

**CONSTITUTION
OF THE
GULF STATES CONFERENCE
OF SEVENTH-DAY ADVENTISTS**

ARTICLE I - NAME

The name of this organization shall be known as the Gulf States Conference of Seventh-day Adventists, hereinafter called AGulf States Conference@.

ARTICLE II - PURPOSES AND MISSION

Section 1. Purposes.

The purposes of the Gulf States Conference are to facilitate the proclamation of the everlasting gospel in the context of the three angels message of Revelation 14:6-12 to all peoples within its territory, leading them to accept Jesus as their personal Savior and Lord, uniting them with His church, and nurturing them in preparation for His soon return.

Section 2. Mission.

Our general mission is: "Touching Lives for Jesus." It is through this mission that we choose to coordinate all our Christian ministry including but not limited to pastoral, educational and literature ministries.

ARTICLE III - RELATIONSHIPS

The Gulf States Conference is a part of the Southern Union Conference of Seventh-day Adventists, which in turn is a part of the North American Division of the General Conference of Seventh-day Adventists, a world church organization; and all purposes, policies and procedures of the Gulf States Conference shall be in harmony with the working policies and procedures of the Southern Union Conference, North American Division and General Conference of Seventh-day Adventists. The Gulf States Conference in its quinquennial sessions 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.

ARTICLE IV - TERRITORY

The territory of the Gulf States Conference shall consist of the states of Alabama and Mississippi, and the counties in northwest Florida lying west of the Apalachicola River.

46 **ARTICLE V - MEMBERSHIP**

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48 The membership of the Gulf States Conference shall consist of such churches as have or shall be properly
49 organized in any part of the geographic territory under its jurisdiction and formally approved for membership by
50 vote of the delegates at any scheduled constituency meeting unless disbanded from the sisterhood of churches in
51 a properly called constituency meeting of the Gulf States Conference.
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54 **ARTICLE VI - BYLAWS**

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56 The delegates of a properly called constituency meeting of the Gulf States Conference may enact, modify or
57 repeal Bylaws, and such Bylaws shall be consistent with the Constitution.
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60 **ARTICLE VII - DISSOLUTION AND DISPOSITION OF ASSETS**

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62 Section 1. **Vote.** The Gulf States Conference may be dissolved only by a three-fourths (3/4) majority vote of
63 the delegates authorized at any constituency meeting. In the event it is proposed to dissolve the Gulf States
64 Conference at a special session, notice of the proposal to dissolve shall be given in the call for the special
65 session.
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67 Section 2. **Assets.** In the event of the dissolution of the Gulf States Conference, all assets remaining after all
68 claims have been satisfied shall be transferred to the Southern Union Conference of Seventh-day Adventists and
69 used to further the gospel in the Gulf States Conference territory as existed immediately prior to dissolution.
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72 **ARTICLE VIII - AMENDMENTS**

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74 **Amendment, Revision or Repeal.** The Constitution of the Gulf States Conference may be amended, revised,
75 or repealed at any duly called constituency meeting by two-thirds (2/3) majority vote of the delegates present
76 and voting, with exception of Article VII, Section 1, which requires a three-fourths (3/4) majority vote of the
77 delegates authorized. In the event it is proposed to amend the Constitution, notice of such proposed
78 amendment(s) shall be given in conjunction with the publication of notice for such session.
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**BYLAWS
Of the
GULF STATES CONFERENCE OF
SEVENTH-DAY ADVENTISTS**

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ARTICLE I - PRINCIPAL OFFICE

The principal office for the transaction of the business of the Gulf States Conference is located at Montgomery, Alabama. The Executive Committee may in an emergency change the location of the principal office on a temporary basis.

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ARTICLE II - CONSTITUENCY MEETINGS

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Section 1. Regular Meeting. The Gulf States Conference shall hold a regular quinquennial constituency meeting at such time and place as the Executive Committee of the conference shall designate. Notice of the time and place of the meeting shall be given by a notice printed in the official publication of the Southern Union Conference, at least four (4) weeks before the date of the session.

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Section 2. Special Meetings.

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- A. The Executive Committee of the Gulf States Conference shall call a special constituency meeting, at a time and place it deems proper, unless otherwise specified hereinafter, when:
 - 1. It is voted by the Executive Committee of the Southern Union Conference, the North American Division, or the General Conference, (This meeting shall be held within ninety (90) days after receipt of written request.) or
 - 2. It is requested by a majority of the churches of the Gulf States Conference through their church boards, (This meeting shall be held within sixty (60) days after receipt of written request.) or
 - 3. It is voted by the majority of delegates at any constituency meeting.
 - B. The agenda, including the time and place for a special constituency meeting, shall be included in the notice of the meeting.
 - C. The business conducted at a special constituency meeting shall be limited to the published agenda.

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Section 3. Quorum. At least fifty (50) percent of the delegates authorized hereinafter under Section 1a. of Article III must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates present shall constitute a quorum.

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Section 4. Proxy Voting. All delegates must be present in person at any constituency meeting in order to be eligible to vote. There shall be no voting by proxy.

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Section 5. Voting Rights of the Delegates. Each delegate appointed to act on behalf of the members of the Gulf States Conference shall be entitled to one vote. The voting rights of the individual delegates representing the members as hereinafter provided shall be limited to the particular constituency meeting of the Gulf States Conference in which they have been designated to represent a local church, an institution, the Southern Union Conference, the North American Division or the General Conference of Seventh-day Adventists.

144 **Section 6. Election/Appointment and Term of Office.** All officers and members of the Gulf States
145 Conference Executive Committee who are not ex officio members shall be elected by the delegates at the
146 regular meeting of the Gulf States Conference constituency and shall hold their offices until the next regular
147 meeting of the Gulf States Conference constituency, unless they resign or are removed from office by the Gulf
148 States Conference Executive Committee or at a special constituency meeting.

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150 **Section 7. Voting.** The election of officers and the voting on all other matters of business shall be by voice
151 vote unless otherwise determined by a majority vote of the delegates present.

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153 **Section 8. Financial.** A financial report for the previous five (5) years will be presented to the delegates at the
154 regular constituency meeting.

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156 **Section 9. Parliamentarian.** The Gulf States Conference Executive Committee shall appoint a parliamentarian
157 for each constituency meeting. In addition, that committee shall appoint one or more assistant parliamentarians
158 as deemed necessary. The parliamentarian at any regular or specially called constituency meeting shall, when
159 requested by the chair or when deemed necessary, advise the chair on procedural matters using as a guide the
160 *General Conference Rules of Order*.

161 162 163 **ARTICLE III - REPRESENTATION**

164 165 **Section 1. Delegates.**

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167 A. The official delegates at any constituency meeting of the Gulf States Conference shall consist only of
168 regular delegates and delegates at large.
169 B. Regular Delegates: All delegates duly accredited by any one of the organized churches of the Gulf
170 States Conference. Each church, including the Gulf States Conference Church, shall be entitled to one
171 delegate for the organization and one additional delegate for each ~~30~~30 members or major fraction
172 thereof, as reported at the close of the third quarter of the preceding year, and who holds membership in
173 the local church which accredits them.
174 C. Delegates at Large:
175 1. All members of the Gulf States Conference Executive Committee.
176 2. Not more than ten (10) members of the Southern Union Conference Executive Committee who may
177 be present at any constituency meeting of the Gulf States Conference.
178 3. All employees holding credentials or licenses issued by the Gulf States Conference.
179 4. Not more than ten (10) members of the North American Division/General Conference Committee
180 who may be present at any constituency meeting of the Gulf States Conference.
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182 183 **ARTICLE IV - COMMITTEES**

184 185 **Section 1. Organizing Committee.**

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187 A. The Organizing Committee shall be constituted as follows: Each church represented at the constituency
188 meeting shall choose, or empower its delegation to choose, one member plus one additional member for
189 each 500 members or a major fraction thereof.
190 B. The chairman of the Organizing Committee shall be the president of the Southern Union Conference or
191 his designee.
192 C. The Organizing Committee shall nominate and the seated delegates shall elect:

- 193 1. A Nominating Committee to serve for the constituency meeting.
194 2. Other committees as may be necessary.
195 D. Members of the Organizing Committee shall be chosen at or prior to the constituency meeting.
196 E. If the Organizing Committee is to meet prior to the constituency meeting, the time and place of the
197 meeting shall be given in the official notice of the meeting.
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199 **Section 2. Nominating Committee.**
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- 201 A. The Nominating Committee shall consist of at least fifteen (15) members, of which not more than six
202 (6) shall be denominational workers. The members chosen for the Nominating Committee shall come
203 from the various geographical areas of the Gulf States Conference so as to represent as many areas as
204 possible. No member of the Gulf States Conference Executive Committee subject to re-election shall be
205 eligible to serve on the Nominating Committee.
206 B. The chairman of this committee shall be the president of the Southern Union Conference or his
207 designee.
208 C. The Nominating Committee shall nominate and the seated delegates shall elect:
209 1. Gulf States Conference officers (president, executive secretary, treasurer).
210 2. Departmental directors.
211 3. Members of the Executive Committee
212 4. Members of the Association Board of Trustees.
213 5. Members of the Constitution and Bylaws Committee.
214 D. A maximum of two (2) laypersons and one (1) denominational employee serving on the Nominating
215 Committee shall be eligible for election to the Gulf States Conference Executive Committee. For
216 purposes of this document, a layperson is defined as one who does not holds licenses or credentials
217 issued by the Gulf States Conference.
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219 **Section 3. Standing Constitution and Bylaws Committee.**
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- 221 A. At each regularly scheduled constituency meeting of the Gulf States Conference seated delegates shall
222 elect a standing Constitution and Bylaws Committee.
223 B. The membership of this committee shall be made up of four (4) laypersons and two (2) conference
224 employees, the Executive Secretary of the Southern Union Conference, and the Gulf States Conference
225 Executive Secretary, who shall serve as its chairman.
226 C. This committee shall meet as needed between the regularly scheduled constituency meetings. It shall
227 submit its reports and detailed recommendations to the Gulf States Conference Executive Committee
228 and to the next regular constituency meeting, and shall serve through that constituency meeting.
229 D. This committee shall have oversight and review of all Constitutions and Bylaws of all Gulf States
230 Conference entities.
231 E. Four (4) members of the Constitution and Bylaws Committee shall constitute a quorum, two (2) of
232 which shall be laypersons.
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234 **ARTICLE V - EXECUTIVE COMMITTEE**
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236 **Section 1. Membership of the Executive Committee.** The Executive Committee of the Gulf States
237 Conference shall be elected at its regularly scheduled constituency meeting and shall consist of, including ex
238 officio members, not less than seventeen (17), nor more than nineteen (19) members, the majority of which shall
239 be lay persons who are not within the households of any Gulf States Conference employees. The president,
240 executive secretary, and treasurer shall be members ex officio of the Executive Committee. Twelve (12)
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242 members shall be elected to proportionately represent the four (4) geographical regions of the Gulf States
243 Conference. Three (3) laypersons shall be elected at large. One (1) additional position shall be appointed on four
244 (4) consecutive fifteen-(15) month terms in the following order: departmental directors, employee spouses,
245 literature evangelists, and educational employees. As nearly as possible, the members chosen shall
246 proportionately represent membership demographics.
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248 **Section 2. Delegated Authority.**
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- 250 A. The Executive Committee of the Gulf States Conference is delegated the authority to act on behalf of
251 the constituents between regular sessions, including the authority to elect officers, directors of
252 departments/services, board and committee members, or remove for cause officers, directors of
253 departments/services, boards and committee members.
254 B. The removal of any officer shall require the presence of the Southern Union Conference president or his
255 designee.
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257 **Section 3. Administrative Authority.** The Gulf States Conference Executive Committee shall have full
258 administrative authority:
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- 260 A. To elect for the current term any vacancies that may occur by death, resignation, or otherwise, in boards,
261 committees, or in offices which have been authorized by conference election. When a new president is
262 to be elected, the President of the Southern Union Conference or his designee shall serve as chairman of
263 the Gulf States Conference Executive Committee.
264 B. To grant and withdraw credentials and licenses. The withdrawal of credentials or licenses shall require
265 the consent of two-thirds (2/3) of the members of the Gulf States Conference Executive Committee.
266 C. To employ ministers, secretaries, and other persons as deemed necessary for the work of the Gulf States
267 Conference.
268 D. To grant authority to the Gulf States Board of Education to employ and/or remove educational
269 personnel as provided for in the Constitution of the Gulf States Board of Education referred to in Article
270 XI of the Gulf States Conference Bylaws, subject to the right of the Gulf States Conference Executive
271 Committee to review, revise, alter, or reverse any action of said
272 E. Gulf States Board of Education.
273 F. To remove persons from any employment or position, which action shall require the consent of two-
274 thirds (2/3) of the members of the Gulf States Conference Executive Committee.
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276 **Section 4. Regular Meetings.** The Gulf States Conference Executive Committee may schedule regular
277 meetings at such times and places as it may appoint.
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279 **Section 5. Special Meetings.** Special meetings of the Gulf States Conference Executive Committee may be
280 called at any time or place by the president or, in his absence, by the executive secretary. A special meeting
281 shall also be called by the executive secretary in response to the written requests of a majority of the members of
282 the Gulf States Conference Executive Committee, and such meeting shall be called as soon as feasible and not
283 more than thirty (30) days from receipt of the written requests.
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285 **Section 6. Terms of Service.** No member of the Gulf States Conference Executive Committee, excluding ex
286 officio officers, shall serve more than two (2) consecutive terms. A partial term of more than one (1) year
287 qualifies as a full term.
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289 **Section 7. Quorum.** Half the members of the Gulf States Conference Executive Committee shall constitute a
290 quorum, at least half of whom shall be laypersons.

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Section 8. Removal. Any Executive Committee member may be removed from office at any time for cause by a vote of at least two-thirds (2/3) of the membership of the Executive Committee taken at a duly called meeting of the Executive Committee, excluding the individual to be removed. "Cause", as used herein, shall mean either:

- A. Failing to carry out said individual's duties as an Executive Committee member;
- B. Failing to attend three (3) regularly scheduled meetings in a calendar year without prior notice to the executive secretary;
- C. Failing to live in harmony with the fundamental teachings and principles of the Seventh-day Adventist Church; or
- D. Failing to maintain membership in regular standing in the Gulf States Conference of Seventh-day Adventists.

ARTICLE VI - OFFICERS

Section 1. Executive Officers.

The executive officers of the Gulf States Conference shall be a president, an executive secretary, and a treasurer. It is the duty of these officers, in consultation with one another, to carry forward the work according to plans, policies, and programs voted by the constituency and/or the Gulf States Conference Executive Committee. These plans, policies, and programs shall be in harmony with the doctrines and actions adopted and approved by the Southern Union Conference, North American Division, and the General Conference of Seventh-day Adventists.

- A. *President:* The president, who shall be an ordained minister of experience, is the principal officer and shall report to the Executive Committee of the Gulf States Conference in consultation with the secretary and the treasurer. He shall act as chairman of the constituency meetings and the Gulf States Conference Executive Committee, and serve in the general interests of the Gulf States Conference as the constituency and the Gulf States Conference Executive Committee shall determine. In his leadership he shall adhere to the policies of the Gulf States Conference, in collaboration with the Southern Union, the North American Division, and the General Conference of Seventh-day Adventists.
- B. *Executive Secretary:* The executive secretary, associated with the president as an executive officer, shall serve under the direction of the Gulf States Conference Executive Committee and shall act as vice-chairperson of the Gulf States Conference Executive Committee. The executive secretary shall report to the Executive Committee of the Gulf States Conference after consultation with the president and/or Southern Union Conference officers. It shall be the duty of the executive secretary to keep the minutes of the Gulf States Conference constituency meetings and of the Gulf States Conference Executive Committee meetings, to furnish copies of these minutes to all members of the Gulf States Conference Executive Committee and to the officers of the Southern Union Conference. The executive secretary shall also be responsible for providing information as may be requested by the president or by the Gulf States Conference Executive Committee, and shall perform such other duties as usually pertain to the office.
- C. *Treasurer:* The treasurer, associated with the president as an executive officer, shall serve under the direction of the Gulf States Conference Executive Committee. The treasurer shall report to the Executive Committee of the Gulf States Conference after consultation with the president and/or Southern Union officers. The treasurer shall 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 Gulf States Conference Executive Committee, for remitting all required funds to the Southern Union Conference, North American Division, General Conference of

340 Seventh-day Adventists and other church entities according to the North American Division policy, and
341 for providing financial information to the president and to the Gulf States Conference Executive
342 Committee. The treasurer shall also be responsible for furnishing copies of the financial statements to
343 the Southern Union Conference officers, and shall perform such other duties as usually pertain to the
344 office. Bank Accounts approved by the Gulf States Conference Executive Committee shall be
345 administered by the treasurer and/or such other individuals as may be authorized by the Gulf States
346 Conference Executive Committee.
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349 **ARTICLE VII - DIRECTORS OF DEPARTMENTS AND ASSOCIATIONS**

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351 **Section 1. Advisory Role.** The directors of departments/associations/services of the Gulf States Conference
352 shall work under the direction of the Gulf States Conference Executive Committee and the president, and shall
353 serve in an advisory relationship to the Gulf States Conference constituency.
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355 **Section 2. Departmental Structure.** Gulf States Conference departments/services shall be organized in
356 harmony with the departmental structure of the General Conference but shall not necessarily duplicate the
357 departments in the Southern Union Conference, North American Division, or the General Conference.
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359 **ARTICLE VIII - SUBSIDIARY MINISTRIES**

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361 **Section 1. Corporations and Agencies.** The Gulf States Conference may carry on its ministry through
362 subsidiary agencies, organizations, and institutions that may, where necessary and
363 appropriate, function either as unincorporated or incorporated entities. The Gulf States Conference shall secure
364 the approval from the North American Division prior to the formation of any corporation.
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367 **Section 2. Constituency Meetings of Subsidiaries.** The constituency meetings of the Gulf States Conference
368 legally organized subsidiaries shall be held in conjunction with the regularly scheduled constituency meetings of
369 the Gulf States Conference or as provided by the Articles of Incorporation of the respective subsidiary legal
370 organizations. The election of the Board of Directors or Executive Committee of these legally organized entities
371 shall be in harmony with the statutory laws applicable to each such entity.
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374 **ARTICLE IX - FINANCE**

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376 **Section 1. Tithes and Offerings.** The church funds managed by the Gulf States Conference shall consist of
377 such tithe, including direct tithe, as it shall be assigned by North American Division policy and as received from
378 within its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, and other
379 donations as may be made to it.
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381 **Section 2. Policies.** The portion of the tithe which is reserved for the Gulf States Conference and all other
382 funds shall be used in harmony with the financial policies of the North American Division of the General
383 Conference of Seventh-day Adventists; and in the case of donations, their use shall be in harmony with the
384 specifications of donors and in compliance with government regulations. Tithe is shared with the Southern
385 Union Conference and the North American Division on percentages as set by the North American Division
386 Executive Committee and the General Conference on percentages as set by the Annual Council of the General
387 Conference Executive Committee.
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389 **Section 3. Bank Accounts.** The funds of the Gulf States Conference shall be safeguarded in harmony with the
390 financial policies of the North American Division of the General Conference of Seventh-day Adventists.
391 Monies shall be deposited in the name of the Gulf States Conference of Seventh-day Adventists in regular or
392 special accounts, in such financial institutions as the Gulf States Conference Executive Committee shall
393 designate, and shall be withdrawn only by persons authorized by resolution of the Gulf States Conference
394 Executive Committee.
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396 **Section 4. Financial Statements.** The Gulf States Conference shall prepare appropriate financial statements
397 and shall be responsible for the filing of any financial information directly with the Southern Union Conference
398 and the North American Division of the General Conference of Seventh-day Adventists and, to the extent
399 required by law, with any branch of local or national government. These statements shall also be provided to
400 the delegates at each regular conference constituency session.
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403 **ARTICLE X - BUDGET, SALARY REVIEW AND AUDIT**
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405 **Section 1. Budget.** The Gulf States Conference shall prepare an annual budget in harmony with the policies of
406 the North American Division of the General Conference of Seventh-day Adventists, which shall be reviewed
407 and approved by the Gulf States Conference Executive Committee.
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409 **Section 2. Salary and Expense Review.** The Gulf States Conference Executive Committee shall constitute an
410 employee remuneration committee to annually review the salary and expense of all the employees and set salary
411 rates for the subsequent year in harmony with North American Division working policy.
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413 **Section 3. Independent Audit.** All accounting records of the Gulf States Conference shall be audited at least
414 annually by an auditor designated by the General Conference Auditing Service; and the accounting records of
415 the Gulf States Conference or any of its subsidiaries, agencies, or institutions shall at all times be open to said
416 auditor.
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418 **Section 4. Financial Audit Review Committee.** The Gulf States Conference Executive Committee and each
419 institutional board of the Gulf States Conference shall appoint a Financial Audit Review Committee of
420 approximately seven (7) members to study its annual audited financial report and the auditor's letter to its
421 management. Each committee shall consist of the organization's chief administrator, the chief financial officer,
422 and from the membership of the respective board, at least two (2) laypersons and two (2) non-administrative
423 denominational employees. Each committee shall submit the management letter, in addition to its evaluations
424 and recommendations, to its respective board.
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427 **ARTICLE XI - GULF STATES BOARD OF EDUCATION**
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429 The Gulf States Conference Executive Committee shall establish a Gulf States Board of Education. This Board
430 of Education is granted the authority to operate the educational system of the Gulf States Conference, pre-
431 kindergarten through grade 12, in harmony with the Constitution of the Gulf States Board of Education. The
432 actions of the Gulf States Board of Education may be reviewed by the Gulf States Conference Executive
433 Committee. The appointment of its officers and board members shall be in harmony with the Constitution of the
434 Gulf States Board of Education. This shall be approved at the first Gulf States Conference Executive
435 Committee meeting following the regularly scheduled constituency meeting.
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ARTICLE XII - AMENDMENTS

Amendment, Revision or Repeal. The Bylaws of the Gulf States Conference may be amended, revised, or repealed at any duly called constituency meeting by two-thirds (2/3) majority vote of the delegates present and voting. In the event it is proposed to amend the Bylaws at any specially called constituency meeting, notice of such proposed amendment(s) shall be given specifically in conjunction with the publication of notice for such special session.

ARTICLE XIII – INDEMNIFICATION

Section 1. Limitations.

- A. To the extent permitted by law, and subject to the limitations hereinafter stated, the Gulf States Conference, as determined by its insurance carrier, shall indemnify any person (and his/her executor, administrator, and heirs) who was or is a party or 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 a duly authorized committee of the Gulf States Conference or any of its subsidiaries, or an officer, employee, or agent acting on behalf of the Gulf States 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 provided 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 Gulf States Conference, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.
- B. The amount of any indemnification shall not exceed the amount(s) specified by applicable insurance policy limits of the Gulf States Conference then in force and effect. The Gulf States Conference Executive Committee may authorize additional indemnification if said committee deems it necessary.

Section 2. Rights of Indemnification.

This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of a duly authorized committee of the Gulf States Conference or any of its subsidiaries, or an officer, employee, or agent acting in behalf of the Gulf States Conference may be entitled.