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CONSTITUTION AND BYLAWS
OF THE
MICHIGAN CONFERENCE OF
SEVENTH-DAY ADVENTISTS

Proposed changes to the Constitution and Bylaws adopted at the 34th Business Session of the Michigan Conference of Seventh-day Adventists, Cedar Lake, Michigan, September 2023.

1 **BYLAWS OF THE MICHIGAN CONFERENCE**
2
3 **OF SEVENTH-DAY ADVENTISTS**

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6 **Article 1 – Principal Office**
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8 The principal office for the transaction of the business of the Michigan Conference of
9 Seventh-day Adventists (“Michigan Conference”) is fixed and located in Lansing, Michigan. The
10 Michigan Conference Executive Committee (“Executive Committee”) may, in an emergency,
11 change the location of the office on a temporary basis.
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14 **Article 2 – Relationships**
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16 The Michigan Conference is a part of the Lake Union Conference of Seventh-day
17 Adventists (“Lake Union”), which in turn is a part of the North American Division (“North
18 American Division”) of the General Conference of Seventh-day Adventists (“General
19 Conference”), a world church organization; and all purposes, policies, and procedures of the
20 Michigan Conference shall be in harmony with the working policies and procedures of the North
21 American Division and the General Conference. The Michigan Conference shall pursue the
22 mission of the Seventh-day Adventist Church within the doctrinal guidelines adopted and
23 approved by the General Conference in its quinquennial sessions.
24
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26 **Article 3 - Membership**
27

28 The membership of the Michigan Conference shall consist of such churches as have been
29 or shall be properly organized in any part of the geographic territory under its jurisdiction and
30 formally approved for membership by vote of the delegates at any regularly scheduled
31 constituency meeting. Such churches shall remain indivisible members of the sisterhood of
32 churches unless expelled by the sisterhood of churches in a properly called constituency meeting
33 of the Michigan Conference.
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36 **Article 4 - Representation**
37

38 Full participation at regular and special constituency sessions of the Michigan Conference
39 shall be the prerogative of regular delegates and delegates at large.
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1 Section 4.1: Regular Delegates – The regular delegates are all persons duly accredited
2 by any one of the organized churches of the Michigan Conference. Each church shall be entitled
3 to one delegate for the organization and one additional delegate for each one hundred (100)
4 members or major fraction thereof as of December 31 of the year preceding the meeting, and
5 who hold membership in the local church which accredits them. Delegates must be individuals
6 who qualify for church office as described in the *Seventh-day Adventist Church Manual*, being
7 members in regular status, and paying tithe through the Michigan Conference.

8
9 Section 4.2: Delegates at Large – The delegates at large are:

- 10
11 a. All full- or part-time employees of the Michigan Conference holding current
12 credentials and/or ministerial licenses issued by the Michigan Conference. (As used in
13 this document, all other Michigan Conference members are “lay members.”)
14
15 b. All elected members of the Executive Committee, and Constitution and Bylaws
16 Committee.
17
18 c. The state and area officers of the Michigan Conference Lay Advisory.
19
20 d. The members of the Michigan Conference Board of Education.
21
22 e. The officers and departmental directors of the Lake Union and lay members of the
23 Michigan Conference who serve on the Lake Union Executive Committee.
24
25 f. Members of the General Conference Executive Committee, not to exceed a number
26 equal to ten percent (10%) of the regular delegates.
27
28 g. One student representative from each Michigan Conference senior academy,
29 including Andrews Academy, and one additional student representative from each
30 senior academy for each two hundred (200) students or major fraction thereof in
31 grades 9-12. Each student representative shall be selected by academy
32 administration and must be a member of a Michigan Conference church.
33

34 35 **Article 5 – Constituency Meetings**

36
37 Section 5.1: Regular Meeting – The Michigan Conference shall hold a regular
38 quinquennial constituency meeting at such time and place as the Executive Committee shall
39 designate. Notice of the time and place of the meeting of the delegates representing the
40 members shall be given by:

- 41
42 a. A notice printed in the official publication of the Lake Union at least four (4) weeks
43 before the date of the session, or
44 b. A method approved by the Executive Committee.

1
2 Section 5.2: Special Meeting –
3

- 4 a. The Executive Committee shall call a special constituency meeting, at a time and place
5 it deems proper, when
6
7 1) it is voted by the Executive Committee,
8 2) it is voted by the delegates at any constituency meeting,
9 3) it is voted by the Michigan Conference Lay Advisory,
10 4) it is voted by thirty percent (30%) of the Michigan Conference constituent
11 churches through church board action, or
12 5) it is voted by the Lake Union Executive Committee, North American Division
13 Executive Committee, or General Conference Executive Committee.
14
15 b. The agenda for special constituency meetings shall be included in the notice of the
16 meeting.
17
18 c. The time and place of special constituency meetings shall be given in the same manner
19 as for regularly scheduled constituency meetings.
20

21 Section 5.3: Attendance at Constituency Meetings – Generally, regular and specially
22 called constituency meetings are to be held in person and onsite. However, at the discretion of
23 the Executive Committee, the constituency meeting may be held by means of an electronic
24 conference or similar communications as designated by the Executive Committee by which all
25 persons can hear each other at the same time, and participation by such means shall constitute
26 presence in person and attendance at such a meeting.
27

28 Section 5.4: Election and Term of Office – All executive officers, full-time directors of
29 departments/services, and members of the Executive Committee who are not ex officio members
30 shall be elected by the delegates at the regular meeting of the Michigan Conference constituency
31 meeting and shall hold their offices until the next regular meeting of the Michigan Conference
32 constituency, unless they resign or are removed for cause by the Executive Committee. The
33 election/appointment of associate departmental directors, associate secretaries, or associate
34 treasurers shall be referred to the Executive Committee.
35

36 Section 5.5: Quorum – A simple majority of the delegates authorized hereinabove
37 under Section 4.1 must be present at any regular or special constituency meeting to constitute a
38 quorum to open the transaction of business. Once the meeting is declared open, the delegates
39 shall constitute a quorum.
40

41 Section 5.6: Voting – The election of president, secretary, and treasurer shall be by
42 secret ballot. Voting on all other matters of business shall be by voice vote unless otherwise
43 determined by a majority vote of the delegates present.

1 Section 5.7: Proxy Voting – All delegates must be present in person or participate by
2 means of an electronic conference or similar communications as designated by the Executive
3 Committee at any constituency meeting in order to be eligible to vote. There shall be no voting
4 by proxy.

5
6 Section 5.8: Rules of Order and Parliamentarian – The current edition of *General*
7 *Conference Rules of Order* shall be the authority for rules of order and procedure. In the event a
8 situation arises that is not covered in the *General Conference Rules of Order*, *Robert's Rules of*
9 *Order*, current edition, shall be the authority. The Michigan Conference president may appoint
10 a parliamentarian to serve during constituency meetings.

11
12
13 **Article 6 – Committees and Agendas**
14

15 Section 6.1: To facilitate the business of the constituency meeting, the organizing
16 committee, the nominating committee, and the standing constitution and bylaws committee
17 may convene by means of an electronic conference or similar communications by which all
18 persons participating can hear each other at the same time.

19
20 Section 6.2: Organizing Committee – The Organizing Committee for the regular
21 quinquennial constituency meeting shall be constituted as follows:

- 22
23 a. Each church to be represented at the regular quinquennial constituency meeting shall
24 choose one (1) delegate (either a regular or an at-large delegate) plus one (1)
25 additional delegate for each five hundred (500) members or a major fraction thereof,
26 as of December 31 of the year preceding the meeting. The names of the delegates
27 selected to serve on the Organizing Committee shall be submitted to the Michigan
28 Conference secretary at least thirty (30) days prior to the regular quinquennial
29 constituency meeting. Each member of the Organizing Committee must be a delegate
30 to the constituency meeting and a member of the church choosing such person to be
31 a member of the Organizing Committee.
- 32
33 b. The Michigan Conference District Superintendents shall be ex officio members of the
34 Organizing Committee.
- 35
36 c. The president of the Lake Union, or his representative, shall be a voting member and
37 the chair of the Organizing Committee.
- 38
39 d. The Organizing Committee shall nominate a Nominating Committee to serve for the
40 constituency meeting, a Standing Constitution and Bylaws Committee, and other
41 committees as may be necessary.
- 42
43 e. If the Organizing Committee is to meet prior to the constituency meeting, the time
44 and place of the meeting shall be given in the official notice of the meeting.

1
2 f. A simple majority of the members authorized to serve on the Organizing Committee
3 shall constitute a quorum.
4

5 Section 6.3: Nominating Committee – The Nominating Committee shall consist of at
6 least fifteen (15) and not more than twenty-one (21) delegates, including the president of the
7 Lake Union or his representative, serving as a voting member and its chair. The membership of
8 the committee shall be balanced as nearly as possible between current Michigan Conference
9 employees and lay delegates. Both groups must represent the various segments of the work and
10 territories of the Michigan Conference. There shall be at least one (1) delegate from each district
11 of the Michigan Conference.
12

13 The Nominating Committee shall nominate individuals to fill the following positions:
14 Michigan Conference executive officers, full-time directors of departments/services, and
15 members of the Executive Committee who are not ex officio members. All other positions shall
16 be appointed by the Executive Committee.
17

18 Section 6.4: Standing Constitution and Bylaws Committee – The Standing Constitution
19 and Bylaws Committee shall consist of at least five (5) and not more than seven (7) members,
20 including an officer of the Lake Union, and shall be chaired by the secretary of the Michigan
21 Conference or his/her designee.
22

23 The committee shall function between the regularly scheduled constituency meetings,
24 and shall submit its reports and detailed recommendations to the Executive Committee, for
25 information and comment, and to the next constituency meeting.
26
27

28 **Article 7 – Executive Committee** 29

30 Section 7.1: Membership – The Executive Committee shall be elected at its regularly
31 scheduled constituency meeting and shall consist of not more than seventeen (17) members.
32 The president, secretary, and treasurer shall be members ex officio of the Executive Committee.
33 The remaining membership shall be balanced as nearly as possible between current Michigan
34 Conference employees and lay members, (as defined in Section 4.2 subpart a above) and must
35 represent the various segments of the work and territories of the Michigan Conference. In
36 addition, vice-presidents of the Michigan Conference, if any, shall serve as ex officio non-voting
37 members.
38

39 The officers of the Lake Union, of the North American Division and of the General
40 Conference are members ex officio of the Executive Committee; however, their membership
41 shall be in addition to the number detailed above. Any such officers exercising their voting rights
42 at any one meeting shall not make up more than ten percent (10%) of the committee
43 membership present.
44

1 Section 7.2: Delegated Authority – The Executive Committee is delegated the authority
2 to act on behalf of the constituents between regular sessions, including the authority to elect
3 directors of departments/services, board and committee members, and the authority to remove,
4 for cause, officers, directors of departments/services, board and committee members.
5

6 Section 7.3: Administrative Authority – The Executive Committee is delegated the
7 authority to act on behalf of the constituents between regular sessions, including the authority:
8

- 9 a. To elect, appoint, hire, and/or remove ministers, teachers, secretaries, and other
10 persons as deemed necessary for the work of the Michigan Conference.
11
- 12 b. To grant and to withdraw credentials and licenses. The withdrawal of credentials and
13 licenses, the removal of officers, and the removal from or appointment to the
14 Executive Committee shall require the consent of two-thirds (2/3) of the members of
15 the Executive Committee.
16
- 17 c. To fill for the current term any vacancies that may occur for any reason in its boards,
18 committees, departments, or in offices which have been filled by election or
19 appointment, except for executive officers.
20
- 21 d. To develop officer profile information and provide it to the Nominating Committee of
22 the constituency session.
23
- 24 e. To review and approve the minutes of Michigan Conference constituency sessions.
25

26 Section 7.4: If for any reason a vacancy occurs in the office of the president, secretary,
27 or treasurer, a search committee (“Search Committee”) shall develop officer profile information.
28 If the vacancy occurs more than ninety (90) days prior to the next regular constituency meeting,
29 the Search Committee shall fill such office. Within thirty (30) days after the vacancy occurs, the
30 Search Committee shall be called by its chairman, the president of the Lake Union, or his
31 representative. The Search Committee shall be composed of the surviving members of the
32 Nominating Committee, which served at the previous quinquennial session, provided they are
33 currently residing in the State of Michigan and are members in good standing of the Michigan
34 Conference, and the members of the Executive Committee.
35

36 At the first meeting of the Search Committee, its members shall consider all the names
37 which come before it, and shall by ballot reduce the number of candidates. The Search
38 Committee shall appoint a subcommittee, chaired by the chair of the Search Committee, and
39 shall consist of ten (10) members and two (2) alternates, one-half (1/2) of which shall be lay
40 members and one-half (1/2) of which shall be Michigan Conference employees (as defined by
41 Section 4.2 subpart a above). The subcommittee shall be divided into teams consisting of one (1)
42 lay member and one (1) employee each. Each team shall develop officer profile information on
43 one (1) or more of the names selected by the Search Committee. The subcommittee shall
44 assemble the officer candidate profile information and provide it to the Search Committee prior

1 to its second meeting. The vacancy shall be filled within ninety (90) days of the vacancy's
2 occurrence.

3
4 If a vacancy occurs in the office of president, secretary, or treasurer less than ninety (90) days
5 prior to a regular constituency meeting, the process described in the preceding paragraph shall
6 be used to the extent possible, except that the report of the subcommittee of ten (10) shall be
7 to the Nominating Committee elected at such session.

8
9 Section 7.5: Regular Meetings – The Executive Committee shall schedule regular
10 meetings at such times and places as it may select.

11
12 Section 7.6: Special Meetings – Special meetings of the Executive Committee may be
13 called at any time or place by the president, or in his absence, by the secretary. A special meeting
14 shall also be called by the secretary in response to the written request of a majority of the
15 members of the Executive Committee.

16
17 Section 7.7: Attendance at Meetings – Executive Committee members may participate in
18 meetings in person, or when deemed necessary by the president, or in his absence, by the
19 secretary, members may participate by means of an electronic conference or similar
20 communications by which all persons participating can hear each other at the same time.

21
22 Section 7.8: Quorum – A majority of the members of the Executive Committee shall
23 constitute a quorum.

24 25 26 **Article 8 – Executive Officers and Vice President(s)**

27
28 Section 8.1: Executive Officers – The executive officers of the Michigan Conference shall
29 be a president, a secretary, and a treasurer. The secretary and treasurer may be one individual
30 known as the secretary-treasurer. It is the duty of these officers, in consultation with one
31 another, to carry forward the work according to plans, policies, and programs voted by the
32 constituency and/or the Executive Committee. These plans, policies, and programs shall be in
33 harmony with the doctrines and actions adopted and approved by the General Conference in its
34 quinquennial sessions.

- 35
36 a. President – The president, who shall be an ordained minister of experience, is the first
37 officer and shall report to the Executive Committee in consultation with the secretary
38 and the treasurer. He shall act as chairman of the constituency meetings and the
39 Executive Committee, and serve in the general interests of the Michigan Conference
40 as the constituency and the Executive Committee shall determine. In his leadership,
41 he shall adhere to the policies of the Lake Union, the North American Division, and
42 the General Conference; work in harmony with the Lake Union Executive Committee,
43 and in close counsel with the Lake Union officers.

1 b. Secretary – The secretary shall work under the direction of the Executive Committee
2 and shall act as vice-chairman of the Executive Committee. If the office of president
3 becomes vacant for any reason, the secretary shall serve as acting president until the
4 office of president is filled. It shall be the duty of the secretary to keep the minutes
5 of the Michigan Conference constituency meetings and of the Executive Committee
6 meetings; to furnish copies of these minutes to all members of the Executive
7 Committee and to the officers of the Lake Union; to collect such data as may be
8 desired by the president or by the Executive Committee, and to perform such other
9 duties as usually pertain to the office.

10
11 c. Treasurer – The treasurer shall work under the direction of the Executive Committee.
12 It shall be the duty of the treasurer to receive all funds, to disburse them in harmony
13 with the actions of the Executive Committee, to remit all required funds to the Lake
14 Union and the General Conference in harmony with North American Division policy,
15 and to render such financial statements at regular intervals as may be desired by the
16 president or by the Executive Committee. Copies of these financial statements shall
17 be furnished to the officers of the Lake Union. Bank accounts approved by the
18 Executive Committee shall be managed by the treasurer and/or such other individuals
19 as may be authorized by the Executive Committee. The treasurer shall also perform
20 such other duties as usually pertain to the office.

21
22 Section 8.2: Vice President – One (1) or more vice president(s) may be elected to assist
23 the president with specialized areas of administration in the Michigan Conference.

24
25
26 **Article 9 – Departmental Directors**

27
28 Section 9.1: Advisory Role – The directors of the departments/services of the Michigan
29 Conference shall work under the direction of the Executive Committee and the president, and
30 shall serve in an advisory relationship to the field.

31
32 Section 9.2: Departments/Services Structure – Michigan Conference
33 departments/services shall be organized in harmony with the departmental/service structure of
34 the General Conference, but shall not necessarily duplicate the departments/services in the Lake
35 Union, in the North American Division, or the General Conference.

36
37
38 **Article 10 – Subsidiary Ministries**

39
40 Section 10.1: Corporations and Agencies – The Michigan Conference may carry on its
41 ministry through subsidiary agencies, organizations, and institutions that may, where necessary
42 and appropriate, function either as unincorporated or incorporated entities. Before the Michigan
43 Conference forms any legal organization it shall secure the approval of the Lake Union and the
44 North American Division.

1 records of the Michigan Conference or any of its subsidiaries, agencies, or institutions shall at all
2 times be open to said auditors.

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5 **Article 13 – Amendment, Revision, and Repeal**
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7 The Constitution or the Bylaws of the Michigan Conference may be amended, revised, or
8 repealed at any duly-called constituency meeting by two-thirds (2/3) vote of the delegates
9 present and voting at any such constituency meeting of the Michigan Conference, provided that
10 if it is proposed to amend the Constitution or Bylaws at any constituency meeting, notice of such
11 proposed amendments shall be given specifically in conjunction with the publication of notice for
12 such special session, and proposed amendment(s) and the wording thereof shall be mailed to the
13 delegates prior to the constituency meeting.
14

15
16 **Article 14 – Indemnification**
17

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

29 This right of indemnification shall be, in addition to, and not exclusive of, all other rights
30 to which such member of the Executive Committee, or an officer or department director may be
31 entitled.
32

33
34 **Article 15 – Dissolution and Disposition of Assets**
35

36 The Michigan Conference may be dissolved only by a two-thirds (2/3) majority vote of the
37 delegates present and voting at any constituency meeting.
38

39 In the event of the dissolution of the Michigan Conference, all assets remaining after all
40 claims have been satisfied shall be transferred to a legal entity authorized by the Lake Union.
41