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

ARTICLE I--NAME

The name of 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 is to teach the everlasting gospel of our Lord and Savior Jesus Christ as symbolized by the three angels of Revelation 14, and to lovingly persuade people to become His disciples and responsible members of the church.

Section 2. The general purpose is to coordinate a Christian ministry including, but not limited to, a pastoral, teaching, literature, 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 all purposes and procedures of the conference shall be in harmony with the working policies and procedures of the Atlantic Union Conference of Seventh-day Adventists of the North American Division of 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--TERRITORY

The territory of the conference shall consist of the following counties of the state of New York: Bronx, Columbia, Dutchess, Greene, Kings (Brooklyn), Nassau,

1 New York (Manhattan), Orange, Putnam, Queens, Richmond (Staten Island),
2 Rockland, Suffolk, Sullivan, Ulster, and Westchester.

3
4 **ARTICLE V--MEMBERSHIP**

5
6 The membership of the conference shall consist of such churches as have been
7 or shall be properly organized and accepted by vote of the sisterhood of churches at a
8 duly called constituency meeting of the conference. Such churches shall remain
9 indivisible members of the sisterhood of churches until dissolution by the sisterhood of
10 churches in a properly called constituency meeting of the conference. The acceptance
11 or dissolution of such churches shall be effected by a two-thirds (2/3) vote of the
12 delegates present.

13
14 **ARTICLE VI--BYLAWS**

15
16 The voters of this conference may enact bylaws, and/or repeal them, and such
17 bylaws may embrace any provision not inconsistent with the constitution.

18
19 **ARTICLE VII--DISSOLUTION AND DISPOSITION OF ASSETS**

20
21 This conference may be dissolved only by a two-thirds majority of vote of the
22 delegates present at any constituency meeting.

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

26
27 **ARTICLE VIII--AMENDMENTS**

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

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2 3. Except for the election of officers, directors and associate directors of
3 departments/services and conference executive committee members, at any specially
4 called meeting of the constituency, the conference executive committee shall be
5 empowered to place on the agenda any item that may be included on the agenda of a
6 regularly scheduled meeting.
7

8 **Section 3. Agenda Items:**

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

15 2. Except for the nomination of officers, directors and associate directors of
16 departments/services and conference executive committee members, any delegate who
17 wishes may place a motion on the floor of a constituency meeting.
18

19 **Section 4. Quorum:**

20 1. At least fifty-one percent (51%) of the delegates, authorized herein under
21 Section 2.1, of Article III of these bylaws, must be present at any regular or special
22 constituency meeting to constitute a quorum for the transaction of business. Once the
23 meeting is declared open, one-third (1/3) of the delegates authorized herein above
24 under Section 2.1 of Article III of these bylaws must be present to constitute a quorum.
25

26 2. Time constraints will be voted by the delegates, and it is recommended that
27 this be one of the first items on the agenda.
28

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

30 Voice and vote privileges at regular and special sessions of the conference shall
31 be vested in the delegates.
32

33 **Section 6. Voting:**

34 The election of conference officers and departmental directors shall be by
35 secret ballot. Voting on all other matters of business shall be by hand vote, unless
36 otherwise determined by a majority vote of the delegates present.
37

38 **Section 7. Proxy Voting:**

39 There shall be no voting by proxy.
40

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

42 1. All officers, directors, and associate directors of departments/ministries, and
43 members of the conference executive committee who are not ex-officio members,
44 shall be elected by the delegates at the regular meetings of the conference constituency

1 and shall remain in office until the next regular meetings of the conference
2 constituency, or until his/her or their successor(s) is(are) elected.

3
4 2. In the event the delegates in session fail to fill an elected position, the
5 conference executive committee shall be empowered to fill the vacancy. If the
6 position(s) is (are) not filled within six (6) months, it (they) remain(s) vacant. The
7 executive committee may or may not choose to fill this (these) position(s).

8
9 3. No conference officer or departmental director/ministries director or
10 associate director shall serve for more than two consecutive full terms; more than half
11 a term shall be considered a full term.

12 **Article III – Representation**

13 **Section 1. Delegates:**

14
15 The delegates at any constituency meeting of this conference shall be regular
16 delegates and delegates-at-large.

17 **Section 2. Regular Delegates:**

18
19 All delegates duly accredited by any one of the organized churches of the
20 conference.

21
22 1. Each church including those organized since the last regular constituency
23 meeting, shall be entitled to one delegate for the organization, and one additional
24 delegate for each 60 members. This delegation should reflect the diversity of the
25 church with respect to gender, age (including youth) and ethnicity.

26
27 2. Each church shall be entitled to elect alternate delegates who may be seated
28 at the conference session in place of any regular delegates not present.

29
30 3. The membership that will determine the number of delegates from a church
31 to a quadrennial constituency session or a special constituency session will be the
32 membership as of December 31, of the year prior to a session.

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

34
35 1. All members of the conference executive committee.

36
37 2. All members of the executive committee of the Atlantic Union Conference.

38
39 3. All members of the constitution and bylaws committee.

40
41 4. All employees holding credentials and ministerial licenses issued by the
42 conference, including credentialed literature evangelists (colporteurs), provided they
43 are members of the conference.

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- 1 b. The leading union conference representative present, who shall act
2 as chairperson of this committee, shall be responsible for electing a
3 permanent organizing committee chairperson who shall be an
4 officer of the Atlantic Union Conference.
5
6 c. The organizing committee shall elect:
7
8 A Nominating Committee for the quadrennial session.
9
10 And nominate the following:
11
12 (1) The Constitution and Bylaws Committee.
13
14 (2) Other committees as deemed necessary by the conference
15 executive committee or the constituency.
16
17 d. The members of the organizing committee shall be chosen prior to
18 the quadrennial session and shall complete its work no more than
19 three weeks nor less than two weeks prior to the opening of the
20 quadrennial session.
21
22 e. Quorum: A two-thirds (2/3) majority of the organizing committee
23 membership must be present to constitute a quorum to conduct
24 business.
25

26
27 **Section 3. Nominating Committee:**

- 28 The nominating committee shall consist of at least twenty-one (21), and
29 not more than thirty-one (31), delegates. The president of the union or
30 the president's representative shall serve as the chair.
31
32 a. Officers and departmental/services/ministries directors and associates
33 of the conference are ineligible for membership on the nominating
34 committee.
35
36 b. Composition of nominating committee: at least sixty percent (60%)
37 of its membership must be persons who are not conference
38 employed.
39
40 c. No member (except ex-officio) may serve on the nominating
41 committee for more than two successive times.
42
43 d. The nominating committee shall have the responsibility for:
44
45 (1) Preparing a list of nominees for elected positions.

- 1 The nominees for ethnic ministries directors shall be chosen
2 as follows:
- 3 i. The constituency delegates of each of the ministries shall
4 caucus to consider nominees.
- 5 ii. The caucus will recommend three names to the Nominating
6 Committee.
- 7 iii. The Nominating Committee will recommend one of these
8 three names to the floor or return the nominations to the
9 caucus.
- 10
- 11 (2) Preparing a list of nominees for the conference standing
12 committees.
- 13
- 14 (3) Preparing a list of nominees (candidates) for the conference
15 executive committee. Each candidate must be a member of
16 a constituent church.
- 17
- 18 e. The members of the Nominating Committee shall meet no more
19 than one week prior to the opening of the quadrennial session.
- 20
- 21 f. Quorum: A two-thirds (2/3) majority of the Nominating
22 Committee membership must be present to constitute a quorum
23 to conduct business.
- 24
- 25 g. All delegates shall be duly notified of time and place of the
26 nominating committee.
- 27
- 28

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

- 30 a. The conference secretary shall serve as the chairperson of this
31 committee:
- 32 (1) This committee shall function between the regularly
33 scheduled sessions of the constituency.
- 34
- 35 (2) This committee shall submit its reports and detailed
36 recommendations to the conference executive committee and
37 to the next regular or specially called constituency meeting.
- 38
- 39 b. The membership of this committee shall be no less than seven (7),
40 but not more than fifteen (15). A quorum constitutes at least fifty
41 percent (50%) of the membership.
- 42
- 43 c. All constitutional amendments or revisions to any constitution
44 and/or bylaws of the conference or its subsidiaries shall be reviewed
45 and presented to the constituency by this committee.

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

Section 5. Other Committees:

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

b. To define one of these committees means:

- (1) To define its purpose, and
- (2) To state the number of members comprising the committee.

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).

- 1 d. Be balanced as nearly as possible with respect to territory, gender, age
2 (including youth), conference employee/non-conference employee, and
3 ethnic diversity.
4
- 5 3. The officers of the Atlantic Union Conference, of the North American
6 Division and of the General Conference of Seventh-day Adventists are
7 members ex officio; however, their membership shall be in addition to the
8 number in 2. b above. No more than two such officers shall exercise their
9 voting rights at any one meeting.
10
- 11 4. Members of the conference executive committee shall not serve more than
12 two consecutive full terms except for rotational individuals and ex-officio
13 members.
14
- 15 5. No church may have more than one of its members on the conference
16 executive committee except for rotational individuals and ex-officio
17 members.
18

19 **Section 2. Delegated Authority:**

20 The conference executive committee shall:

- 21
- 22 a. Act on behalf of the constituency between regular sessions.
23
- 24 b. Have the power to elect officers, with the presence of a union
25 administrator.
26
- 27 c. In consultation with union administration, have the power to elect
28 directors and associate directors of departments/services/ministries and
29 committee members by a majority vote of the entire committee.
30
- 31 d. With the presence of a union administrator, have the power by a two-
32 thirds (2/3) vote of the entire committee, to remove for cause officers,
33 directors, and associate directors of departments/services/ministries and
34 committee members.
35
- 36 e. By a two-thirds (2/3) vote of the conference executive committee's total
37 membership, terminate conference personnel, grant and/or withdraw
38 any and all credentials and licenses.
39
- 40 f. Appoint such committees and bring about such distribution of its
41 workers as may be deemed necessary to execute its work effectively.
42
- 43 g. Fill any and all vacancies that may occur for whatever reason.
44
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1 **Section 3. Working Policy:**

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

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6 **Section 4. Regular Meetings:**

7 The conference executive committee shall:

8
9 1. Schedule regular meetings at such times and places as it may deem
10 necessary.

11
12 2. Allow departmental/services/ministries and institution representatives to
13 make motions, when not in the rotation, providing the motion is germane to their
14 department/services/ministries and institution.

15
16 **Section 5. Special Meetings:**

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

21
22 **Section 6. Quorum:**

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

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30 **Article VI - Officers**

31
32 **Section 1. Executive Officers:**

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

35
36 **Section 2. President:**

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

39
40 1. Report to the executive committee of the conference in consultation with the
41 secretary and the treasurer.

42
43 2. Act as chairman of the constituency meetings and the executive committee, and
44 serve in the general interest of the Greater New York Conference as the
45 constituency and the executive committee shall determine.

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

Section 3. Secretary:

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

1. Report to the executive committee of the conference after consultation with the president.
2. Keep the minutes of the conference constituency meetings and of the executive committee meetings and furnish copies of these minutes to all members of the executive committee and to the officers of the Atlantic Union Conference.
3. Be responsible for providing information as may be requested by the president or by the executive committee.
4. Prepare and make available to the organizing and nominating committees all statistical information necessary for the organizing and nominating committees to conduct their business.
5. Perform such other duties as usually pertain to the office.

Section 4. Treasurer:

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

1. Report to the executive committee of the conference after consultation with the president.
2. Be responsible for providing financial leadership to the organization which will include, but shall not be limited to, receiving, safeguarding and disbursing all funds in harmony with the actions of the executive committee.
3. Be responsible for remitting all required funds to the union/division/General Conference in harmony with the North American Division policy, and for providing financial information to the president and to the executive committee.
4. Administer bank accounts approved by the conference executive committee.

1 5. Be responsible for furnishing copies of the financial statements to the Atlantic
2 Union officers.

3
4 **Section 5. Other Officers:**

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

7
8 **Article VII - Directors and Associates of Departments, Services and Ministries**

9
10 **Section 1. Departments/Services**

11
12 **A. Structure:** Conference departments/services shall be organized in harmony
13 with the departments/services of the General Conference, but shall not necessarily
14 duplicate the departments/services structure of the Atlantic Union Conference, North
15 American Division, or General Conference.

16
17 **B. Directors:**

18 The directors of departments and services of the conference shall work under
19 the direction of the executive committee and the president. The directors shall serve in
20 an advisory relationship to the field.

21
22 **C. Associate Directors:**

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

25
26 **Section 2. Ethnic Ministries Directors**

27
28 Ethnic Ministries directors shall be chosen to advise the administration with
29 regard to the needs of those ministries.

30
31 **Article VIII - Other Organizations**

32
33 **Section 1. Corporations and Agencies:**

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

39
40 **Section 2. Constituency Meetings of Subsidiaries:**

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

1 such entity. The conference executive committee shall elect the board of directors
2 and/or the executive committee of the entity in harmony with the statutory laws
3 applicable to such entity. The legal entity of the conference is the Greater New York
4 Corporation of Seventh-day Adventists.

6 **Article IX - Finance**

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

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

14 **Section 2. Policies:**

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

24 **Section 3. Bank Accounts:**

25 The funds of the conference shall be safeguarded in harmony with the financial
26 policies of the Atlantic Union Conference and the North American Division of the
27 General Conference of Seventh-day Adventists. Monies shall be deposited in the
28 name of the Greater New York Conference in regular or special accounts, in such
29 banks, or savings institutions, as the conference executive committee shall designate,
30 and shall be withdrawn only by persons authorized by resolution of the conference
31 executive committee.

33 **Section 4. Financial Statements:**

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

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

42 **Section 1. Budget:**

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

1
2 **Section 2. Salary and Expense Review:**

3 The conference executive committee shall constitute an Employee
4 Remuneration Committee to review annually the salary and expense of all the
5 employees and set salary rates for the subsequent year.
6

7 **Section 3. Audit:**

8 All accounting records of the conference shall be audited at least annually by
9 the auditors designated by the General Conference Auditing Service, and the financial
10 records of the conference or any of its subsidiaries, agencies or institutions shall at all
11 times be open to said auditors.
12

13 **Section 4. Financial Review:**

14 The accounting of each of the churches of the conference shall be reviewed by
15 the treasurer of the conference (or by his/her representative) every other year and/or
16 when the local church treasurer changes, and the conference treasurer shall make a
17 report to the conference executive committee.
18

19 **Article XI - Indemnification**

20
21 **Section 1.**

22 To the extent permitted by law, this conference shall indemnify any person
23 who was or is a party or is threatened to be made a party to any threatened, pending, or
24 completed action, suit, or proceeding, whether civil, criminal, administrative, or
25 investigative, because he/she is or was a member of the conference executive
26 committee or an officer, employee, or agent of the conference against expenses
27 (including legal fees), judgments, fines, and amounts paid in settlement actually and
28 reasonably incurred by him/her in connection with such action, suit, or proceeding if
29 he/she acted in good faith and in a manner he/she reasonably believed to be in or not
30 opposed to the best interest of the conference, and with respect to any criminal action
31 or proceeding, had no reasonable cause to believe his/her conduct was unlawful.
32

33 **Section 2.**

34 This right of indemnification shall be in addition to, and not exclusive of, all
35 other rights to which such member of the executive committee, or an officer or
36 department director may be entitled.
37

38 **Article XII - Parliamentary Authority**

39
40 The rules contained in the current edition of the *General Conference Rules of*
41 *Order* shall govern the conference in all cases to which they are applicable, and in
42 which they are not inconsistent with these bylaws and any special rules of order the
43 conference may adopt. In all other cases the current edition of *Robert's Rules of Order*
44 *(Newly Revised)* shall be the parliamentary authority.
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Article XIII - Amendments1
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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.

Special Rules

Section 1. Ethnic Ministries.

The Greater New York Conference working structure is based on the existence of the different ministries as voted by the constituency on March 18, 2001:

- a. English Ministries: Comprises churches whose primary language is English.
- b. Franco-Haitian Ministries: Comprises churches whose primary language is French and its dialects.
- c. Hispanic Ministries: Comprises churches whose primary language is Spanish or Portuguese and their dialects.
- d. Korean Ministries: Comprises churches whose primary language is Korean and its dialects.
- e. Multi-Ethnic Ministries: Comprises churches of diverse languages including English.

Section 2. Assignment of churches to ministry groups.

Prior to organization as a church a company or group is authorized to vote on which ministry group they wish to be a part of.

Section 3. Process for transfer of churches from one Ethnic Ministries to another.

- a. The church board shall review/study the request for transfer as presented by members of the church or the pastor.
- b. The church board shall bring its findings and/or recommendations back to the church in a duly called business meeting, requiring a vote of eighty percent (80%) of those present or two-thirds (2/3) of the current membership. It shall then make its recommendation to the Executive Committee.
- c. If the Executive committee denies the request the church may appeal the decision at the next regular (or special) conference constituency meeting.