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3 CONSTITUTION AND BYLAWS
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8 WISCONSIN CONFERENCE
9
10 OF
11
12 SEVENTH-DAY ADVENTISTS
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As Amended
October 5, 2014

1
2 CONSTITUTION OF WISCONSIN CONFERENCE
3 OF
4 SEVENTH-DAY ADVENTISTS

5
6 Revised October 5, 2014
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8
9 Article I – Name

10
11 The name of this organization shall be known as the Wisconsin Conference
12 of Seventh-day Adventists. The Wisconsin Conference is a part of the Lake Union
13 Conference of Seventh-day Adventists, which in turn is a part of the North American
14 Division of the General Conference of Seventh-day Adventists.
15

16 Article II – Purpose

17
18 Section 1

19
20 The specific and primary purpose is to teach the everlasting gospel of our
21 Lord and Savior Jesus Christ, as symbolized by the three angels of Revelation 14
22 and to lovingly persuade people to become His disciples and responsible, committed
23 members of the Church.
24

25 Section 2

26
27 The general purpose is to coordinate a Christian ministry including, but not
28 limited to, a pastoral, teaching, literature and health ministry.
29

30 Article III – Territory

31
32 The territory of the Wisconsin Conference shall consist of the State of
33 Wisconsin.
34

35 Article IV - Amendments

36
37 The Constitution may be adopted, amended and/or repealed at any duly
38 called constituency meeting by two-thirds (2/3) vote of the delegates present and
39 voting at any such constituency meeting at the time such action is taken (provided
40 that there shall be at least a quorum, as defined in the Bylaws of this Conference,
41 present at the time such action is taken). If a change in the Constitution will be
42 considered at any specially called constituency meeting, that fact shall be included in
43 the notice of such meeting, and the text of the proposed amendment(s) shall be
44 provided to the delegates at least thirty (30) days prior to such meetings.
45

46 Article V – Bylaws

47
48 The delegates to a regular or special constituency meeting of the Conference
49 may adopt, amend or repeal Bylaws, and such Bylaws may embrace any provision
50 not inconsistent with this Constitution.
51

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4 BYLAWS OF WISCONSIN CONFERENCE
5 OF SEVENTH-DAY ADVENTISTS
6

7 Revised October 5, 2014
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10 Article I – Principal Office
11

12 The principal office for the transaction of the business of the Wisconsin
13 Conference of Seventh-day Adventists is located at N2561 Old Hwy 16, Fall River
14 WI 53932. The Executive Committee may, in an emergency, change the location of
15 the principal office on a temporary basis.
16

17 Article II – Relationship
18

19 The Wisconsin Conference of Seventh-day Adventists is a part of the Lake
20 Union Conference of Seventh-day Adventists, which in turn is a part of the North
21 American Division of the General Conference of Seventh-day Adventists, a world
22 church organization; and all purposes, policies and procedures of this Conference
23 shall be in harmony with working policies and procedures of the North American
24 Division of the General Conference of Seventh-day Adventists. This Conference
25 shall pursue the mission of the church within the doctrinal guidelines adopted and
26 approved by the General Conference of Seventh-day Adventists in its quadrennial
27 session.
28

29 Article III – Membership
30

31 The membership of the Wisconsin Conference of Seventh-day Adventists
32 shall consist of such churches as have been or shall be properly organized, are in
33 full support of the SDA Church Manual and accepted by vote of a properly called
34 constituency meeting. Such churches shall remain indivisible members of this
35 Conference unless expelled at a properly called constituency meeting of this
36 Conference.
37

38 Article IV – Constituency Meetings
39

40 Section 1 Regular Meeting
41

42 The Wisconsin Conference of Seventh-day Adventists shall hold a regular
43 quadrennial constituency meeting at such time and place as the Executive
44 Committee of this Conference shall designate. Notice of the time and place of the
45 meeting of the delegates representing the members shall be given by a notice
46 printed in the official publication of the Lake Union Conference of Seventh-day
47 Adventists at least four (4) weeks before the date of the session, or in the event such
48 publication is discontinued, by any other method likely to give notice to all members
49 and approved by the Executive Committee, provided that such notice is given not
50 less than four (4) weeks before the date of the session.
51

Section 2 Special Meeting

A. The Executive Committee of this Conference shall call a special constituency meeting at such time and place as it deems proper, when: 1) it is deemed necessary by the Executive Committee; 2) it is voted by the delegates at any constituency meeting; 3) it is requested by the Lake Union Conference of Seventh-day Adventists Committee, the North American Division Conference Committee or the General Conference Committee; or 4) it is requested by the church boards (by majority vote of board members present at a duly called meeting of any such board at which at least a quorum is present) of at least twenty-five percent (25%) of the organized churches of this Conference.

B. The purpose or agenda of any special constituency meeting shall be included in the notice of the meeting.

C. Notice of the time and place of special constituency meeting shall be given in the same manner as for regular scheduled constituency meetings.

Section 3 Background Material

Such background materials as the officers of this conference deem pertinent shall be sent to each regular delegate, and to those delegates at large described in Section 4. A.1 and 2, and to the officers of the Lake Union Conference, at least thirty (30) days prior to any regular or special constituency meeting of this Conference, provided in the case of a special meeting only, that if under the circumstances such background materials can not reasonably be sent at least thirty (30) days prior to the meeting, such background materials shall be sent as many days prior to the meeting as reasonably possible under the circumstances. Such background materials shall at a minimum include:

A. The proposed agenda of matters to be taken up and/or acted upon at the meeting.

B. For a regular meeting, minutes of the previous regular meeting and of all special meetings held since the previous regular meeting. For a special meeting, those portions of the minutes of any previous regular or special meeting pertinent to the purpose for which the meeting is being called.

C. For a regular meeting, copies of the Constitution and Bylaws of this Conference as then in effect.

D. In the case of a regular meeting, the audited financial statement(s) of this Conference for the four (4) fiscal years immediately preceding the meeting and for the current fiscal year to the extent then reasonably available.

Section 4 Speaking and Voting Privileges

1 A. **Delegates.** Speaking and voting privileges at regular and special sessions
2 of this conference shall be the prerogative of the delegates, who shall be either
3 “regular” delegates or delegates “at large.”
4

5 1. **Regular Delegates.** All delegates duly accredited by any one of the
6 organized churches of this Conference shall be “regular” delegates. Each church
7 shall be entitled to one regular delegate for the organization and one additional
8 delegate for each twenty-five (25) members or major fraction thereof (determined by
9 the latest official membership figures available when the churches are notified of the
10 number of regular delegates to which they are entitled) who hold membership in the
11 local church which accredits them. These regular delegates, unless replaced by their
12 church, shall serve at all sessions until the delegation for the next accrediting regular
13 session is appointed pursuant to these Bylaws. The names of all regular delegates
14 and alternates selected shall be certified in writing by the secretary or clerk of the
15 accrediting church to the Conference Secretary. This certification shall identify the
16 delegate(s) selected to serve on the Organizing Committee pursuant to Section 2. A.
17 of Article V and shall also include the committee recommendations made under
18 Section 1 of Article V.
19

20 2. **Delegates at large.** The following persons shall be delegates “at large”:
21

22 a. All members of the Executive Committee of this Conference.
23

24 b. All members of the Executive Committee of the Lake Union
25 Conference of Seventh-day Adventists who may be present at the session.
26

27 c. All employees holding administrative ministries credentials/licenses,
28 ministerial credentials/licenses, commissioned minister credentials, teaching ministry
29 credentials or missionary credentials issued by this Conference.
30

31 d. Members of the General Conference Committee and the North
32 American Division Committee who may be present at any constituency meeting of
33 this conference. The number of such delegates representing the General
34 Conference Committee and the North American Division Committee shall not exceed
35 ten percent (10%) of the total number of delegates otherwise provided for.
36

37 B. **Non-delegates.** Members of the Standing Nominating Committee and the
38 Standing Constitution and Bylaws Committee, as well as the chairperson of the Lay
39 Advisory Council, shall have speaking privileges, but shall not be voting delegates
40 unless they are otherwise made delegates. Speaking privileges from the floor may
41 be accorded to other non-delegates by majority vote of the delegates present.
42

43 Section 5. Quorum 44

45 At least fifty-one percent (51%) of the regular delegates authorized herein
46 must be present at any regular or special constituency meeting to constitute a
47 quorum for the transaction of business. Once the meeting is declared open, the
48 quorum requirement must continue to be met with respect to any action taken at the
49 meeting, except that if less than a quorum remains, the majority of the delegates
50 remaining present may adjourn or postpone the meeting or take any other action
51 permitted under the rules of order applicable to the meeting.

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5 Section 6. Voting
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7 Each delegate appointed to act on behalf of the members of this Conference
8 shall be entitled to one vote per action. The election of officers, department directors
9 and committee members shall be by secret ballot, using either paper or an electronic
10 voting system, except that election of any one or more committee members shall be
11 by raised ballot vote or an electronic voting system if so determined by a majority
12 vote of the delegates present. Voting on all other matters of business shall be by
13 raised ballot vote or electronic voting system unless otherwise determined by a
14 majority vote of the delegates present.
15

16 Section 7. Proxy Voting

17 All delegates must be present in person at any constituency meeting in order
18 to be eligible to vote. There shall be no voting by proxy.
19
20

21 Section 8. Procedure

22 The then current edition of the General Conference Rules of Order shall be
23 the authority for rules of order and procedure at all regular and special constituency
24 meetings of this Conference. Any points of order not covered by the General
25 Conference Rules of Order shall be governed by the then current edition of Roberts
26 Rules of Order. The Conference president shall appoint one or more persons to
27 serve as parliamentarian or co-parliamentarian during any regular or special
28 constituency meeting.
29

30 Section 9. Election and Term of Office

31
32 All officers, directors of departments/services and members of the Executive
33 Committee who are not ex officio members shall be elected by the delegates at a
34 regular meeting of this Conference constituency, and shall hold their offices until the
35 next regular meeting of this Conference constituency, unless they resign or transfer
36 out of the Conference or are removed for cause by the Executive Committee or a
37 special constituency meeting. The election/appointment of departmental directors,
38 associate departmental directors, associate secretaries, or associate treasurers, if
39 not determined by the delegates at the Constituency meeting, shall be referred to the
40 Executive Committee.
41

42 Article V – Committees and Councils
43

44 Section 1. Lay Member Committee Nominations
45

46 Each church in this Conference entitled under Section 4. A. 1. of Article IV of
47 these Bylaws to accredit regular delegates to any constituency meeting may, at the
48 same time it chooses its delegation, appoint or elect a representative to the Lay
49 Advisory Council and recommend persons to serve as lay members on each of the
50 following committees: Standing Nominating Committee, Standing Constitution
51 Bylaws Committee and Executive Committee. Recommended members shall be

1 faithful tithe paying members in good and regular standing. The recommendations
2 shall be made as follows:

3
4 A. The Lay Advisory Council representative may not be a conference
5 employee.

6
7 B. No more than two (2) person(s) per church not employed by the
8 Conference shall be recommended for each of the committees mentioned above.
9 The same person may be recommended for more than one committee. In the event
10 that a church fails to submit its full quota of two (2) names for each committee as
11 mentioned above, then the Executive Committee may recommend names of lay
12 persons from any of the churches within that region to fill the shortfall.

13
14 C. Any person recommended, appointed or elected must be a member in
15 good and regular standing of the church submitting his or her name. Persons
16 recommended need not be constituency meeting delegates.

17
18 D. The church shall consider, among other factors deemed relevant, whether
19 the person to be recommended: 1) has experience or training in financial matters or
20 in other areas relevant to the function of the particular committee; 2) has experience
21 on other boards or committees within or outside the denomination; 3) is expected to
22 be able to meet any applicable attendance requirements or otherwise attend all or
23 substantially all meetings of the particular committee; and/or; 4) has the ability to
24 exercise good judgment and to think and speak independently. Churches are also
25 encouraged, as much as possible, to recommend qualified persons of both genders
26 and of different ethnic backgrounds.

27 28 29 Section 2. Organizing Committee

30
31 A. The Organizing Committee shall be constituted as follows: each church
32 represented at a regular constituency meeting shall choose from among its
33 delegation to the constituency meeting one person plus one additional person for
34 each four hundred (400) members of the church or major fraction thereof to serve as
35 members of the Organizing Committee. For this purpose, the membership of the
36 church shall be determined according to the same membership figures referred to in
37 Article IV, Section 4. A. 1.

38
39 B. The chairperson of the Organizing Committee shall be the president of the
40 Lake Union Conference of Seventh-day Adventists or his representative.

41
42 C. The Organizing Committee may meet prior to the constituency meeting.
43 The time and place of the meeting shall be given in the official notice of the meeting.
44

45 D. The purpose of the Organizing Committee shall be to recommend to the
46 delegates assembled at the regular constituency meeting both Conference
47 employees and lay persons (with lay persons to be taken from the list of
48 recommendations as provided for in Article V, Section 1. B. of this Article submitted
49 by the churches) to be elected by the delegates to serve on the Standing Nominating
50 Committee as provided for in Section 3 of this Article. For purposes of making
51 recommendations of lay persons, the Organizing Committee shall divide into five (5)

1 groups, each of which shall consist of those committee members who are members
2 of churches located within the same Region of this Conference. The five (5) Regions
3 of this Conference are identified for this purpose on Exhibit A to these Bylaws. Each
4 group shall nominate, for approval by the Organizing Committee as a whole, the lay
5 member to be appointed to the Standing Nominating Committee from the Region
6 represented by that group. If any Region is not represented at the meeting, the
7 Organizing Committee as a whole shall make the appointment with respect to that
8 Region.
9

10 Section 3. Standing Nominating Committee 11

12 A. The Standing Nominating Committee may have not more than five (5)
13 members who are Conference employees. The lay membership of the Standing
14 Nominating Committee shall be drawn from each of the five (5) Regions of this
15 Conference, as identified on Exhibit A to these Bylaws, as follows: for each Region,
16 one lay person shall be selected as a member of the Standing Nominating
17 Committee for each five hundred (500) persons or major fraction thereof who are
18 members of churches located within the Region, determined according to the same
19 membership figures referred to in Article IV, Section 4. A. 1. with respect to the
20 constituency meeting at which the Standing Nominating Committee is elected. The
21 selections for each Region shall be made from the list of recommended persons
22 submitted by the churches located within that Region as provided for in Section V,
23 Section 1. B. of this Article.
24

25 B. Incumbent officers and department directors/secretaries shall not be
26 members of the Standing Nominating Committee. To provide wider representation,
27 incumbent members of the Conference Executive Committee shall not serve as
28 members of the Standing Nominating Committee for the next quadrennial period.
29

30 C. The president of the Lake Union Conference of Seventh-day Adventists, or
31 his representative, shall serve as chairperson of the Standing Nominating
32 Committee.
33

34 D. The Standing Nominating Committee as constituted under Section 3. A.
35 and 3. B. above shall serve for the quadrennium following the regular constituency
36 meeting at which its members are elected and for the regular constituency meeting
37 occurring at the close of such quadrennium.
38

39 E. The Standing Nominating Committee shall recommend to the delegates
40 assembled at the regular constituency meeting for which the Committee serves
41 persons to be elected by the delegates at the session as officers, directors of
42 departments or services, members of the Standing Constitution and Bylaws
43 Committee, and members of the Executive Committee of this Conference for the
44 next quadrennium. Recommendations for Executive Committee membership shall
45 be consistent with Section 1 of Article VI. The Standing Nominating Committee shall
46 hold its initial meeting for this purpose not less than forty-five (45) days before the
47 constituency meeting. The Conference Secretary shall notify the church board of
48 each church in this Conference in writing of the names of each member of the
49 Standing Nominating Committee and of the time and place of this initial meeting of
50 the Committee in far as in advance of this initial meeting as reasonably possible
51 under the circumstances. The Standing Nominating Committee shall permit

1 interested persons who are members in good and regular standing of churches in
2 this Conference to appear before the Committee and comment on any matter within
3 the powers of the Committee. However, the Committee may, in its sole discretion,
4 limit the number of persons and/or the time permitted to each person appearing
5 before the Committee provided that at least one person from each Region of this
6 Conference (as identified on Exhibit A attached to these Bylaws) shall be given an
7 opportunity to so appear, if requested. Nothing herein shall prohibit any person from
8 contacting any member of the Committee individually.
9

10 F. The Standing Nominating Committee will join with the Executive
11 Committee for the purpose of electing the executive officers of this Conference if a
12 vacancy occurs during the quadrennium. However, if the office of the president
13 becomes vacant for any reason three (3) months or less before the next regular
14 constituency meeting, no new president shall be elected until the next regular
15 constituency meeting, and the Conference secretary shall serve as acting president
16 in the interim.
17

18 Section 4 Standing Constitution and Bylaws Committee 19

20 Each regularly scheduled constituency meeting of this Conference shall elect
21 a Standing Constitution and Bylaws Committee.
22

23 The members of this committee shall be the Conference Secretary, who shall
24 serve as the chairperson, the legal counsel for or other representative of the Lake
25 Union Conference, and three other members who are not Conference employees
26 selected from the list of recommendations submitted by the churches.
27

28 This committee shall function between the regularly scheduled constituency
29 meetings and shall submit its reports and detailed recommendations to the
30 Conference Executive Committee and to the next regular or any specially called
31 constituency meeting.
32

33 Section 5. Lay Advisory Council 34

35 The Lay Advisory Council shall be comprised of one representative from each
36 organized church in this Conference, and shall be appointed or elected by that
37 church. Each representative so appointed or elected shall serve for a four year term
38 to run from the first day of the month following a regularly called constituency
39 meeting until the last day of the month of the next regular constituency meeting,
40 unless replaced by the appointing church for any reason. The Conference President,
41 Secretary and Treasurer shall also serve on the Council. The Council shall elect its
42 own chairperson, who shall not be a voting member of the Executive Committee or a
43 Conference employee. The chairperson shall be a non-voting invitee to the
44 Executive Committee. The Council may adopt such other rules and practices
45 relating to its organization, procedures and similar matters as the Council may deem
46 appropriate.
47

48 The Council shall meet at least once in each calendar year at a time and
49 place set by the chairperson and communicated to all Council members. The initial
50 meeting of each new Council shall be at a time and place set by the Conference
51 President and Communicated to all Council members.

1
2 The Council shall receive reports from the President concerning the progress
3 of the Conference and shall receive financial reports from the Conference Treasurer.
4 The Council shall review the proposed Conference budget for the year and the
5 financial statements of the Conference for the previous year. The Council may
6 review such other matters as it deems appropriate. The Council may provide
7 recommendations to the Conference Executive Committee. Each council member
8 appointed by a local church shall report the results of each council session to his or
9 her home church board or business meeting.

10 11 Section 6. Membership Status

12
13 The members of all standing committees (with the exception of the Lake
14 Union Conference representative on the Standing Constitution and Bylaws
15 Committee) must continue to be members of the Wisconsin Conference of Seventh-
16 day Adventists constituency and in good and regular standing with the Seventh-day
17 Adventist Church during their terms of office.

18 19 Section 7. Quorum

20
21 Unless otherwise stated, a majority of the members of any committee shall
22 constitute a quorum.

23 24 Article VI – Executive Committee

25 26 Section 1. Membership of Executive Committee

27
28 The Executive Committee of the Wisconsin Conference of Seventh-day
29 Adventists shall be elected at its regularly scheduled constituency meeting and shall
30 consist of at least twenty (20) and not more than twenty-three (23) members. All
31 members of the Executive Committee must be members of the Wisconsin
32 Conference of SDA. The President, Secretary and Treasurer shall be members ex
33 officio of the Executive Committee. The remaining members of the Executive
34 Committee shall consist of: (a) no more than six (6) Conference employees selected
35 by the Standing Nominating Committee; and (b) persons that are not Conference
36 employees, the number of which for each Region (as identified on Exhibit A to these
37 Bylaws) of this Conference shall be as closely proportional as possible to the relative
38 members of total church members of the various Regions (determined according to
39 the same membership figures referred to in Article IV, Section 4. A. 1., with respect
40 to the constituency meeting at which the Executive Committee is elected).

41 42 Section 2. Delegated Authority

43
44 The Executive Committee of this Conference is delegated the authority to act
45 on behalf of the constituents between regular sessions, including the power to
46 remove for cause officers, directors of departments/services and committee
47 members. The Executive Committee of this Conference shall appoint such
48 committees and shall employ all other personnel and shall bring about such
49 distribution of its workers as may be necessary to perform its work effectively.
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3 Section 3. Power of Appointment
4

5 The Executive Committee of this Conference shall have full administrative
6 power to:

7 A. Fill for the current term any vacancies that may occur in any boards,
8 committees, including the Executive Committee, or departments of this Conference.
9 Any vacancies on the Standing Nominating Committee, Executive Committee or
10 Standing Constitution and Bylaws Committee to be filled by a lay person shall be
11 filled from the remaining names on the list of persons recommended for such
12 committee submitted by the churches. In the case of the Nominating Committee or
13 Executive Committee, consideration of lay persons to fill a vacancy shall be limited
14 to the list of persons recommended by the churches located in the Region as to
15 which the vacancy has arisen. Should this list be insufficient to fill the vacancy then
16 the officers shall request the churches within the Region to submit additional names
17 as provided for in Article V, Section 1. B. of this Article. The total number of names
18 would not exceed the maximum of two per church.
19

20 B. Grant and withdraw credentials and licenses. The withdrawal of credentials
21 shall require the consent of two-thirds (2/3) of the members of the Executive
22 committee.
23

24 C. Fill, with the addition of the Standing Nominating Committee, any
25 executive officer vacancies.
26

27 Section 4. Regular Meetings
28

29 The Executive Committee of this Conference shall schedule regular meetings
30 at such times and places as it may select.
31

32 Section 5. Special Meetings
33

34 Special meetings of the Executive Committee of this Conference may be
35 called at any time or place by the President or, in his absence, by the Secretary. A
36 special meeting shall also be called by the Secretary in response to the written
37 request of a majority of the members of the Executive Committee of this Conference.
38 Notice of the time, place or agenda of any special meeting shall be given to all
39 members as far in advance of the meeting as reasonably possible under the
40 circumstances. Written or e-mail notice of the time, place or agenda of the meeting
41 mailed at least four (4) days (not counting Saturdays, Sundays and holidays) before
42 the meeting shall be deemed adequate notice. Otherwise, actual notice shall be
43 required whether in writing or by telephone. Notwithstanding the foregoing, any
44 member entitled to notice of a special meeting may waive notice by signing a written
45 waiver thereof at any time before or after the meeting, and such waiver will be
46 considered as compliance with the notice requirement. Special meetings may be
47 conducted by conference call or other electronic device allowing each member to
48 hear all other parties to the meeting, and all actions so taken shall be as valid as
49 actions of a regular meeting as long as a quorum is participating.
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4 Section 6. Quorum
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6 A majority of the members of the Executive Committee shall constitute a
7 quorum. If the number of members shall for any reason fall below nineteen (19)
8 during the quadrennium, a majority of the remaining members (without regard to
9 Conference employment) may elect such additional members, or call a special
10 constituency meeting to elect such additional members, as may be necessary to
11 again constitute a valid Executive Committee.
12

13 Section 7. Attendance
14

15 Any members of the Executive Committee (other than an ex officio member)
16 who is absent from three (3) regular meetings within any calendar year, shall be
17 automatically terminated immediately upon incurring the third absence, unless the
18 Committee, in its sole discretion, accepts his or her reason(s) for the absences and
19 reinstates his or her membership.
20

21 Article VII – Officers
22

23 Section 1. Officers' Titles
24

25 The officers of this Conference shall be a president, a secretary and a
26 treasurer. The secretary and the treasurer may be one individual. It is the duty of
27 these officers, in consultation with one another, to carry forward the work according
28 to the plans, policies, and programs voted by the constituency and/or the conference
29 Executive Committee. These plans, policies, and programs shall be in harmony with
30 the doctrines and actions adopted and approved by the General Conference of
31 Seventh-day Adventists in its quinquennial sessions.
32

33 Section 2. President
34

35 The President, who shall be an ordained minister of experience, is the first
36 officer and shall report to the Executive Committee of the conference in consultation
37 with the Secretary and the Treasurer. The President shall act as chairman of
38 constituency meetings and the Executive Committee, and work in the general
39 interests of this Conference as the Executive Committee shall direct. In his
40 leadership he shall adhere to the policies of the Lake Union Conference and the
41 North American Division of the General Conference of Seventh-day Adventists and
42 work in close counsel with the Lake Union Conference Committee on Administration.
43 The President shall perform such other duties as usually pertain to the office.
44

45 Section 3. Secretary
46

47 The Secretary shall report to and work under the direction of the Executive
48 Committee in consultation with the President and shall act as vice-chairman of the
49 Executive Committee of this Conference. It shall be the duty of the secretary to keep
50 the minutes of this Conference's constituency meetings and of the Executive
51 Committee's meetings, to furnish copies of these minutes to all members of the

1 Executive Committee of this Conference and to the officers of the Lake Union
2 Conference of Seventh-day Adventists, to collect such data as may be desired by
3 the President or by Executive Committee of this Conference and to perform such
4 other duties as usually pertain to the office.

5 6 Section 4. Treasurer

7
8 The Treasurer shall report to and work under the direction of the Executive
9 Committee in consultation with the President. It shall be the duty of the Treasurer to
10 receive all funds, to disburse them in harmony with the actions of the Executive
11 Committee of this conference, to remit all required funds to the Lake Union and the
12 Division or General Conference in harmony with North American Division policy, and
13 to render all required financial statements and such additional financial statements
14 as may be desired by the President of this Conference or by the Executive
15 Committee of this Conference. Copies of the financial statements shall be furnished
16 to the officers of the Lake Union Conference of Seventh-day Adventists. Bank
17 accounts approved by the Executive Committee of this Conference shall be
18 managed by the Treasurer and/or such other individuals as may be authorized by
19 the Executive Committee of this Conference. The Treasurer shall perform such other
20 duties as usually pertain to the office.

21 22 Article VIII – Department Directors

23 24 Section 1. Advisory Role

25
26 The directors of departments/services of this Conference shall work under the
27 direction of the Executive Committee of this Conference and the President and shall
28 serve in an advisory relationship to the field.

29 30 31 Section 2. Departments/Services' Structure

32
33 Conference departments/services shall be organized in harmony with the
34 departmental/service structure of the General Conference of Seventh-day
35 Adventists, but shall not necessarily duplicate the departments/services in the Union,
36 Division or General Conference.

37 38 Article IX – Subsidiary Ministries

39 40 Section 1. Corporations and Agencies

41
42 The Wisconsin Conference of Seventh-day Adventists may carry on its
43 ministry through subsidiary agencies, organizations and institutions that may, where
44 necessary and appropriate, function either as unincorporated or incorporated
45 entities. Before this Conference forms any legal organization it shall secure the
46 approval of the Lake Union Conference of Seventh-day Adventists and the North
47 American Division of the General Conference of Seventh-day Adventists.

48 49 Section 2. Constituency Meetings of Subsidiaries

50

The Constituency Meetings of this Conference's legally organized subsidiaries shall be held in conjunction with the regularly scheduled constituency meetings of this Conference or as provided by the articles of incorporation. The election of the board of directors or Executive Committee of these legally organized entities shall be in harmony with the statutory laws applicable to each such entity.

Article X – Finance

Section 1. Statement of Intent

It is the desire of the constituents of this Conference that the Conference conduct its financial affairs in conformance with sound and prudent fiscal practices and also in conformance with the financial policies and guidelines of the North American Division of the General Conference of Seventh-day Adventists, maintaining adequate working capital and reserves, and remaining debt free, to the extent reasonably practicable.

Section 2. Tithes and Offerings

The funds of this Conference shall consist of tithe and such gifts, legacies, bequests, devises and other donations as may be made to it.

Section 3. Policies

The tithe 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.

Section 4. Bank Accounts

The funds of this Conference shall be safeguarded in harmony with the financial policies of the North American Division of the General Conference of Seventh-day Adventists. All monies shall be deposited in the name of the Wisconsin Conference of Seventh-day Adventists in regular or special accounts, in such banks, or savings institutions, as the Executive Committee of this Conference shall designate, and shall be withdrawn only by persons authorized by resolution of the Executive Committee.

Section 5. Financial Statements

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

1 Section 6.

2
3 Significant anticipated expenditures shall be reported as soon as practical to
4 the Executive Committee and/or to delegates at a regular or special constituency
5 meeting.

6
7 Section 7.

8
9 The Conference shall, at least once each quarter, send to each church
10 member of the Conference a written communication (which may be included as part
11 of any other communication or publication sent to church members) describing in
12 simple, easily understood language the current financial position of the Conference
13 in relation to its budget and the current repayment status of any substantial, long-
14 term debt.

15
16 Article XI – Budget, Salary Review and Audit

17
18 Section 1. Budget

19
20 The Wisconsin Conference of Seventh-day Adventists each fiscal year shall
21 prepare a balanced annual budget for such fiscal year in harmony with the financial
22 policies and budgeting guidelines of the North American Division of the General
23 Conference of Seventh-day Adventists. A budget conforming to the foregoing shall
24 be approved by the Executive Committee by no later than the end of April of each
25 fiscal year. The following special requirements shall apply with respect to approval of
26 the annual budget and to certain budget revisions and unbudgeted expenditures.

27
28 A. Approval of the Conference budget (or any major revision to the budget)
29 and approval of any major expenditure, appropriation or other financial undertaking
30 that is not included in the duly adopted Conference budget or that would result in
31 exceeding the budget, and that cannot reasonably be expected to be reimbursed
32 through insurance or otherwise, shall require the affirmative vote of at least seventy-
33 five percent (75%) of the members of the Executive Committee. A budget revision or
34 an expenditure, appropriation or financial undertaking otherwise described above is
35 “major” if the amount thereof (either alone or taken together with other such budget
36 revisions, expenditures, appropriations or financial undertakings which are related)
37 shall be equal to or greater than seven percent (7%) of the most recently approved
38 yearly budget (based on net tithe).

39
40 B. If the proposed revision or expenditures exceeds seven percent (7%) of
41 the most recently approved yearly budget, then the proposed revision or expenditure
42 must be approved by a regular or special constituency meeting. This procedure may
43 be used in lieu of the forgoing procedures for proposed revisions or expenditures of
44 seven percent (7%) of the yearly budget or less.

45
46 C. The requirements of subsections A. or B. shall not apply to the co-
47 signature by the Conference of a loan obligation of a Conference church to the Lake
48 Union Revolving Fund, if the loan is incurred for the purpose of constructing a new
49 church or school building and applicable Conference and Lake Union Revolving
50 Fund guidelines are satisfied. Nor shall the requirements of subsections A. and B.

1 above apply to the co-signatures by the Conference Corporation for bank loans to
2 parents of Wisconsin Academy students.
3

4 5 Section 2. Salary and Expense Review 6

7 The Executive Committee shall constitute an Employee Remuneration
8 Committee to review annually the salary and expense of all the employees and set
9 salary rates for the subsequent year.
10

11 Section 3. Audit 12

13 All accounting records of this Conference shall be audited at least annually by
14 an auditor designated by the North American Division and the financial records of
15 this Conference or any of its subsidiaries, agencies, or institutions shall at all times
16 be open to said auditor.
17

18 Article XII – Amendments 19

20 The Bylaws of this Conference may be adopted, amended and/or repealed at
21 any duly called constituency meeting by two-thirds (2/3) vote of the delegates
22 present and voting at any such constituency meeting at the time such action is taken
23 (provided that there shall be at least a quorum, as defined in these Bylaws, present
24 at the time such action is taken). If a change in the Bylaws will be considered at any
25 specially called constituency meeting, that fact shall be included in the notice of such
26 meeting, and the text of the proposed amendment(s) shall be provided to the
27 delegates at least thirty (30) days prior to such meeting.
28

29 Article XIII – Indemnification 30

31 Officers, employees, committee or Lay Advisory Council members and
32 agents of this Conference shall be indemnified by this Conference in accordance
33 with the provisions of Sections 181.041 through 181.297 of the Wisconsin Statutes.
34 Church members shall not be personally subject to any liabilities of or any claims
35 against this Conference.
36

37 Article XIV - Education 38

39 Section 1. Wisconsin Conference Education Department 40

41 As part of the North American Division of Seventh-day Adventists, the
42 Wisconsin Conference oversees the operation of several educational entities within
43 the Wisconsin Conference territory. These entities fall within one of the following
44 categories:
45

- 46 1. Senior Boarding Academy, Grades 9-12
- 47 2. Junior Academies, Grades K-10
- 48 3. Elementary Schools, Grades K-8
- 49
- 50
- 51

1 4. Preschools/Day Care Centers
2

3 In the operation of these entities, the Wisconsin Conference of Seventh-day
4 Adventists adheres to the principles of educating our young people within the
5 framework of Adventist Christian Education. Throughout our entire education
6 system, we have adopted the following objectives:
7

8 A. To provide a Christian education, within the philosophical framework of
9 Seventh-day Adventist beliefs, without discrimination because of race, gender,
10 ethnicity, or national origin; to encourage development of a Christ-like character
11 within its students; to prepare young people to assume responsible roles as church
12 lay members, church leaders, and in other important fields in order to do their honest
13 part in contributing toward the betterment of life for their fellow man and the salvation
14 of souls for the Kingdom of God.
15

16 B. To conform to the North American Division Working Policy
17

18 C. To conform to (whichever indicates a higher standard) the Lake Union
19 Conference Educational code and/or the Wisconsin Conference Education code as
20 voted by the Wisconsin Conference Board of Education.
21

22 Section 2. Wisconsin Conference Board of Education
23

24 In order to facilitate the management of the educational system, the
25 Wisconsin Conference follows the model of governance created and outlined by the
26 Seventh-day Adventist Church in the North American Division Working Policy. That
27 model utilizes a Board of Education to oversee the operation of each educational
28 entity within the Conference territory.
29

30 A. Qualifications of elected members:
31

32 1. Members of the Wisconsin Conference Board of Education, as elected by
33 the Wisconsin Conference Executive Committee, shall be members of the Seventh-
34 day Adventist Church and the Wisconsin Conference, in regular standing. Every
35 attempt should be made to ensure representation from both genders.
36

37 2. Selection to serve shall be based on loyalty to the church, a commitment
38 to Christian education, a willingness to follow denominational policy and the
39 principles of Christian education. Candidates must be willing to commit themselves
40 to the time and attendance requirements necessary to carry out their responsibility.
41

42 B. The membership of the Wisconsin Conference Board of Education
43 shall consist of:
44

45 1. The Officers of the Wisconsin Conference
46

47 2. The Superintendent of Education of the Wisconsin Conference
48

49 3. The Director and Associate Director of Education of the Lake Union
50 Conference or their designee
51

4. The Wisconsin Conference Youth Department Director
5. The Wisconsin Academy Principal
6. The Wisconsin Academy Business Manager
7. One (1) Wisconsin Academy Teacher and two (2) elementary school teachers
8. Two (2) pastors of the Wisconsin Conference as elected by the Executive Committee
9. One (1) member to be elected by the Wisconsin Academy Alumni Association
10. Eight (8) lay persons elected by the Executive Committee to serve for a period of four (4) years to coincide with the quadrennium of the Wisconsin Conference
11. The Wisconsin Conference Hispanic Coordinator.
12. At the committee chair's discretion, others may be invited to meet with the committee(s) as advisors in a non-voting capacity when considering special topics.

C. The officers of the Wisconsin Conference Board of Education shall be:

1. Board Chair – Conference President or designee
2. Secretary – Superintendent of Education of the Wisconsin Conference

D. The duties of the officers of Wisconsin Conference Board of Education shall be:

1. Board Chair:
 - (a) To call all meetings of the Wisconsin Conference Board of Education
 - (b) To be chair of the Wisconsin Conference Board of Education meetings.
 - (c) To be an ex officio member of all sub-committees.
 - (d) To perform all duties which would naturally fall to the responsibility of the Wisconsin Conference Board of Education chair.
2. Secretary:
 - (a) To record and maintain minutes of all business transacted

1 by the Wisconsin Conference Board of Education

2
3 (b) To carry on the necessary correspondence of the
4 Wisconsin Conference Board of Education.

5
6 (c) To send out notices of upcoming Wisconsin Conference
7 Board of Education meetings to each member.

8
9 (d) To be an ex officio member of all sub-committees.

10
11 E. The duties of the Wisconsin Conference Board of Education as they relate
12 to the educational system in general shall be:

13
14 1. To schedule regular committee meetings. It is recommended that
15 the Wisconsin Conference Board of Education should meet a minimum of once
16 every two months during the school year.

17
18 2. To determine the operating policies of the schools and set the
19 salary of each employee in harmony with the General Conference, NAD, Lake Union
20 Conference and/or Wisconsin Conference Education policies.

21
22 3. To annually approve the operating and capital budgets necessary
23 for the operation of the schools.

24
25 4. To appoint the sub-committees and delegates responsibilities to
26 those sub-committee(s) of the Wisconsin Conference Board of Education.

27
28 5. Additional duties include, but are not limited to the following:

29
30 a. To vote the approval of the hiring of all employees utilized
31 throughout the conference education system. This jurisdiction is granted by the
32 authority of the Wisconsin Conference Executive Committee.

33
34 b. To oversee the adoption of a master plan of operation for the
35 Academy and each of the schools.

36
37 c. To vote the approval of all school evaluations resulting from the
38 formal school accreditation process.

39
40 d. To vote the approval of the yearly school calendar in harmony with
41 Lake Union and/or Wisconsin Conference Education policy.

42
43 e. To periodically review the projected enrollment figures for each of
44 the schools.

45
46 f. To approve the annual Secondary Credit Review and perform the
47 annual salary audit as required by NAD and/or Lake Union Conference Education
48 code.

49
50 6. To attend to all items which naturally fall under the responsibilities
51 and jurisdiction of the Wisconsin Conference Board of Education.

1
2 7. The duties of the Wisconsin Conference Board of Education as
3 they relate to Wisconsin Academy shall be:
4

5 a. To seek ways to provide funding for equipment and school supplies
6 which are necessary for an efficient and well organized educational institution.

7 b. To annually approve the operating and capital budgets necessary
8 for the operation of the school. This includes the setting of tuition rates, fees and
9 other charges.

10 c. To review the accreditation conditions of Wisconsin Academy on an
11 annual basis.
12

13 8. The duties of the Wisconsin Conference Board of
14 Education as they relate to K-10 schools throughout the conference shall be:
15

16 a. To provide guidance and oversight to ensure that the school
17 operates efficiently and in a cost effective manner.
18

19 b. To annually approve the operating and capital budgets necessary
20 for the operation of the school(s).
21

22 F. Boarding Academy sub-committees shall be determined according to the
23 following:
24

25 1. The members of the sub-committees shall be elected by the Wisconsin
26 Conference Board of Education as provided in Section 2. A. of this Article. Every
27 attempt should be made to ensure representation from both genders. The chair for
28 each sub-committee has been specified.
29

30 2. The Conference Officers and Academy Principal shall be members ex
31 officio to all sub-committees with full voting privileges.
32

33 3. The Finance sub-committee shall consist of the Conference Treasurer, the
34 Wisconsin Academy Principal, the Wisconsin Academy Business Manager, the
35 Wisconsin Academy Development Director, the Wisconsin Academy Maintenance
36 Director and four (4) lay persons. The Conference Treasurer shall serve as chair.
37 The Academy Business Manager shall serve as secretary.
38

39 4. The Buildings/Grounds/Vehicle sub-committee shall consist of the
40 Wisconsin Academy Maintenance Director and four (4) lay persons, one (1) of whom
41 shall be the representative of the Wisconsin Academy Alumni Association. A lay
42 person shall serve as chair.
43

44 5. The Academy Development/Marketing sub-committee shall consist of the
45 Conference Educational Superintendent, the Academy Principal, the Academy
46 Development Director, four (4) lay persons, one (1) of whom shall be the
47 representative of the Wisconsin Academy Alumni Association. A lay person shall
48 serve as chair.
49

50 6. The Academy Personnel/Policies sub-committee shall consist of the
51 Superintendent of Education of the Wisconsin Conference, the Wisconsin Academy

Principal, the Wisconsin Conference Secretary, the Wisconsin Conference Treasurer, the Wisconsin Academy Business Manager, and two (2) lay persons. The major responsibility of this committee would be to make the faculty and staff recommendations to the Board of Education in the event vacancies occur. The Wisconsin Conference Superintendent of Education shall serve as chair. The Wisconsin Academy Principal shall serve as secretary.

7. The Boarding Academy Education Committee, whose function is to cope with emergencies, shall consist of the Academy Principal, the Academy Business Manager, the Conference Superintendent of Education and the Conference Officers.

8. At the sub-committee chair's discretion, others may be invited to meet with a sub-committee as advisors in a non-voting capacity when considering special topics.

I. Quorum - A majority of the members of the Wisconsin Conference Board of Education shall constitute a quorum.

J. Replacement of Wisconsin Conference Board of Education members.

1. Whenever a vacancy on the Wisconsin Conference Board of Education occurs, it shall be the duty of the Wisconsin Conference Executive Committee to elect a new member who shall serve the rest of the unexpired term.

2. If a Wisconsin Conference Board of Education member misses, without adequate explanation, three (3) regularly scheduled meetings within a year's time (including regularly scheduled telephone conference call meetings) the Executive Committee shall replace that member unless the committee at its sole discretion, accepts his or her reason(s) for the absences and reinstates his or her membership.

Section 3. Senior Boarding Academy

A senior boarding academy has been established in the Wisconsin Conference in a location that is deemed to fit the requirements for a Christian education on the secondary level. Its purpose is to offer the opportunity for the youth of Wisconsin to receive an education that will enhance the development of the physical, mental and spiritual aspects of their lives on the secondary level. This section provides for the orderly operation of the senior academy and shall serve as a guide for its officers.

A. The name of this academy shall be Wisconsin Academy.

B. Wisconsin Academy, located on property in Columbia County, Wisconsin, is owned by the Wisconsin Corporation of Seventh-day Adventists, the legal entity for the Wisconsin Conference.

C. Wisconsin Academy shall be directed by the Wisconsin Conference Board of Education which functions by authority of the Wisconsin Conference Executive Committee.

1 D. The purpose of Wisconsin Academy is expressed in their mission
2 statement and shall be published in the Wisconsin Academy bulletin and/or
3 handbook.
4

5 E. The principal objectives of Wisconsin Academy are:
6

7 1. To offer spiritual training through Bible courses, religious activities, and by
8 the inclusion of Biblical principles in all areas of the curriculum and activities of the
9 school.
10

11 2. To develop within each student a sound Christian character and the ability
12 to practice self-discipline.
13

14 3. To offer a comprehensive curriculum of quality education that is recognized
15 by appropriate accrediting organizations.
16

17 4. To provide a college entrance program as well as training in vocational and
18 practical arts.
19

20 5. To develop physical fitness and social awareness.
21

22 6. To develop a sense of civic responsibility.
23

24 7. To develop good habits of industry through a work study program.
25

26 F. The financial support of the school shall be derived from, but is not limited
27 to:
28

29 1. Tuition and fees charged by the Wisconsin Conference Board of Education
30 to each enrolled student.
31

32 2. Wisconsin Conference subsidies.
33

34 3. Scholarship funds from constituent churches.
35

36 4. Donations, wills, legacies.
37

38 5. Miscellaneous income.
39

40 G. Dissolution
41

42 1. The dissolution of Wisconsin Academy may be affected by a two-thirds
43 (2/3) majority vote of the delegates present and voting at any regular or special
44 session of the Wisconsin Conference constituency, provided that if it is proposed to
45 dissolve the academy at a special session, notice of the proposal to dissolve shall be
46 given in the call for the special session.
47

48 2. After all claims (debts) against the Academy have been satisfied; any
49 remaining assets shall be transferred to the Wisconsin Corporation of Seventh-day
50 Adventists or its successor.
51

1 Section 4. Junior Academies
2

3 A. Junior Academies may be formed by one or more constituent churches
4 within the Wisconsin Conference territory. If more than one church join together to
5 create/fund a junior academy, it is required that a formula be established to allocate
6 future capital expenditures and to determine potential monthly church subsidy
7 amounts. A dissolution formula shall be created which is fair to all the parties
8 involved.
9

10 B. Governance shall be maintained by the selection of a local school board
11 made up of representation from each constituent church. A chairperson shall be
12 elected from among the members appointed to the local school board.
13

14 C. The school shall maintain its own accounting records. A school treasurer
15 shall be elected from among all the members of the constituent churches. Separate
16 checking accounts must be maintained segregating school funds from church funds.
17 Biannual audits shall be conducted by the Conference.
18

19 D. If dissolution is necessary, care should be taken that all the bills (debts)
20 have been paid and all legal obligations have been settled. Any remaining assets
21 shall be transferred to the local church or churches according to the formula created
22 in Article XIV, Section 4. A., when the school was established. Any real estate
23 holdings shall be liquidated and the proceeds shall be used to pay off any mortgages
24 (if any exist) and the balance shall be distributed according to the established
25 dissolution formula. If a church joined the school constituency at a later date, and no
26 formula exists, an equitable dissolution shall be reached between constituent
27 churches.
28

29 Section 5. Elementary Schools
30

31 A. Elementary schools may be formed by one or more constituent churches
32 within the Wisconsin Conference territory. If more than one church join together to
33 create/fund an elementary school, it is required that a formula shall be established to
34 allocate future capital expenditures and to determine potential monthly church
35 subsidy amounts. A dissolution formula shall be created which is fair to all the parties
36 involved.
37

38 B. Governance shall be maintained by the selection of a local school board
39 made up of representation from each constituent church. A chairperson shall be
40 elected from among the members appointed to the local school board.
41

42 C. The school is required to maintain its own accounting records. A school
43 treasurer shall be elected from among all the members of the constituent churches.
44 Separate checking accounts must be maintained segregating school funds from
45 church funds. Biannual audits shall be conducted by the conference.
46

47 D. If dissolution is necessary, care should be taken to ensure that all the bills
48 (debts) have been paid and all legal obligations have been settled. Any remaining
49 assets shall be transferred to the local church or churches according to the formula
50 created in Article XIV, Section 5. A., when the school was established. Any real
51 estate holdings shall be liquidated and the proceeds shall be used to pay off any

1 mortgages (if any exist) and the balance shall be distributed according to the
2 established dissolution formula. If a church joined the school constituency at a later
3 date and no formula exists, an equitable dissolution shall be reached between
4 constituent churches.

5 6 Section 6. Preschools/Day Care Centers 7

8 A. Preschools/Day Care Centers may be formed and managed by one or
9 more constituent churches within the Wisconsin Conference territory. If more than
10 one church join together to create/fund a Preschool/Day Care Center, it is required
11 that a formula be established to allocate future capital expenditures and to determine
12 potential monthly church subsidy amounts. A dissolution formula shall be created
13 which is fair to all parties involved.
14

15 B. Governance shall be maintained by the selection of a local Preschool/Day
16 Care Center board made up of representation from each constituent church. A
17 chairperson shall be elected from among the members appointed to the
18 Preschool/Day Care Center Board.
19

20 C. The Preschool/Day Care Center is required to maintain its own accounting
21 records. Separate checking accounts shall be maintained segregating
22 Preschool/Day Care Centers and/or elementary school funds from church funds.
23 Biannual audits shall be conducted by the Conference.
24

25 D. Wisconsin state law does not require state licensing of child care facilities
26 if they are operated as a part of a school and administered by a local school board. If
27 they wish to enroll children who receive subsidy from the state or county, they shall
28 have a state license.
29

30 E. If the church is also operating an elementary school, the Preschool/Day
31 Care Center Director or designees shall be a member of the local school board.
32

33 F. If dissolution is necessary, care should be taken to ensure that all the bills
34 (debts) have been paid and all legal obligations have been settled. Any remaining
35 assets shall be transferred to the local church or churches according to the formula
36 created in Article XIV, Section 6. A., when the Preschool/Day Care Center was
37 established. Any real estate holdings shall be liquidated and the proceeds shall be
38 used to pay off mortgages (if any exist) and the balance shall be distributed
39 according to the established dissolution formula. If a church joined the school
40 constituency at a later date, and no formula exists, an equitable dissolution shall be
41 reached between constituent churches.
42

43 Article XV – Dissolution 44

45 The Conference may be dissolved only by a two-thirds (2/3) majority vote of the
46 delegates (provided that there shall be at least a quorum as defined in Article IV,
47 Section 5, of the Bylaws). In the event of the dissolution of this Conference, all
48 assets remaining after all claims have been satisfied shall be transferred to the Lake
49 Union Conference of Seventh-day Adventists.
50
51

Article XVI – Miscellaneous

In these Bylaws, the term “conference employee” refers to any person who is an employee of the Conference and normally works or is expected to work for the Conference at least one thousand (1,000) hours per year. Persons who are not Conference employees are sometimes referred to in these Bylaws as “lay” persons.

1 BYLAWS
2 OF
3 WISCONSIN CORPORATION OF SDA
4

5 As Amended, October 5, 2014
6
7

8 Article I – Name
9

10 The name of this Corporation is Wisconsin Corporation of Seventh-day Adventists,
11 formally known as Wisconsin Conference Association of The Seventh-day
12 Adventists.
13

14 Article II – Location
15

16 The principle office of this Corporation is located in Columbia County, Wisconsin.
17

18 Article III – Objects
19

20 The particular objects for which this Corporation is formed are stated in the Articles
21 of Incorporation.
22

23 Article IV – Membership
24

25 Section 1.
26

27 The members of this Corporation shall be:
28

29 A. The Board of Trustees of this Corporation
30

31 B. The members of the Executive Committee of the Wisconsin Conference of
32 Seventh-day Adventists.
33

34 C. The members of the Lake Union Conference Committee of Seventh-day
35 Adventists present at any regular or special meeting of the Wisconsin Conference of
36 Seventh-day Adventists.
37

38 D. The members of the General Conference Committee of Seventh-day
39 Adventists present at any regular or special meeting of the Wisconsin Conference of
40 Seventh-day Adventists.
41

42 E. The duly elected and accredited delegates at any regular or special
43 session of the Wisconsin Conference of Seventh-day Adventists who shall be
44 present at any regular or special meeting of this Corporation. For the purpose of this
45 Corporation, these delegates shall continue in office until other delegates are chosen
46 to succeed them.
47

48 Section 2.
49

50 A quorum for the transaction of business shall consist of not less than a
51 majority of the members.

Article V – Trustees

Section 1.

The members of this Corporation shall elect quadrennially no fewer than twenty (20) nor more than twenty-four (24) persons to act as trustees of this Corporation, who shall hold their offices until their successors are duly elected and appear to enter upon their duties. One of these trustees shall be the President of the Wisconsin Conference of Seventh-day Adventists who shall be the President of this Corporation and the chairman of its Board of Trustees. No more than nine (9) of the trustees may be Conference employees.

Section 2.

The trustees shall have the ordering of all affairs of this Corporation, management and disposal of all its property, and the execution of all trusts confided to it.

Section 3.

A quorum to do business shall consist of not less than a majority of the trustees, one of whom shall be an officer of the Board. However, approval of the Corporation budget (or of any revision to the budget), and approval of any major expenditures, appropriation or other financial undertaking that is not included in the duly adopted budget or that would result in exceeding the budget, and that cannot reasonably be expected to be reimbursed through insurance or otherwise, shall require the affirmative vote of at least seventy-five percent (75%) of the members of the Board of Trustees. An expenditure, appropriation or financial undertaking otherwise described above is "major" if the amount thereof (either alone or taken together with other such expenditures, appropriations or financial undertakings which are related) shall be equal to or greater than two percent (2%) of the yearly budget. If the number of trustees shall for any reason fall below twenty (20) during the quadrennium, a majority of the remaining trustees (without regard to conference employment) may elect such additional trustees, or call a special members' meeting to elect such additional trustees, as may be necessary to again constitute a valid Board of Trustees.

Section 4.

The trustees shall elect quadrennially from their number a Vice-President, Secretary and a Treasurer.

1 Section 5.

2
3 The trustees shall employ a competent auditor, who shall audit the books of
4 this Corporation and submit an itemized report to the members of the Corporation
5 annually, or at such times as may be required by the Board.
6

7 Section 6.

8
9 The trustees shall have the power to fill any vacancy occurring in their
10 membership.
11

12 Section 7.

13
14 If any trustee who is also a member of the Executive Committee of the
15 Wisconsin Conference of Seventh-day Adventists has such membership terminated
16 by reason of absences, his or her membership on the Board of Trustees shall
17 terminate at the same time.
18

19 Article VI – Duties of Officers

20
21 The duties of the officers of this Corporation shall be such as usually pertain
22 to such officers respectively and such other duties as the Board of Trustees may
23 prescribe. The President and the Secretary, or in the absence of either, any two
24 officers, shall on behalf of the Corporation, sign all deeds, mortgages, powers of
25 attorney, annuity agreements, or other instruments of writing in similar character and
26 import.
27

28 Article VII – Indemnification of Officers

29
30 Trustees, officers, employees, and agents of the Corporation shall be
31 indemnified by the Corporation in accordance with the provisions of Chapters
32 181.041 through 181.297 of the Wisconsin Statutes. Members shall not be
33 personally subject to any liabilities of or any claims against the Corporation.
34

35 Article VIII – Seal

36
37 The seal of this Corporation shall consist of a standard sized circular
38 impression with the words “Wisconsin Corporation of Seventh-day Adventists,” in an
39 outer circle enclosing the word “Seal” and the word “Incorporated.”
40

41 Article IX – Meetings

42 Section 1.

43
44 Every regular and special meeting of the members of this Corporation shall
45 be called by the Board of Trustees. Notice of any such meeting shall be published in
46 two successive issues proceeding the time of the meeting, in the official organ of the
47 Lake Union Conference of Seventh-day Adventists.
48

49 Section 2.

1 The meetings of the Board of Trustees, both regular and special shall be held
2 at such times and places as may be designated by the president.

3
4 Section 3.

5
6 When not otherwise especially provided, all votes of the members of this
7 Corporation for the election of trustees or for the deciding of the other questions shall
8 be taken viva voce.

9
10 Section 4.

11
12 Each voter, whether member or trustee, shall have one vote, and only one,
13 on any question.

14
15 Article X – Amendments

16
17 These Bylaws may be amended by majority vote of the Corporation members
18 present and voting at any regular meeting of said members, when the proposed
19 amendment does not conflict with the Articles of Incorporation of the Corporation as
20 amended in 1977. When it is proposed to change the Bylaws at any special meeting
21 of the members of the Corporation, notice shall be given to this effect in the call for
22 the meeting, and the nature of the proposed amendment or amendments shall be
23 stated.

24
25 Article XI – Dissolution

26
27 In the event of the dissolution of this Corporation any funds remaining after all
28 claims have been satisfied shall be transferred to the Lake Union Conference
29 Association of Seventh-day Adventists or its successor in interest.
30