

BYLAWS

ARTICLE I

ZONAL ADMINISTRATION

Sec. 1. The North America Ghanaian Seventh-day Adventists, hereinafter referred to as the NAGSDA, normally shall conduct most of its work through its zones, each zone to operate within a specified territory in harmony with NAGSDA's constitution, bylaws and policies.

~~Sec. 2. Zones. The duly organized zones are: Central Zone, North-East Zone, South-East Zone and Western Zone.~~

Sec. 2 3. Zonal Territory. The boundaries of these zones may be reviewed for adjustment at the triennial sessions, upon the recommendation of the NAGSDA's Executive Committee. In an emergency, an exception to the requirement of triennial session representation shall be made. In such emergency, the NAGSDA's Executive Committee shall make whatever adjustments are necessary for the conduct of the work in the zones affected. The NAGSDA Executive Committee shall recommend such adjustments to delegates of the next triennial session *ex post facto* and the action shall be subject to ratification at that session.

ARTICLE II

ZONAL COUNCIL

Sec. 1. In each zone, a Zonal Council shall be constituted, as hereinafter provided, for the transaction of business pertaining to the zone. The Zonal Council functions on behalf of the NAGSDA Executive Committee in the zone, and its authority shall be recognized by local congregations in matters of zone administration and counsel.

Sec. 2. The NAGSDA Executive Committee may establish for the use, benefit, and purpose of NAGSDA in states or provinces of each zone various legal entities and may entrust to these legal entities or to other entities previously established the full responsibility of property, governance, or other functions provided such responsibility is exercised in harmony with policies and values of NAGSDA and the Seventh-day Adventist church.

Sec. 3. Each Zonal Council of NAGSDA shall consist of:

a. Ex Officio Members

i) The President, Secretary, and Treasurer of the zone, a zonal representative for each NAGSDA ministry department, a representative from each standing or ad hoc NAGSDA committee as provided for in the Constitution;

- ii) The most recent President, Secretary, and Treasurer of the zone, if not currently serving in other capacity on the Zonal Council as provided in this section;
- iii) The church pastor of each member congregation;
- iv) The president, secretary, and treasurer of NAGSDA.

b. Elected Members

- i) One layperson from each member congregation without regard to membership size.
- ii) One additional representative for each two hundred (200) members or a major fraction thereof, from each member congregation.
- iii) The congregations shall select and announce their representatives to the elected zonal executive officers within two month following the NAGSDA triennial session.
- iv) No fewer than two and no more than three members, appointed by the Zonal Council from young adults.
- v) The Zonal Council shall appoint the young adult representatives at the first regular semi-annual meeting following the NAGSDA triennial session.
- vi) The above laypersons or pastors shall be Seventh-day Adventists in regular standing.

Sec. 4. The decisions and actions taken by Zonal Councils pertaining to the administration of affairs in zonal territories shall be considered final, provided they are in harmony with the mission, plans and policy of NAGSDA as set forth in the Constitution, Bylaws, and with NAGSDA Executive Committee actions. These decisions and actions, to the extent that they are not inconsistent with the NAGSDA Constitution or Bylaws, shall be binding on the zone's member congregations.

Sec. 5. One third (1/3) of the members of a Zonal Council, including the President of the Zone who is chairperson of the Zonal Council, shall constitute a quorum for the transaction of routine business. When the chairperson is unable to be present, the Secretary may convene such a meeting and shall serve as chairperson. Minority meetings of less than one third (1/3) members of the Zonal Council may be held for the transaction of urgent routine business, but actions taken at such meetings shall not be final until the minutes of such meetings have been approved in a meeting with a quorum present.

Sec. 6. A quorum of two thirds (2/3) of the Zonal Council membership is required for the disposition of non-routine items such as major financial decisions and the removal of elected and appointed zonal officers.

Sec. 7. To the extent permitted by applicable law, Zonal Council members may participate in meetings by means of a telephone conference or similar communications by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Sec. 8. Notice as to time, place, and other requirements of all Zonal Council meetings shall be provided to all members in a reasonable manner, at least two (2) months before the first date of the meeting.

Sec. 9. The President of the Zone, or his designee, shall convene the first semi-annual Zonal Council meeting within three months following the triennial session. The Zonal Council shall meet regularly every six months thereafter until the next triennial session.

Sec. 10. The Zonal Council shall appoint standing committees and *ad hoc* committees at its first semi-annual meetings.

ARTICLE III

ZONAL OFFICERS AND THEIR DUTIES

Sec. 1. The executive officers of each NAGSDA Zone shall be a President, Secretary, and a Treasurer. It is the duty of these officers, in consultation with one another, to carry forward the work according to plans and programs voted by the NAGSDA in Session and according to plans and policies agreed upon by the NAGSDA Executive Committee and the Zonal Council.

Sec. 2. President of the Zone: The President of the Zone is the first officer of the Zone and shall report to the Zonal Council in consultation with the Zonal Secretary and the Zonal Treasurer. He or his designee shall preside at all meetings of the Zone and act as chairperson of the Zonal Council. He shall serve in the general interests of NAGSDA as the NAGSDA Executive Committee and the Zonal Council shall determine, and perform such other duties as usually pertain to such office. The President of the Zone shall be an ordained Seventh-day Adventist minister of Ghanaian origin.

Sec. 3. Secretary of the Zone: The Secretary of the Zone, in the performance of the executive responsibilities, shall report to the Zonal Council after consultation with the President and Zonal Treasurer. The Secretary shall be responsible for keeping the minutes of the proceedings of the Zonal Council meetings, for maintaining correspondence with NAGSDA Executive Officers, and for the performance of such other duties as usually pertain to such office. The Secretary of the Zone shall be responsible for collecting and aggregating reports from member congregations for the NAGSDA Executive Secretary. The Secretary of the Zone shall be a gospel minister or a layperson of experience.

Sec. 4. Treasurer of the Zone: The Treasurer of the Zone, in the performance of the executive responsibilities, shall report to the Zonal Council after consultation with the President and Secretary. The Treasurer shall be responsible for providing financial leadership and accountability to the Zone which will include, but not be limited to, receiving, safeguarding, and disbursing all zonal funds in harmony with the actions of the NAGSDA Executive Committee. He or she shall be responsible for providing financial information to the President of the Zone and to the Zonal Council, and for the performance of such other duties as usually pertain to such office. The Treasurer of the Zone shall be a layperson of experience.

ARTICLE IV

TERM OF ZONAL OFFICERS

Sec. 1. All zonal officers whose election is provided for in Article IX, Sec. 3 of the Constitution shall hold office from the end of the NAGSDA Session at which they are elected and, except for resignation or other termination, shall serve until the end of the next triennial session.

Sec. 2. In situations where official responsibilities cannot be immediately transferred to a newly elected individual, the officer whose term has expired may be requested by the newly elected officer, and approved by NAGSDA executive committee, to carry limited responsibilities, for a defined period of time until transition arrangements have been completed.

Sec. 3. A zonal officer whose term has ended is eligible for reelection for one more term, after which they are eligible for reelection only after at least one triennial term hiatus.

Sec. 4. *Ex officio* members of the zonal council provided for in Article II, Sec. 3(a) of these Bylaws shall serve for the period of time they hold the office that entitled them to membership on the zonal council.

Sec. 5. Elected members of the zonal council provided for in Article II, Sec. 3(b) shall serve, except for resignation or other termination, from the time of their selection until their replacements are selected by the member congregation they represent or by its church board if so charged.

ARTICLE V

NAGSDA SESSION COMMITTEES

Sec. 1. At each regular Session of the NAGSDA, such committees as may be found necessary, including the following, shall be elected for the duration of the Session to consider items of business that may be referred to them and to bring their reports and recommendations to the Session:

- a. Session Steering Committee
- b. Session Nominating Committee
- c. Session Constitution and Bylaws Committee

Sec. 2. Steering Committee: The Steering Committee shall be chaired by the NAGSDA President or his designee. Membership of the Steering Committee shall be recommended to the Session by the NAGSDA Executive Committee. The Steering Committee shall meet as necessary to:

- a. Manage and monitor progress of the Session and its programs,
- b. Determine and amend, if necessary, the sequencing of the Session's business agenda,
- c. Serve as the referral point for any new business item not related to the approved Session agenda or any business item that the Session wishes to refer for further study, other than items that rightfully pertain to standing Session committees,

d. Report to the Session, as needed, regarding the processing of proposals that have been referred for its consideration.

Sec. 3. Constitution and Bylaws Committee: The chairperson of the Constitution and Bylaws Committee shall be appointed by the NAGSDA Executive Committee.

Sec. 4. Nominating Committee:

a. Membership. The membership of the Nominating Committee shall consist of the following:

i) Each zone shall be entitled to select for membership on the Nominating Committee three members of its delegation to the session, after excluding any delegates at large who are officers of NAGSDA as provided for in Article IX, Sec. 1, 2 and 3 of the Constitution.

ii) Delegates at large who are excluded under Section 4(a)(i) of this article shall be entitled to a total of three (3) representatives on the Nominating Committee.

b. Selection. The selection of members of the Nominating Committee shall be done as follows:

i) Each zone shall act as a unit in selecting members to which it is entitled. Excluded from this process shall be any delegates at large currently elected as executive officers of NAGSDA.

ii) The delegates at large shall act as a unit in selecting members to which they are entitled, as described in Sec. 4(a)(ii) of this article.

iii) The selection of representatives, as defined under this article and section, for the Nominating Committee shall be by the method of voting considered by each delegation to be most convenient and efficient, taking into consideration the size of the delegation and other circumstances.

iv). Each zone shall select its representatives on the Nominating Committee to represent, as far as possible, the various member congregations within its territory.

v). Those chosen as members of the Nominating Committee must be duly accredited delegates in attendance at the NAGSDA Session.

c. Delegates holding elected positions under the provisions of Article IX, Sec. 1 and 3 of the Constitution, the president, secretary and treasurer, zonal Presidents, zonal secretaries, and zonal treasurers, shall not be members of the Nominating Committee.

d. No delegate shall nominate more than one person for election to the Nominating Committee.

e. The Nominating Committee shall elect its own chairperson and secretary under the temporary chair of the President of the NAGSDA whose term is expiring.

f. The Nominating Committee shall limit its nominations to those positions provided for under Article IX of the Constitution.

ARTICLE VI

COMPENSATION AND EXPENSES

Sec. 1. Compensation. Executive officers of NAGSDA and its Zones, executive committee members of the NAGSDA, ministry and departmental directors, coordinators, or any other officers of the NAGSDA or unincorporated organizations and ministries shall agree to serve as *pro bono* volunteers. They shall not receive monetary or other compensation, direct or indirect, for their service.

Sec. 2. Expense Reimbursement. Any necessary expenses incurred in the execution of duties as executive officers, executive committee members, departmental directors or other committee members, as shall be pre-approved by the finance committee or its designee, shall be promptly reimbursed by the NAGSDA Treasurer for general NAGSDA matters or by the Treasurer of the Zonal Council for zonal matters.

ARTICLE VII

AUDIT OF THE NAGSDA

Sec. 1. The NAGSDA Executive Committee shall appoint an Internal Audit Committee at its first regular meeting following the NAGSDA triennial session.

Sec. 2. The Internal Audit Committee shall conduct or cause to be conducted an audit of the financial statements of the NAGSDA, all zones, service corporations, projects, and institutions at least once each year. The Internal Audit Committee shall also conduct an annual bylaws & policy compliance test of these organizations, and shall report annually the results of the financial audit and policy compliance test to the NAGSDA Executive Committee and to the NAGSDA at its regular triennial sessions.

ARTICLE VIII

CONFLICT OF INTEREST

Sec. 1. Any officer, departmental director, or committee member who has an interest in a contract or other transaction presented to the NAGSDA Executive Committee or sub-committee thereof, or to a Zonal Council, for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Executive Committee/Zonal Council or a Sub- committee prior to the NAGSDA Executive Committee or its Sub-committee acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to NAGSDA's interest.

Sec. 2. The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of those present and voting, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor exert his personal influence regarding, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Executive Committee, a Sub-committee, or Zonal Council takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation (where applicable), and whether a quorum was present.

Sec. 3. It shall not be within the prerogative of the NAGSDA Executive Committee, the NAGSDA Treasury, the Zonal Councils, nor of any agent or agency of NAGSDA to lend NAGSDA funds to private individuals, to endorse notes, sign bonds or other securities, pledge assets, or in any other way to divert the funds of NAGSDA from their intended purpose.

ARTICLE IX

NAGSDA FUNDS

Sec. 1. Funds. Funds managed by the NAGSDA shall include:

- a) Membership dues as shall be assessed by the NAGSDA Executive Committee and shall be received from members of NAGSDA.
- b) Fees received to cover meeting costs.
- c) Such gifts, legacies, bequests, devises, and other donations as may be made to NAGSDA.

Sec. 2. Tithes & Offerings. All regular tithe and offering collections shall be handled by the local congregations in accordance with local conference and union policies. The NAGSDA shall not receive any tithes unless it is received with clear directions as to what conference or mission field of the Seventh-day Adventist Church to forward such funds to. Any tithes paid directly to NAGSDA at meetings shall be forwarded to the appropriate conference or member congregation nearest to the payor's address and in harmony with the financial policies of the Seventh-day Adventist Church.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS, INVESTMENTS AND FUNDS

Sec. 1. Contracts. The NAGSDA Executive Committee may authorize any officer or officers, agent or agents of NAGSDA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAGSDA, and such authority may be general or may be confined to specific instances.

Sec. 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAGSDA shall be signed by such officer or officers, agent or agents of NAGSDA, and in such manner as shall from time to time be determined by resolution of the NAGSDA Executive Committee. In the absence of such determination by the NAGSDA Executive Committee, such instruments may be signed by either the treasurer or the secretary of NAGSDA.

Sec. 3. Deposits. All funds of NAGSDA shall be deposited promptly to the credit of NAGSDA in such banks, trust companies, or other depositories as the NAGSDA Executive Committee may select.

Sec. 4. Gifts. The NAGSDA Executive Committee may accept on behalf of NAGSDA any contribution, gift, bequest or devise for any purpose of NAGSDA.

ARTICLE XI

BOOKS AND RECORDS

Sec. 1. The Executive Officers of NAGSDA shall keep accurate and complete records of all accounts and shall also keep minutes of the proceedings of its Sessions, NAGSDA Executive Committee, Sub-committees, and Zonal Councils. They shall also keep at the principal office a record giving the names and addresses of the NAGSDA Executive Committee members, Zonal Council members and Sub-committee members entitled to vote. All records of NAGSDA may be inspected by any member, or his agent for any proper purpose at any reasonable time.

ARTICLE XII

FISCAL YEAR

The fiscal year of the NAGSDA shall be the calendar year.