

**CONSTITUTION
OF THE GREATER NEW YORK CONFERENCE
OF SEVENTH DAY ADVENTISTS**

ARTICLE I--NAME

This organization shall be known as the Greater New York Conference of Seventh-day Adventists, hereinafter denoted simply as the conference.

ARTICLE II--PURPOSE

Section 1. The specific and primary purpose of this conference is to lovingly proclaim the everlasting gospel in the context of the three angels of Revelation 14:6-12 to all peoples within its territory, leading them to accept Jesus as their personal Savior, encouraging them to become His disciples and responsible members of His church and nurturing them in preparation for His soon return.

Section 2. The general purpose is to coordinate a Christian ministry including, but not limited to, a pastoral, teaching, literature, community services and health ministry.

ARTICLE III--RELATIONSHIPS

The Greater New York Conference is part of the Atlantic Union Conference of Seventh-day Adventists, which in turn is part of the North American Division of the General Conference of Seventh-day Adventists, a world church organization; and the purposes, policies, and procedures of the conference shall be in harmony with the working policies and procedures of the North American Division and the General Conference of Seventh-day Adventists. This conference shall pursue the mission of the Church in harmony with the doctrines, programs and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial session.

ARTICLE IV-- GEOGRAPHIC TERRITORY

The territory of this conference shall consist of the following counties of the state of New York: Bronx, Columbia, Dutchess, Greene, Kings (Brooklyn), Nassau, New York (Manhattan), Orange, Putnam, Queens, Richmond (Staten Island), Rockland, Suffolk, Sullivan, Ulster, and Westchester.

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ARTICLE V—MEMBERSHIP

The membership of this conference shall consist of such churches as have been or shall be properly organized and in any part of the geographic territory under its jurisdiction and formally approved for membership by vote of the delegates at any regular constituency meeting of the conference. Such churches shall remain indivisible members of the Conference unless dissolved at a regular or Special Constituency session. The acceptance or dissolution of such churches shall be effected by a two-thirds (2/3) vote of the delegates present.

ARTICLE VI--BYLAWS

The members of this conference, acting in and through a constituency meeting, may enact bylaws, and/or repeal them, and such bylaws may embrace any provision not inconsistent with the constitution.

ARTICLE VII--DISSOLUTION AND DISPOSITION OF ASSETS

This conference may be dissolved only by a two-thirds majority vote of the delegates present at any constituency meeting.

In the event of the dissolution of this conference, all assets remaining after claims have been satisfied shall be transferred to a legal entity authorized by the North American Division of the General Conference of Seventh-day Adventists.

ARTICLE VIII--AMENDMENTS

The members of this conference may amend the Constitution by a two-thirds (2/3) vote of the delegates present at a duly called constituency meeting. The Constitution of the Conference shall not be inconsistent with the Constitution of the Atlantic Union Conference of Seventh-day Adventists and the General Conference of Seventh-day Adventists.

77 **THE BYLAWS OF THE GREATER NEW YORK CONFERENCE**
78 **OF SEVENTH-DAY ADVENTISTS**

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80 **Article I - Principal Office**

81 The principal office for the transaction of the business of the Greater New York
82 Conference is fixed and located at 7 Shelter Rock Road, Manhasset, Nassau County, State of
83 New York. The constituency, through its executive committee, may at any time, change the
84 location of the principal office.

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86 **Article II - Constituency Meetings**

87 **Section 1. Regular Meetings:**

88 The conference shall hold a regular quadrennial constituency meeting at such time and
89 place, as the conference executive committee shall designate.

90 1. Written notice of the time and place of the meetings of the delegates representing the
91 members shall be given by a notice printed in the official publication of the Atlantic Union
92 Conference, in two successive issues, preceding the date of the opening of each session.

93 2. Written notice shall also be given to the churches and to the delegates:

94 a. At least four (4) weeks prior to the first meeting of the session, and

95 b. By a method approved by the conference executive committee.

96 3. Prior to regular constituency meetings, the conference shall timely mail to all delegates
97 a proposed agenda, minutes of the prior regular constituency meeting[s], financial statements,
98 current constitution and bylaws, roster of delegates, and such information as deemed appropriate
99 by the conference. Such mailing shall be completed so that the delegates receive such materials
100 at least four (4) weeks prior to such meeting.

101 **Section 2. Special Meetings:**

102 The conference executive committee may call a special constituency meeting at such time
103 and place, as it deems proper.

104 1. Written notice of the time and place of special constituency meetings shall be given in
105 the same manner as for regularly scheduled constituency meetings.

106 2. The transactions of such sessions shall have the same authority as those of the
107 regularly scheduled constituency meetings.

108 3. Except for the election of officers, directors and associate directors of
109 departments/services and conference executive committee members, at any specially called
110 meeting of the constituency, the conference executive committee shall be empowered to place on
111 the agenda any item that may be included on the agenda of a regularly scheduled meeting.

112 **Section 3. Agenda Items:**

113 1. Except for the nomination of officers, directors and associate directors of
114 departments/services and conference executive committee members, any delegate who wishes
115 may place a motion on the agenda of a constituency meeting; he/she must submit the motion in
116 writing to the conference secretary at least fourteen (14) days prior to the meeting.

117 2. Except for the nomination of officers, directors and associate directors of
118 departments/services and conference executive committee members, any delegate who wishes
119 may place a motion on the floor of a constituency meeting.

120 **Section 4. Quorum:**

121 1. At least fifty-one percent (51%) of the delegates, authorized herein under Section 2.1,
122 of Article III of these bylaws, must be present at any regular or special constituency meeting to
123 constitute a quorum for the transaction of business. Once the meeting is declared open, one-third
124 (1/3) of the delegates authorized herein above under Section 2.1 of Article III of these bylaws
125 must be present to constitute a quorum.

126 2. Time constraints will be voted by the delegates, and it is recommended that this be one
127 of the first items on the agenda.

128 **Section 5. Voice and Vote Privileges:**

129 Voice and vote privileges at regular and special sessions of the conference shall be vested
130 in the delegates.

131 **Section 6. Voting:**

132 The election of conference officers and departmental directors shall be by secret ballot.
133 Voting on all other matters of business shall be by hand vote, unless otherwise determined by a
134 majority vote of the delegates present.

135 **Section 7. Proxy Voting:**

136 There shall be no voting by proxy.

137 **Section 8. Election and Term of Office:**

138 1. All officers, directors, and associate directors of departments/ministries, and members
139 of the conference executive committee who are not ex-officio members, shall be elected by the
140 delegates at the regular meetings of the conference constituency and shall remain in office until
141 the next regular meetings of the conference constituency, or until his/her or their successor(s) is
142 (are) elected.

143 2. In the event the delegates in session fail to fill an elected position, the conference
144 executive committee shall be empowered to fill the vacancy. If the position(s) is (are) not filled
145 within six (6) months, it (they) remain(s) vacant. The executive committee may or may not
146 choose to fill this (these) position(s).

147 3. No conference officer or departmental director/ministries director or associate-director
148 shall serve for more than two consecutive full terms. More than half a term shall be considered a
149 full term.

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156 **Article III – Representation at Constituency Meetings**

157 **Section 1. Delegates:**

158 The delegates at any constituency meeting of this conference shall be regular delegates
159 and delegates-at-large.

160 **Section 2. Regular Delegates:**

161 All delegates duly accredited by any one of the organized churches of the conference.

162 1. Each church including those organized since the last regular constituency meeting,
163 shall be entitled to one delegate for the organization, and one additional delegate for each 75
164 members. This delegation should reflect the diversity of the church with respect to gender, age
165 (including youth) and ethnicity.

166 2. Each church shall be entitled to elect alternate delegates who may be seated at the
167 conference session in place of any regular delegates not present.

168 3. The membership that will determine the number of delegates from a church to a
169 quadrennial constituency session or a special constituency session will be the membership as of
170 December 31, of the year prior to a session.

171 **Section 3. Delegates-at-Large:**

172 1. All members of the conference executive committee.

173 2. All members of the executive committee of the Atlantic Union Conference.

174 3. All members of the constitution and bylaws committee.

175 4. All employees holding credentials and ministerial licenses issued by the conference,
176 including credentialed literature evangelists (colporteurs), provided they are members of the
177 conference.

178 5. Such other persons as may be recommended by the conference executive committee
179 and accepted by majority vote of the delegates in session; the number of delegates thus seated
180 shall not exceed five percent (5%) of the total number of delegates provided for in Section 2-1 of
181 Article III of these bylaws.

182 6. Members of the General Conference Committee who may be present at any
183 constituency meetings of the conference. The number of such delegates representing the General
184 Conference of Seventh-day Adventists shall not exceed five percent (5%) of the total number of
185 delegates provided for in Section 2-1 of Article III of these bylaws.

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187 **Article IV – Committees**

188 **Section 1. Committees and Agendas:**

189 1. The president of the Atlantic Union Conference or his representative (one of the other
190 officers of the Union) shall be an ex-officio member of the organizing and nominating
191 committees.

192 2. Each committee listed below shall represent the membership of the Conference with
193 respect to territory, gender, age (including youth), conference employee/non-conference
194 employee, and ethnic diversity.

195 **Section 2. Organizing Committee:**

196 a. The Organizing Committee shall be constituted as follows:

197 (1) Each church, represented at the quadrennial constituency meeting, shall
198 choose or empower its delegation to choose from among its delegates, one
199 delegate for its church membership, plus one additional delegate for each 500
200 members or major fraction thereof (major fraction thereof is 251 or more) who
201 shall be member(s) of this committee. (Please see footnote below.)¹

202 (2) Officers and departmental/services/ministries directors and associates of the
203 conference are ineligible for membership on the organizing committee.

204 (3) Every church sending a member to the organizing committee shall include:
205 name, address, telephone, fax, e-mail address, name of local church, conference
206 employee/non-employee status, to be made available in writing to the entire
207 organizing committee.

208 b. The leading union conference representative present, who shall act as chairperson of
209 this committee, shall be responsible for electing a permanent organizing committee chairperson
210 who shall be an officer of the Atlantic Union Conference.

211 c. The organizing committee shall elect:

212 A Nominating Committee for the quadrennial session.

213 And nominate the following:

214 (1) The Constitution and Bylaws Committee.

215 (2) Other committees as deemed necessary by the conference executive
216 committee or the constituency.

217 d. The members of the organizing committee shall be chosen prior to the quadrennial
218 session and shall complete its work no more than three weeks nor less than two weeks prior to
219 the opening of the quadrennial session.

220 e. Quorum: A two-thirds (2/3) majority of the organizing committee membership must be
221 present to constitute a quorum to conduct business.

222 **Section 3. Nominating Committee:**

223 The nominating committee shall consist of at least twenty-one (21), and not more than
224 thirty-one (31), delegates. The president of the union or the president's representative shall serve
225 as the chair.

226 a. Officers and departmental/services/ministries directors and associates of the conference
227 are ineligible for membership on the nominating committee

228 b. Composition of nominating committee: at least sixty percent (60%) of its membership
229 must be persons who are not conference employed.

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¹ 1-250 members = 1 delegate; 251-750 = 2 delegates; 751- 1,250 = 3 delegates, etc.

231 c. No member (except ex-officio) may serve on the nominating committee for more than two
232 successive times.

233 d. The nominating committee shall have the responsibility for:

234 (1) Preparing a list of nominees for elected positions.

235 The nominees for ethnic ministries directors shall be chosen as follows:

236 i. The constituency delegates of each of the ministries shall caucus to consider
237 nominees.

238 ii. The caucus will recommend three names to the Nominating Committee.

239 iii. The Nominating Committee will recommend one of these three names to the
240 floor or return the nominations to the caucus.

241 (2) Preparing a list of nominees for the conference standing committees.

242 (3) Preparing a list of nominees (candidates) for the conference executive
243 committee. Each candidate must be a member of a constituent church.

244 e. The members of the Nominating Committee shall meet no more than one week prior to
245 the opening of the quadrennial session.

246 f. Quorum: A two-thirds (2/3) majority of the Nominating Committee membership must
247 be present to constitute a quorum to conduct business.

248 g. All delegates shall be duly notified of time and place of the nominating committee.

249 **Section 4. Constitution and Bylaws Committee:**

250 a. The conference secretary shall serve as the chairperson of this committee:

251 (1) This committee shall function between the regularly scheduled sessions of the
252 constituency.

253 (2) This committee shall submit its reports and detailed recommendations to the
254 conference executive committee and to the next regular or specially called
255 constituency meeting.

256 b. The membership of this committee shall be no less than seven (7), but not more than
257 fifteen (15). A quorum constitutes at least fifty percent (50%) of the membership.

258 c. All constitutional amendments or revisions to any constitution and/or bylaws of the
259 conference or its subsidiaries shall be reviewed and presented to the constituency by this
260 committee.

261 d. A member may succeed him/herself only once, except for ex-officio members.

262 **Section 5. Other Committees:**

263 a. These committees are defined by the constituency and/or the conference executive
264 committee.

265 b. To define one of these committees means:

266 (1) To define its purpose, and

267 (2) To state the number of members comprising the committee.

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Article V - Conference Executive Committee

Section 1. Membership:

1. The president, secretary, and treasurer of the conference shall be members ex-officio.
2. The conference executive committee shall:
 - a. Be elected by the delegates at the regularly scheduled quadrennial constituency meeting and,
 - b. Consist of not less than nineteen (19) and not more than twenty-five (25) members;
 - c. Include two representatives from among departmental/services/ministries and institution directors on a rotating basis (that is, at each regularly scheduled meeting of the conference executive committee two representatives will sit as voting members. The next time he/she may sit as a voting member will be when all the other representatives have had their turn. All departmental/services/ministries and institution directors are to receive a copy of the minutes and agendas of the conference executive committee on a regular basis and shall have the privilege of sitting with voice but without vote when they are not in rotation).
 - d. Shall represent the membership of the conference with respect to territory, gender, age (including youth), conference employee/non-conference employee, and ethnic diversity.
3. The officers of the Atlantic Union Conference, of the North American Division and of the General Conference of Seventh-day Adventists are members ex officio; however, their membership shall be in addition to the number in 2. b above. No more than two such officers shall exercise their voting rights at any one meeting.
4. Members of the conference executive committee shall not serve more than two consecutive full terms except for rotational individuals and ex-officio members.
5. No church may have more than one of its members on the conference executive committee except for rotational individuals and ex-officio members.

Section 2. Delegated Authority:

- The conference executive committee shall:
- a. Act on behalf of the constituency between regular sessions.
 - b. Have the power to elect officers, with the presence of a union administrator.
 - c. In consultation with union administration, have the power to elect directors and associate directors of departments/services/ministries and committee members by a majority vote of the entire committee.
 - d. With the presence of a union administrator, have the power by a two-thirds (2/3) vote of the entire committee, to remove for cause officers, directors, and associate directors of departments/services/ministries and committee members.
 - e. By a two-thirds (2/3) vote of the entire committee, terminate conference personnel, grant or withdraw any and all credentials and licenses.

- 309 f. Appoint such committees and bring about such distribution of its workers as may be
310 deemed necessary to execute its work effectively.
- 311 g. Fill any and all vacancies that may occur for whatever reason.

312 **Section 3. Working Policy:**

313 Must have a working policy and procedure manual for day-to-day operations.

314 **Section 4. Regular Meetings:**

315 The conference executive committee shall:

- 316 1. Schedule regular meetings at such times and places as it may deem necessary.
- 317 2. Allow departmental/services/ministries and institution representatives to make
318 motions, when not in the rotation, providing the motion is germane to their
319 department/services/ministries and institution.

320 **Section 5. Special Meetings:**

321 Special meetings of the conference executive committee may be called at any time or
322 place by the president or, in his absence, by the secretary. A special meeting shall also be called
323 in response to the written request of a majority of the members of the conference executive
324 committee.

325 **Section 6. Quorum:**

326 Thirteen (13) members of the conference executive committee shall constitute a quorum.
327 Should the conference executive committee be unable to form a quorum, due to death or
328 resignation, the remaining members are authorized to initiate the election process and approve
329 the nominee(s) for replacement members.

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331 **Article VI - Officers**

332 **Section 1. Executive Officers:**

333 The executive officers of this conference shall be a president, a secretary, and a treasurer.

334 **Section 2. President:**

335 The President, who shall be an ordained minister of experience, is the first officer and
336 shall:

337 1. Report to the executive committee of the conference in consultation with the secretary
338 and the treasurer.

339 2. Act as chairman of the constituency meetings and the executive committee, and serve
340 in the general interest of the Greater New York Conference as the constituency and the executive
341 committee shall determine.

342 3. Adhere to the policies of the Atlantic Union Conference, the North American Division
343 and the General Conference of Seventh-day Adventists, working in harmony with the Atlantic
344 Union Conference Committee and in close counsel with the union officers.

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347 **Section 3. Secretary:**

348 The Secretary, associated with the president as an executive officer, shall serve under the
349 direction of the executive committee and shall act as vice-chairperson of the executive
350 committee. The secretary shall:

351 1. Report to the executive committee of the conference after consultation with the
352 president.

353 2. Keep the minutes of the conference constituency meetings and of the executive
354 committee meetings and furnish copies of these minutes to all members of the executive
355 committee and to the officers of the Atlantic Union Conference.

356 3. Be responsible for providing information as may be requested by the president or by
357 the executive committee.

358 4. Prepare and make available to the organizing and nominating committees all statistical
359 information necessary for the organizing and nominating committees to conduct their business.

360 5. Perform such other duties as usually pertain to the office.

361 **Section 4. Treasurer:**

362 The treasurer, associated with the president as an executive officer, shall serve the
363 direction of the executive committee. The treasurer shall:

364 1. Report to the executive committee of the conference after consultation with the
365 president.

366 2. Be responsible for providing financial leadership to the organization which will
367 include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony
368 with the actions of the executive committee.

369 3. Be responsible for remitting all required funds to the union/division/General
370 Conference in harmony with the North American Division policy, and for providing financial
371 information to the president and to the executive committee.

372 4. Administer bank accounts approved by the conference executive committee.

373 5. Be responsible for furnishing copies of the financial statements to the Atlantic Union
374 officers.

375 **Section 5. Other Officers:**

376 Other individuals may serve as officers of the conference, such as vice-president,
377 associate secretary, and associate treasurer.

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379 **Article VII - Directors and Associates of Departments, Services and Ministries**

380 **Section 1. Departments/Services**

381 **A. Structure:**

382 Conference departments/services shall be organized in harmony with the
383 departments/services of the General Conference, but shall not necessarily duplicate the

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386 departments/services structure of the Atlantic Union Conference, North American Division, or
387 General Conference.

388 **B. Directors:**

389 The directors of departments and services of the conference shall work under the
390 direction of the executive committee and the president. The directors shall serve in an advisory
391 relationship to the field.

392 **C. Associate Directors:**

393 Other individuals may serve as associate directors of department/services, working in
394 harmony with their directors.

395 **Section 2. Ethnic Ministries Directors**

396 Ethnic Ministries' directors shall be chosen to advise the administration with regard to
397 the needs of those ministries.

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399 **Article VIII - Other Organizations**

400 **Section 1. Corporations and Agencies:**

401 The conference may carry on its ministry through subsidiary agencies, organizations, and
402 institutions that may, where necessary and appropriate, function either as unincorporated or
403 incorporated entities. These subsidiaries shall be fully accountable to the conference and shall
404 supply financial statements monthly, or more often if requested by the conference executive
405 committee.

406 **Section 2. Constituency Meetings of Subsidiaries:**

407 The constituency meetings of the conference incorporated subsidiaries shall be held in
408 conjunction with the regularly scheduled constituency meetings of the conference or as provided
409 by the articles of incorporation of the respective subsidiary corporation. The election of the board
410 of directors or executive committee of these incorporated entities will be in harmony with the
411 statutory laws applicable to each such entity. The conference executive committee shall elect the
412 board of directors and/or the executive committee of the entity in harmony with the statutory
413 laws applicable to such entity. The legal entity of the conference is the Greater New York
414 Corporation of Seventh-day Adventists.

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416 **Article IX - Finance**

417 **Section 1. Tithes and Offerings:**

418 The church funds managed by this conference shall consist of such tithe, including direct
419 tithe, as it shall be assigned by policy and as received from within its territory, and such gifts,
420 legacies, bequests, devises, appropriations, reverted funds, and other donations as may be made
421 to it.

422 **Section 2. Policies:**

423 The portion of the tithe which is reserved for this conference, as specified by policy, and
424 all other funds shall be used in harmony with the financial policies of the Atlantic Union and the

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426 North American Division of the General Conference of Seventh-day Adventists; and in the case
427 of donations, their use shall be in harmony with the specifications of donors and in compliance
428 with government regulations. Tithe is shared with the union and division on fixed percentages as
429 set by the Division Executive Committee, and with the General Conference on fixed percentages
430 as set by the Annual Council of the General Conference Executive Committee.

431 **Section 3. Bank Accounts:**

432 The funds of the conference shall be safeguarded in harmony with the financial policies
433 of the Atlantic Union Conference and the North American Division of the General Conference of
434 Seventh-day Adventists. Monies shall be deposited in the name of the Greater New York
435 Conference in regular or special accounts, in such banks, or savings institutions, as the
436 conference executive committee shall designate, and shall be withdrawn only by persons
437 authorized by resolution of the conference executive committee.

438 **Section 4. Financial Statements:**

439 The conference shall prepare appropriate annual statements of income and fund balances,
440 and shall be responsible for the filing of any financial information directly with the Atlantic
441 Union Conference and the North American Division of the General Conference of Seventh-day
442 Adventists and, to the extent required by law, with any branch of local, state, or federal
443 government.

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445 **Article X - Budget, Salary Review and Audit**

446 **Section 1. Budget:**

447 The conference shall prepare an annual budget in harmony with the policies of the
448 Atlantic Union Conference and the North American Division of the General Conference of
449 Seventh-day Adventists.

450 **Section 2. Salary and Expense Review:**

451 The conference executive committee shall constitute an Employee Remuneration
452 Committee to review annually the salary and expense of all the employees and set salary rates for
453 the subsequent year.

454 **Section 3. Audit:**

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

459 **Section 4. Financial Review:**

460 The accounting of each church shall be reviewed by the treasurer of the conference (or by
461 his/her representative) every other year and/or when the local church treasurer changes, and the
462 conference treasurer shall make a report to the conference executive committee.

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Article XI - Indemnification

Section 1.

To the extent permitted by law, this conference shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because he/she is or was a member of the conference executive committee or an officer, employee, or agent of the

conference against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the conference, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Section 2.

This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the executive committee, or an officer or department director may be entitled.

Article XII - Parliamentary Authority

The rules contained in the current edition of the *General Conference Rules of Order* shall govern the conference in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the conference may adopt. In all other cases the current edition of *Robert's Rules of Order (Newly Revised)* shall be the parliamentary authority.

Article XIII - Amendments

Amendments, Revisions and Repeals:

The bylaws of the conference may be amended, revised, and repealed at any duly called constituency meetings by two-thirds (2/3) vote of the delegates present and voting. At any regular and/or special constituency meetings when it is to be proposed to amend the constitution and/or bylaws, written copies of the proposed amendment(s) shall be given to the delegates at least four (4) weeks prior to the constituency meeting.