



46  
47 **BYLAWS OF THE DAKOTA CONFERENCE**  
48 **OF**  
49 **SEVENTH-DAY ADVENTISTS®**  
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52 **ARTICLE I**  
53 **Principle Office**  
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55 The principle office for the transaction of business of the Dakota Conference (and the conference  
56 corporations) is located in Bismarck, North Dakota. The location of the principle office may be changed  
57 by a majority vote at any constituency meeting, provided, however, in the event of an emergency; the  
58 location may be changed by the executive committee on a temporary basis.  
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61 **ARTICLE II**  
62 **Purpose**  
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64 The Dakota Conference is a part of the Mid-America Union Conference, which in turn, is a part of the  
65 North American Division. This conference shall pursue the mission of the church as stated in the 28  
66 fundamental beliefs.  
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69 **ARTICLE III**  
70 **Membership**  
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72 **Section 1: Members**  
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74 The membership of this conference shall be composed of all the churches which are, or may be properly  
75 organized within the geographic areas of North Dakota and South Dakota and accepted by vote of the  
76 Executive Committee of the Dakota Conference of Seventh-day Adventists, hereinafter referred to as  
77 the Executive Committee, subject to ratification by the delegates of this conference, as set forth in  
78 Section 2 of this article, at its next session. Such churches shall remain indivisible members of the  
79 sisterhood of churches until disbanded by the delegates of the conference in a properly called  
80 constituency meeting of the conference.  
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82 **Section 2: Representation at Constituency Sessions**  
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84 The delegates at any constituency session of this conference shall be regular delegates and delegates at  
85 large. All delegates appointed to represent the members of this conference at any constituency session  
86 shall be members of the Seventh-day Adventist Church. Voice and vote privileges of this conference  
87 shall be the prerogative of:  
88

89 A. Such delegates as shall be duly accredited by the organized churches of the conference. Each

- 90 church shall be entitled to one delegate for the organization, one additional delegate for each  
91 twenty (20) and one additional delegate if remainder is greater than ten (10). Delegates shall  
92 hold membership in the local church, which accredits them. If the church chooses to elect  
93 fewer delegates than its entitlement, only those who are elected and are present at the  
94 constituency meeting may vote.  
95  
96 B. All members of the Executive Committee.  
97  
98 C. All members of the Board of Trustees of the Dakota Conference Corporation of Seventh-day  
99 Adventists hereinafter referred to as the Board of Trustees.  
100  
101 D. All officers and departmental directors of the Mid-America Union Conference.  
102  
103 E All employees holding credentials or licenses issued by this conference.  
104  
105 F. Two (2) officers from the North American Division and two (2) officers from the General  
106 Conference.  
107  
108 G. All members of the Constitution & Bylaws Committee.  
109

110 **Section 3: Quorum**

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112 At least fifty-five percent (55%) of the delegates authorized herein above under Section 2-A of Article  
113 III of these bylaws must be present at any regular or special constituency meeting to constitute a quorum  
114 for the transaction of business. Once the meeting is declared open, the delegates present shall constitute  
115 a quorum.  
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117 **Section 4: Proxy Voting**

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119 All delegates must be present in person at any constituency meeting in order to be eligible to vote. There  
120 shall be no voting by proxy.  
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123 **ARTICLE IV**  
124 **Constituency Meetings**  
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126 **Section 1: Regular Meeting**

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128 This conference shall hold a regular quinquennial constituency meeting at such time and place as the  
129 Executive Committee shall designate. Written notice of the time and place of the session of the delegates  
130 representing the members shall be given in the official publication of the Mid-America Union  
131 Conference at least six (6) weeks before the date of the session.  
132

133 **Section 2: Special Meeting**

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135 The Executive Committee by a two-third (2/3) majority vote may call a special constituency meeting at  
136 such time and place as it deems proper. Written notice of the time and place of special constituency  
137 meetings shall either be given in the same manner as for regularly scheduled constituency meetings or  
138 by written notice to each delegate mailed at least thirty (30) days prior to convening such special session.  
139 The transactions of such sessions shall have the same authority as those of the regularly scheduled  
140 constituency meetings. If it is proposed to amend the constitution or the bylaws of the conference at a  
141 specially called session of the constituency, notice of such proposed amendment(s) shall be given in the  
142 notice for such special session. In all other respects, except the election of officers, directors of  
143 departments and Executive Committee members, any specially called meeting of the constituency may  
144 be free to include on its agenda any item that could be included on the agenda of a regularly scheduled  
145 session.

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### 147 **Section 3: Election and Term of Office**

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149 All officers, directors of departments and members of the Executive Committee who are not ex officio  
150 members shall be elected by the delegates at the quinquennial session of the conference constituency  
151 and shall fill their offices until the next quinquennial session of the conference constituency, except that  
152 the Executive Committee shall fill vacancies created by resignations; removal for cause, or other  
153 contingency between quinquennial sessions.

154

### 155 **Section 4: Delegate Kit**

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157 A constituency kit shall be mailed to all elected delegates that shall be postmarked at least twenty (20)  
158 days prior to the session.

159

160 The kit shall include the following:

161

162 A. A written agenda prepared by administration in consultation with and approved by the  
163 Executive Committee.

164

165 B. Synopsis of agenda issues including pro and con papers on major items as developed under  
166 direction of the conference administration.

167

168 C. Financial reports.

169

170 D. Nominating Committee Report

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### 172 **Section 5: Voting**

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174 Voting for election of officers shall be carried out by secret ballot. The voting on all other matters of  
175 business shall be by voice vote unless otherwise determined by a simple majority of the delegates  
176 present, unless otherwise specified.

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## **ARTICLE V** **Committees**

### **Section 1: Appointment of Standing Committees**

Standing Committees include the Executive Committee, the Constitution and Bylaws Committee and such other committees that the Executive Committee is empowered to choose between sessions.

No more than fifty percent (50%) of committee members, excluding ex officio members, may concurrently serve on the two major committees. "Major committees" is defined as: (1) Executive Committee and (2) K-12 Board of Education. Members of these committees may not serve more than two consecutive terms without one intervening term.

### **Section 2: Nominating Committee**

The purpose of the Nominating Committee shall be to recommend persons to the session to be elected as President, Vice President of Administration, Vice President of Finance, members of the Executive Committee, members of the Corporation Board of Trustees, members of the Constitution and By-Laws Committee, and the directors of departments and any other committee members, as needed.

The Nominating Committee shall consist of two lay members and one conference employee from each territorial region. The president of the Mid-America Union Conference, or appointed designee, shall serve as the chair.

- A. The Constitution and Bylaws Committee shall be responsible for apportioning the churches of the conference into eight (8) territorial regions numerically balanced according to church membership.
- B. The Nominating Committee shall be elected by having the elected delegates from the churches within the territorial regions (see Article III Section 2 A.) for the actual constituency meeting, come together to their regional meetings. The conference president, or his designee, shall chair the regional meetings of the delegates.
- C. The regional meetings shall be completed so that the Nominating Committee is selected at least ninety (90) days prior to the date of the quinquennial session.
- D. The Nominating Committee shall commence its work at the call of its chair, no later than thirty (30) days prior to the day of the session.
- E. All information and materials, such as personnel and committees to be filled and the names of the individuals presently serving in these capacities, shall be supplied to the members of the Nominating Committee at least ten (10) days before the nominating committee meets.

222 F. When called by the president of Mid-America Union Conference, a quorum of the  
223 Nominating Committee shall be sixty percent (60%) of the number of elected members.  
224

225 G. Following the publication of the nominating committee's report to the delegates of the  
226 upcoming session, the nominating committee shall meet prior to the next regular session to  
227 receive concerns relating to the nominating committee report.  
228

### 229 **Section 3: Constitution and Bylaws Committee**

230

231 Each regularly scheduled constituency meeting of this conference shall elect a standing Constitution  
232 and Bylaws Committee. This committee shall function between the regularly scheduled sessions of  
233 the constituency and shall submit its reports and detailed recommendations to the Executive  
234 Committee and to the next regular constituency meeting. The Mid America Union Vice President of  
235 Administration or his designee shall serve as an ex-officio member. The Conference Vice President of  
236 Administration shall serve as chair.  
237

238 The Nominating Committee of the conference shall appoint one employee from within the conference  
239 from the credentialed employees of the conference and four lay persons from North Dakota and three  
240 lay persons from South Dakota. These names will be ratified to serve by the delegates at the regularly  
241 scheduled constituency meeting.  
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## 245 **ARTICLE VI** 246 **Executive Committee**

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### 248 **Section 1: Delegated Authority**

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249 The Executive Committee is delegated the authority to act on behalf of the constituents between regular  
250 sessions, as hereinafter provided. The Executive Committee shall appoint such committees and shall  
251 employ such personnel and distribute its workers as may be necessary to execute its work effectively.  
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### 254 **Section 2: Membership of Executive Committee**

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255 The Executive Committee shall be elected at the regularly scheduled constituency meeting and shall  
256 consist of the following members. The President, Vice President of Administration, and Vice President  
257 of Finance shall be members ex officio of the Executive Committee. The remaining membership shall  
258 be composed of four (4) denominational employees and ten (10) lay persons from various sections of  
259 the conference, subject to term limits of ARTICLE V, Section 1. It is further stipulated that any of the  
260 members, except ex-officio members, must have been residents of the Dakota Conference for at least  
261 one year. If the status of any elected member changes during the quinquennium, the Executive  
262 Committee shall appoint a new member keeping in mind the guidelines specified in Article VI, Section  
263 2.  
264

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### 265 **Section 3: Power of Appointment**

266

267 The Executive Committee shall have full administrative power to:

268

269 A. Appoint members of the K-12 Board of Education, and Conference Finance Committee and  
270 such other committees as deemed necessary.

271

272 B. Fill for the current term any vacancies in its boards, committees, departments/services, or in  
273 offices, which have been filled by conference elections.

274

275 C. Grant and withdraw credentials and licenses. The withdrawal of credentials or filling of  
276 vacancies on the Executive Committee shall require the consent of two-thirds (2/3) of the  
277 remaining members of the Executive Committee.

278

279 D. Terminate any officer, director, or other elected individual, for cause, upon the consent of  
280 two-thirds (2/3) of the remaining members of the Executive Committee.

281

#### 282 **Section 4: Regular Meetings**

283

284 The Executive Committee shall meet on a regular basis at such times and places as it may select. The  
285 Executive Committee shall meet at least once every two months per calendar year. Executive  
286 Committee members will receive a tentative agenda prior to such meetings. Meetings will be  
287 conducted by telephone conference call, if and when deemed necessary or desirable by the chair.

288

289 A. Suggested agenda items may be added by any constituent by presenting the items to the  
290 chairman of the Executive Committee at least two weeks before the scheduled meeting.

291

292 B. Constituents may attend meetings but may be asked to leave if confidential items  
293 necessitate an executive session.

294

#### 295 **Section 5: Special Meetings**

296

297 Special meetings of the Executive Committee may be called at any time or place by the President or in  
298 the President's absence, by the Vice President of Administration. A special meeting shall also be called  
299 by the Vice President of Administration in response to the written request of a majority of the members  
300 of the Executive Committee. When notice is given, by mail or phone, a tentative agenda shall be  
301 provided to each committee member.

302

#### 303 **Section 6: Quorum**

304

305 A majority of the members of the Executive Committee shall constitute a quorum.

306

#### 307 **Section 7: Required Attendance**

308

309 If an Executive Committee member misses, without adequate explanation, three regularly scheduled

310 meetings in succession or four meetings within a year's time (including teleconference call meetings),  
311 the Executive Committee shall replace that member.

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## ARTICLE VII

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### Officers

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#### Section 1: Officers' Titles

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The officers of this conference shall be a President, a Vice President of Administration, and a Vice  
320 President of Finance. The Vice President of Administration and the Vice President of Finance may be  
321 one individual.

322

#### Section 2: President

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325

The President is the chief executive officer and shall act as chair of constituency meetings, and the  
326 Executive Committee, and work in the general interest of the conference as the Executive Committee  
327 may advise. Under the president's leadership, adherence shall be made to the policies of the North  
328 American Division and the Mid-America Union Conference and work in close counsel with the North  
329 American Division Committee on Administration.

330

#### Section 3: Vice President of Administration

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The Vice President of Administration shall act as vice-chair of the Executive Committee. It shall be the  
334 duty of the Vice President of Administration to keep the minutes of the conference constituency  
335 meetings and the Executive Committee meetings; to furnish copies of these minutes to all members of  
336 the Executive Committee and to the officers of the Mid-America Union Conference; to collect such data  
337 as may be desired by the President or by the Executive Committee; and to perform such other duties as  
338 usually pertain to the office or as directed by the Executive Committee.

339

#### Section 4: Vice President of Finance

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It shall be the duty of the Vice President of Finance to receive all funds, to disburse them in harmony  
343 with the actions of the Executive Committee, and to tender such financial statements at regular intervals  
344 as may be desired by the President of the conference or by the Executive Committee. Copies of the  
345 conference financial statements shall be furnished to the officers of the Mid-America Union Conference.  
346 Bank accounts approved by the Executive Committee shall be operated by the Vice President of Finance  
347 and/or such other individuals as may be authorized by the Executive Committee.

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## ARTICLE VIII

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### Departmental Directors

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#### Section 1: Advisory Role

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

**Section 2: Departments/Services Structure**

Conference departments/services shall be organized in harmony with the departments/services structure of the General Conference as much as possible.

**ARTICLE IX  
Subsidiary Ministries**

**Section 1: Corporations and Agencies**

The Dakota Conference may carry on its ministry through subsidiary agencies, organizations, and institutions that may, where necessary and appropriate, function either as unincorporated or incorporated entities.

**Section 2: Constituency Meetings of Subsidiaries**

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

**ARTICLE X  
Finance**

**Section 1: Tithes and Offerings**

The funds of this conference shall consist of such tithes as it shall receive from the geographic areas of North Dakota and South Dakota, and such gifts, legacies, bequests, direct tithes and other donations as may be made to it.

**Section 2: Policies**

The tithe and all other funds shall be used in harmony with the financial policies of the North American Division, and in the case of donations, their use shall be in harmony with the specifications of the donors and in compliance with Internal Revenue Code.

**Section 3: Bank Accounts**

398

399 The funds of the conference shall be safeguarded in harmony with the financial policies of the North  
400 American Division. Monies shall be deposited in the name of the Dakota Conference in regular or  
401 special accounts, in such banks or savings institutions, as the Executive Committee shall designate, and  
402 shall be withdrawn only by persons authorized by a vote of the Executive Committee.

403 **Section 4: Financial Statements**

404

405 The Dakota Conference shall prepare annually appropriate statements of income and fund balances and  
406 shall be responsible for the filing of any financial information directly with the Mid America Union, the  
407 North American Division and/or the General Conference, and to the extent required by law, with any  
408 branch of local, state or federal government.

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**ARTICLE XI**

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**Budget, Salary Review and Audit**

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414 **Section 1: Budget**

415

416 The Dakota Conference shall prepare an annual budget in harmony with the policies of the North  
417 American Division.

418

419 **Section 2: Salary and Expense Review**

420

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

423

424 **Section 3: Independent Audit**

425

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

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**ARTICLE XII**

432

**Amendments**

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434 **Section 1: Amendment, Revision and Repeal**

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436 The Articles of Incorporation or the Bylaws of the Dakota Conference may only be amended, revised  
437 and/or repealed at any duly called regular or special constituency meeting by a two-thirds (2/3) vote of  
438 the delegates present and voting at any such constituency meeting of the conference. In addition, at a  
439 special constituency meeting a proposal to amend, revise and/or repeal the Articles of Incorporation or  
440 the Bylaws of the Dakota Conference may only be considered and brought to a vote if notice of such  
441 proposal(s) has been given in the notice(s) for such special session.

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**ARTICLE XIII**  
**K-12 Board of Education**

**Section 1: Name**

The organization shall be known as the K-12 Board of Education for the Dakota Conference of Seventh-day Adventists, hereinafter referred to as the K-12 Board of Education.

**Section 2: Purpose**

The purpose of this organization shall be:

- A. To assume general responsibility for long-range planning of the K-12 conference educational system.
- B. To conform to the North American Division Working Policy and the Mid-America Union Education Code.
- C. To administer the educational program of the conference pursuant to the constitution, bylaws and working policies of the Board of Education.
- D. To assume, as delegated by the Executive Committee, the responsibility for the employment, assignment, transfer, retirement, termination or dismissal of personnel in the Dakota Conference schools in K-12.
- E. To develop a plan and formulate procedures designed to evaluate school personnel regularly and routinely.
- F. To arbitrate major appeals and grievances.
- G. To receive and consider applications from schools desiring to teach secondary subjects.
- H. To receive and consider applications from churches desiring to open a church school.
- I. To administer an annual budget for schools K-12, as voted by the Executive Committee.
- J. To apply salary rates for all educational personnel within the wage scale policy of the Mid-America Union Conference.
- K. To approve annual school calendars meeting State and Union Conference Board of Education requirements.

485

486 L. To evaluate facility needs in terms of pupil population projections and to develop an overall  
487 long-range plan for erecting new facilities, renovating and/or remodeling existing schools.

488 M. To evaluate recommendations of the Dakota Conference superintendent of schools  
489 regarding new schools and/or consolidation of existing schools.

490

491 N. To appoint subcommittees (standing or ad-hoc) as needed. Subcommittees may include, but  
492 are not limited to, DAA Finance, DAA Personnel-Policies, DAA Building-Grounds, and  
493 DAA Advancement. Dakota Conference Officers and Educational Superintendent shall be  
494 members, ex-officio to all subcommittees, with full voting privileges.

495

496 **Section 3: Membership and Officers of the K-12 Board of Education**

497

498 A. The membership of the K-12 Board of Education shall consist of:

499

500 1. Voting Members by Virtue of Office Held:

501

502 Conference President - chair

503 Conference Superintendent of Schools

504 Dakota Adventist Academy Principal

505 Dakota Adventist Academy Vice Principal of Finance

506 Conference Vice President of Finance

507 Conference Vice President of Administration

508 Union Conference Director of Education (or designee)

509

510 2. Additional Voting Elected Members:

511

512 a. The members of the K-12 Board of Education shall be appointed by the Executive  
513 Committee in regular session and should be chosen from a cross-section of the  
514 geographic areas and memberships of North Dakota and South Dakota.

515

516 b. The following categories will make up the K-12 Board of Education:

517

518 Lay persons: ten (10\*) (at least three of which should be persons with business expertise and three of  
519 which may be elementary operating committee chairs)

520

521 Teachers/principals elementary – two (2)

522

523 Pastors – two (2), one shall be from North Dakota, one shall be from  
524 South Dakota.

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526 B. The DAA Development Director, DAA Alumni President are advisory positions.

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528 C. The term of office shall be concurrent with the term of the Executive Committee members.

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**Section 4: Meetings**

- A. K-12 Board of Education meetings shall be held at least four (4) times a year and shall be called by the chair of the Board of Education. Whenever possible the time of the next board meeting will be set each time the board meets. It is recommended that they meet every two months during the school year.
- B. Notification of the meetings shall include the following.
  - 1. A notification shall be given at least two weeks prior to the meeting.
  - 2. An agenda.
- C. Suggested agenda items should be in the Office of Education two weeks before the meeting.
- D. A majority of the members of the K-12 Board of Education shall constitute a quorum.

**Section 5: Executive Committee (K-12 Board of Education)**

- A. The K-12 Board of Education will elect members of its Executive Committee.
- B. The Executive Committee of the K-12 Board of Education shall be composed of the following personnel:
  - Conference President (or designee) - chair
  - Education Superintendent
  - Conference Vice President of Administration
  - Conference Vice President of Finance
  - Academy Principal
  - Academy Vice Principal of Finance
  - Other members as deemed necessary and elected by the K-12 Board of Education

**Section 6: Rules of Procedures**

North American Division rules of parliamentary procedures shall be followed in conducting the business meeting of this board.

**ARTICLE XIV  
Elementary Schools**

**Section 1: Operating**

- 574 A. Each elementary school shall have its own operating committee selected by the  
575 constituency of the school.  
576 B. The conference superintendent of education, union director of education or appointed  
577 designee and the conference president or appointed designee shall be voting members of the  
578 elementary operating committee.  
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581 **ARTICLE XV**  
582 **Dakota Adventist Academy Preamble**  
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584 Dedicated Seventh-day Adventist laypersons and workers established Dakota Adventist Academy in a  
585 location that seemed to fit the requirements for a Christian education on the secondary level. Its purpose  
586 is to offer the opportunity for the youth of North Dakota and South Dakota to receive an education that  
587 will enhance the development of the physical, mental and spiritual powers on the secondary level. This  
588 article is to provide an outline for the orderly operation of the school and as a guide for its officers.  
589

590 **Section 1: Name**  
591

592 The name of this academy shall be Dakota Adventist Academy.  
593

594 **Section 2: Location**  
595

596 Dakota Adventist Academy, located on property in Burleigh County North Dakota, is owned by the  
597 Dakota Conference Corporation the legal entity for the Dakota Conference.  
598

599 **Section 3: Purpose**  
600

601 The purpose of Dakota Adventist Academy is:  
602

- 603 A. To provide a Christian education, within the philosophical framework of Seventh-day  
604 Adventists, without discrimination because of race, gender, color or national origin; to  
605 encourage development of a Christ-like character within its students; to prepare young  
606 people to assume responsible roles as church lay members, church leaders, and in other  
607 important fields, in order to do their honest part in contributing toward the betterment of life  
608 for their fellow men and the salvation of souls for the kingdom of God.  
609  
610 B. To adopt the North American Division Working Policy and the Mid-America Union  
611 Educational Code.  
612

613 **Section 4: Dakota Adventist Academy Operations**  
614

- 615 A. Dakota Adventist Academy shall be directed by the K-12 Board of Education which  
616 functions by authority of the Conference Executive Committee.  
617

618 **Section 5: Financial Support**

619

620 A. The financial support of the school shall be derived from:

621

622 1. Tuition and fees charged by the K-12 Board of Education to each enrolled  
623 student.

624 2. Dakota Conference subsidies.

625 3. Endowment Fund earnings.

626 4. Donations, wills, legacies and miscellaneous income.

627

628 **Section 6: Dissolution**

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630 A. The dissolution of this academy may be effected by a three-fourths (3/4) vote of the  
631 delegates present and voting at any regular or special session of the Dakota Conference  
632 constituency, provided that if it is proposed to dissolve the academy at a special session,  
633 notice of the proposal to dissolve shall be given in the call for special session.

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635 B. After all claims against the academy have been satisfied, any remaining funds shall be  
636 transferred to the Dakota Conference Corporation for distribution to the Dakota Conference.

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**ARTICLE XVI**  
**Indemnification**

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641 The conference shall indemnify any person who is serving or has served as a member of the Executive  
642 Committee, any other committees or boards, or officers of the conference and their executor,  
643 administrator and heirs, against all reasonable expenses, including, but not limited to, judgments, costs  
644 and legal fees, actually and necessarily incurred by them, in connection with the defense of any  
645 litigation action, suit or proceeding, civil, criminal, or administrative, to which they may have been a  
646 party by reason of being or having been a member of the Executive Committee, other committees or  
647 boards, or officer of the conference, except they shall have no right to reimbursement for matters in  
648 which they have been adjudged liable to the conference for negligence or misconduct in the  
649 performance of their duties. This right of indemnification shall be in addition to, and no exclusion of,  
650 all other rights to which such member of the Executive Committee, other committee or board, or  
651 officer may be entitled.

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**ARTICLE XVII**  
**Dissolution**

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656

657 In the event of the dissolution of this conference, all assets remaining after all claims have been satisfied  
658 shall be transferred to the Mid-America Union Conference of Seventh-day Adventists or its successors.