay members, church leaders, and in other
607 important fields, in order to do their honest part in contributing toward the betterment of life
608 for their fellow men and the salvation of souls for the kingdom of God.
609
610 B. To adopt the North American Division Working Policy and the Mid-America Union
611 Educational Code.
612

613 **Section 4: Dakota Adventist Academy Operations**
614

- 615 A. Dakota Adventist Academy shall be directed by the K-12 Board of Education which
616 functions by authority of the Conference Executive Committee.
617

Section 5: Financial Support

A. The financial support of the school shall be derived from:

1. Tuition and fees charged by the K-12 Board of Education to each enrolled student.
2. Dakota Conference subsidies.
3. Endowment Fund earnings.
4. Donations, wills, legacies and miscellaneous income.

Section 6: Dissolution

A. The dissolution of this academy may be effected by a three-fourths (3/4) vote of the delegates present and voting at any regular or special session of the Dakota Conference constituency, provided that if it is proposed to dissolve the academy at a special session, notice of the proposal to dissolve shall be given in the call for special session.

B. After all claims against the academy have been satisfied, any remaining funds shall be transferred to the Dakota Conference Corporation for distribution to the Dakota Conference.

**ARTICLE XVI
Indemnification**

The conference shall indemnify any person who is serving or has served as a member of the Executive Committee, any other committees or boards, or officers of the conference and their executor, administrator and heirs, against all reasonable expenses, including, but not limited to, judgments, costs and legal fees, actually and necessarily incurred by them, in connection with the defense of any litigation action, suit or proceeding, civil, criminal, or administrative, to which they may have been a party by reason of being or having been a member of the Executive Committee, other committees or boards, or officer of the conference, except they shall have no right to reimbursement for matters in which they have been adjudged liable to the conference for negligence or misconduct in the performance of their duties. This right of indemnification shall be in addition to, and no exclusion of, all other rights to which such member of the Executive Committee, other committee or board, or officer may be entitled.

**ARTICLE XVII
Dissolution**

In the event of the dissolution of this conference, all assets remaining after all claims have been satisfied shall be transferred to the Mid-America Union Conference of Seventh-day Adventists or its successors.