

NORTH AMERICA GHANAIAAN SEVENTH-DAY ADVENTISTS

CONSTITUTION AND BYLAWS

VOTED: April 2015 Executive Committee Meeting

CONSTITUTION

ARTICLE I

NAME

Sec. 1. Full Legal Name. The organization shall be known as the North America Ghanaian Seventh-day Adventists (hereinafter, NAGSDA).

Sec. 2. Name of Zonal Organizations. The Zones defined hereinafter shall be known and referred to as NAGSDA Zones.

ARTICLE II

PRINCIPAL OFFICE OF NAGSDA

The principal office of NAGSDA shall be the address set forth in the Articles of Incorporation. NAGSDA may have such other offices for transaction of NAGSDA's business, either within or out of the State of Incorporation, as the NAGSDA Executive Committee shall determine from time to time. The NAGSDA Executive Committee may in an emergency change the location of the principal office or other offices on a temporary basis.

ARTICLE III

PURPOSE

The purpose of NAGSDA is to facilitate the proclamation of the everlasting gospel of our Lord and Savior Jesus Christ and the commandments of God to all people in North America, with special emphasis on people and communities of Ghanaian origin or nationality, leading them to accept Jesus as their personal Savior and to unite with His Church, and nurturing them in preparation for His second coming.

ARTICLE IV

TERRITORY

Sec. 1. NAGSDA Territory. The geographic territory of NAGSDA shall be all states and provinces in the territory of the North American Division of the General Conference of Seventh-day Adventists, as currently defined by the General Conference or as may be redefined in future by the General Conference.

Sec. 2. Zonal Territories. Zonal territories shall be defined by NAGSDA's Executive Committee and shall be within the territory of NAGSDA as defined in Sec. 1 of this article.

ARTICLE V

ZONES

Sec. 1. NAGSDA Working Through Zones. NAGSDA shall conduct much of its work through its Zones, which in turn are comprised of member congregations of Ghanaian ethnicity formed within the administrative territory of the North American Division of the General Conference of Seventh-day Adventists. Each zone of NAGSDA is authorized to carry out responsibilities in the territory assigned to it.

Sec. 2. Consistency in the Organization's Policies. The zones shall act in full harmony with the NAGSDA's Constitution, Bylaws, Working Policy, and actions of the NAGSDA Executive Committee. In order to have the authority of NAGSDA, the actions of the Zonal Council shall of necessity be in harmony with and complementary to the decisions of NAGSDA in Session and the actions of the NAGSDA Executive Committee between Sessions.

ARTICLE VI

MEMBERSHIP

Sec. 1. Eligibility. The membership of NAGSDA shall consist of local organized congregations, companies, and fellowships that have been or shall be properly organized as Ghanaian congregations in any part of the geographic territory of the North American Division of the Seventh-day Adventist Church, as shall be admitted into NAGSDA by the NAGSDA Executive Committee by vote of the delegates at any regularly scheduled NAGSDA Executive Committee meeting.

Sec. 2. Membership Application. A group of Ghanaian Seventh-day Adventists requesting membership in the NAGSDA shall formally submit a written request to the Executive Committee through the President.

Sec. 3. Minimum Membership. A group applying for membership shall have no less than **fifteen (15)** baptized Seventh-day Adventists.

Sec. 4. Zone Assignments. Each member congregation admitted into membership shall be assigned by the NAGSDA Executive Committee to one of the existing zones.

Sec. 5. Zonal Assignment Changes. A congregation assigned by the NAGSDA Executive Committee to a zone may not on its own switch to another zone. Any reassignment of zones is the prerogative of only the NAGSDA Executive Committee.

Sec. 6. Families or Individuals not in Ghanaian Congregations. Individuals or families of Ghanaian origin, nationality, or other affinity who do not reside within commuting distance of a Ghanaian congregation and are members of a Seventh-day Adventist church and in good standing may become members of NAGSDA through sponsorship by a member congregation. It shall be the individual's responsibility to seek and obtain such affiliation with a sponsoring member congregation.

Sec. 7. Removal from Membership. NAGSDA in Session shall have the power to remove, for cause, a member congregation from NAGSDA. The phrase “for cause,” when used in connection with removal from NAGSDA, shall include but is not limited to (a) failure to maintain status as a recognized Seventh-day Adventist congregation, as determined by a Conference of the Seventh-day Adventist Church, and (b) gross failure to abide by NAGSDA’s constitution, bylaws and policies. The removal of a congregation from membership in NAGSDA is the prerogative of only the NAGSDA in Session, upon recommendation by the NAGSDA Executive Committee after deliberations with the congregations and substantial attempt to resolve any conflicts. A congregation that has been thus removed shall be eligible for reapplication following the provisions of Sec. 2 of this article.

Sec. 8. Quorum. The removal of a congregation from membership of NAGSDA by the NAGSDA in Session under Sec. 7 of this Article shall be by a majority vote of three quarters (75%) of the members present and voting at any regular or special meeting.

Sec. 9. Withdrawal from Membership. The withdrawal of a congregation from membership in NAGSDA, shall be made solely by written request to the NAGSDA Executive Committee through the President. Such written request shall be submitted to the President with evidence that **the church at a duly called business meeting** has voted by majority to withdraw from NAGSDA membership. The NAGSDA Executive Committee shall make efforts to dialogue with the congregation and substantial attempts to resolve any conflicts.

ARTICLE VII

RELATIONSHIPS

Sec. 1. Relation with Worldwide Adventist Church. NAGSDA shall consist of congregations that are recognized by the Seventh-day Adventists Church, a world church organization. All purposes, policies, and procedures of the NAGSDA shall not be inconsistent with the constitution, bylaws, and working policies of the worldwide Seventh-day Adventist church.

Sec. 2. Commitment to Local Conferences. The various congregations that comprise NAGSDA are member churches of their respective Local Conferences and Union Conferences within the North American Division. Each member congregation shall act and govern in harmony with the constitution, bylaws, and working policies of its Local Conference and Union Conference. NAGSDA shall pursue the mission of the worldwide Seventh-day Adventist Church in harmony with the doctrines, programs, and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions and annual councils.

ARTICLE VIII

NAGSDA SESSIONS

Sec. 1. Regular Sessions. NAGSDA shall hold triennial sessions at such time and place as the NAGSDA Executive Committee shall designate and announce. The notice announcing the meeting shall be sent:

- a) to the official email addresses of all members of the NAGSDA Executive Committee, NAGSDA Executive Committee Sub-committees, all Zonal Council members, all pastors of member congregations, and all board members of any NAGSDA service corporations or institutions as defined in Article XVI; and
- b) by post-mail to the mailing addresses on file for all volunteers listed in Sec. 1(a).

Sec. 2. Postponing Sessions in Emergencies. In cases where special conditions make it imperative to postpone the calling of a Session, the NAGSDA Executive Committee, in regular or special meeting, shall have authority to make such postponement, not to exceed one year, giving notice to all constituent organizations.

Sec. 3. Special Sessions. The NAGSDA Executive Committee may call special sessions of NAGSDA at such time and place as it considers proper, by means of a notice as provided for in Sec. 1 of this article, and the transactions of such special sessions shall have the same force as those of the regular sessions.

Sec. 4. Quorum. At least one third of the total delegates authorized hereinafter under Sec. 7-11 of this article must be present at the opening meeting of any regular or specially called NAGSDA Session to constitute a quorum for the transaction of business. Once the Session is declared open, the delegates remaining present shall constitute a quorum. This quorum shall not apply to actions where special quorum is defined.

Sec. 5. Voting Procedure. The election of officers and the voting on all matters of business shall be by *viva-voce* vote or secret ballot.

Sec. 6. Proxy Voting. There shall be no voting by proxy for NAGSDA Sessions.

Sec. 7. Voting Rights of the Delegates. Each delegate to the NAGSDA Sessions or other Committees appointed to act on behalf of the members of NAGSDA 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 in which they have been designated to represent a congregation, ministry or institution.

[Sec. 8]. Delegate Designations. The delegates to a NAGSDA Session shall be designated as follows:

- a. Regular delegates.
- b. Delegates at large.

Sec. 9. Delegate Selection. Regular delegates shall represent NAGSDA's member congregations as defined in Article VI, Sec. 1, as follows:

- a. Delegates representing zones shall be appointed by the respective Zonal Council.
- b. Delegates representing congregations shall be appointed by the respective church board.

c. Delegates representing NAGSDA service corporations or institutions as defined in Article XVI shall be appointed by the NAGSDA Executive Committee.

Sec. 10. Regular Delegates. Regular delegates shall be allotted on the following basis:

- a. Each zone shall be entitled to two delegates other than its President (who is a delegate at large) without regard to zonal membership size.
- b. Each member congregation shall be entitled to one delegate without regard to congregation's membership size.
- c. Each member congregation shall be entitled to one additional delegate for each two hundred (200) members or a major fraction thereof.
- d. Each service corporation or institution shall be entitled to one delegate.

Sec. 11. Delegates at Large. Delegates at large shall represent the NAGSDA Executive Committee and Zonal Councils and shall be appointed on the following basis:

- a. The President of NAGSDA.
- b. The Executive Secretary of NAGSDA.
- c. The Treasurer of NAGSDA.
- d. The Director or Coordinator of each NAGSDA ministry department.
- e. The President of each Zone.
- f. The most recent President of NAGSDA, if not elsewhere appointed as a delegate.
- g. The most recent Executive Secretary of NAGSDA, if not elsewhere appointed as a delegate.
- h. The most recent Treasurer of NAGSDA, if not elsewhere appointed as a delegate.

Sec. 12. Membership Determination. Calculations for all delegate allotments, as provided for in this article, shall be based upon membership as of December 31 of the year preceding the NAGSDA triennial session.

Sec. 13. Delegate Credentials. Credentials to the triennial session shall be issued by the NAGSDA Executive Secretary to those appointed in harmony with the provisions of this article.

Sec. 14. Delegate Eligibility. All delegates appointed to represent members of the NAGSDA at any session shall be members in regular standing of the Seventh-day Adventist Church.

Sec. 15. Meeting Procedures. Conduct of meetings of the NAGSDA in Session shall be guided by Robert's Rule of Order.

ARTICLE IX

ELECTION

Sec. 1. The following shall be elected at each regular triennial session as NAGSDA Administrative Officers: a President, an Executive Secretary, and a Treasurer. In addition, the following shall be elected at each regular triennial session as Zonal Administrative Officers: a President, an Executive Secretary, and a Treasurer.

Sec. 2. NAGSDA Officers. The following shall also be elected at each regular triennial session of NAGSDA: a Director or Coordinator for each ministry or department of NAGSDA and Directors of the North America Ghanaian Seventh-day Adventists (NAGSDA) Corporation.

Sec. 3. Zonal Officers. The following shall be elected at each regular triennial session as executive officers for each zone, upon recommendation of a caucus of delegates from each respective zone to the NAGSDA in Session: a President of the Zonal Council, a Secretary of the Zonal Council and a Treasurer of the Zonal Council.

ARTICLE X

NAGSDA CAMP MEETINGS

Sec. 1. NAGSDA Camp Meeting. NAGSDA shall hold triennial camp meetings at such time and place as the NAGSDA Executive Committee shall designate and properly announce. The announcement of the time and place of the NAGSDA camp meeting shall be made no less than six (6) months before the first date of the camp meeting.

Sec. 2. Zonal Camp Meeting. Each zone shall hold two annual camp meetings in the years between the NAGSDA camp meeting year at such time and place as the Zonal Council shall designate and properly announce. No zone shall hold a camp meeting in the calendar year in which the triennial NAGSDA camp meeting is scheduled. The announcement of the time and place of the zonal camp meeting shall be made no less than six (6) months before the first date of the zonal camp meeting.

ARTICLE XI

NAGSDA OFFICERS AND THEIR DUTIES

Sec. 1. Executive Officers of the NAGSDA. The Executive Officers of NAGSDA shall be a president, a 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.

Sec. 2. President of NAGSDA: The president is the first officer of NAGSDA and shall report to the NAGSDA Executive Committee in consultation with the secretary and the treasurer. He or his designee shall preside at the sessions of NAGSDA and act as chairperson of the NAGSDA Executive Committee. He shall serve in the general interests of NAGSDA as the NAGSDA Executive Committee shall determine, and perform such other duties as usually pertain to such office. The NAGSDA president shall be an ordained Seventh-day Adventist minister of experience and Ghanaian origin. He shall be a current pastor of a Ghanaian congregation.

Sec. 3. Executive Secretary of NAGSDA: The secretary, in the performance of the executive responsibilities, shall report to the NAGSDA Executive Committee after consultation with the president and treasurer. The secretary shall be responsible for keeping the minutes of the proceedings of the NAGSDA Sessions and meetings of the NAGSDA Executive Committee, for maintaining correspondence with NAGSDA Zones, and for the performance of such other duties as usually pertain to such office. The secretary shall be responsible for collecting and aggregating reports from the zonal secretaries for the NAGSDA Executive Committee. The NAGSDA Executive Secretary shall be a gospel minister or a layperson of experience.

Sec. 4. Treasurer of NAGSDA: The treasurer, in the performance of the executive responsibilities, shall report to the NAGSDA Executive Committee after consultation with the president and secretary. The treasurer, in collaboration with zonal financial directors, shall be responsible for providing financial leadership to NAGSDA which will include, but not limited to, receiving, safeguarding, and disbursing all NAGSDA funds in harmony with the actions of the NAGSDA Executive Committee; for providing financial information to the president and to the NAGSDA Executive Committee and for the performance of such other duties as usually pertain to such office. The treasurer shall be responsible for collecting and aggregating reports from the Treasurer of each Zonal Council for the NAGSDA Executive Committee. The Treasurer of NAGSDA shall be a layperson of experience.

Sec. 5. Departmental Directors. The Directors or Coordinators of the NAGSDA departments or ministries shall, in consultation with the NAGSDA president, secretary, and treasurer, carry forward the work related to their departments according to plans and programs voted by NAGSDA in Session and according to plans and policies agreed upon by the NAGSDA Executive Committee.

ARTICLE XII

TERM OF OFFICE

Sec. 1. All Executive Officers and Directors of NAGSDA ministries or departments and those whose election is provided for in Article IX above shall hold office from the end of the 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 the NAGSDA Executive Committee, to carry limited responsibilities for a defined period of time until transition arrangements are completed.

Sec. 3. A NAGSDA Executive Officer or Departmental Director 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 NAGSDA Executive Committee provided for in Article XIV, Sec. 12(a) below shall serve for the period of time they hold the office that entitled them to membership on the NAGSDA Executive Committee.

Sec. 5. Elected members of the NAGSDA Executive Committee provided for in Article XIV, Sec. 12(b) shall serve, except for resignation or other termination, from the time of their selection until replacements are selected by the Zonal Council they represent.

Sec. 6. Those persons who by virtue of holding elected position have been members of the NAGSDA Executive Committee at the beginning of a current session but who have not been reelected shall be entitled to a voice and vote at any NAGSDA Executive Committee convened during the current session.

Sec. 7. All those who are appointed to serve NAGSDA as members of standing committees, *ad hoc* committees, or directors of NAGSDA service corporations as provided for in Article XIII below, or who are appointed by the NAGSDA Executive Committee during the triennium, shall serve from the time of their appointment and, except for resignation or other termination, shall continue until their reappointment or the appointment of their replacement at the NAGSDA Executive Committee meeting or until the position is terminated by action of the NAGSDA Executive Committee.

ARTICLE XIII

APPOINTMENT

The NAGSDA Executive Committee shall appoint the following at its first Annual Meeting following a regular session:

- a. members of each standing committee.
- b. members of each *ad hoc* committee.
- c. directors of each NAGSDA service corporation.

ARTICLE XIV

NAGSDA EXECUTIVE COMMITTEE

Sec. 1. The President of NAGSDA, or his designee, shall convene the first annual NAGSDA Executive Committee meeting within six months following the triennial session. The Executive Committee shall meet regularly once every year thereafter until the next triennial session.

Sec. 2. The NAGSDA Executive Committee shall hold its regular annual meetings at such time and place as the NAGSDA Executive Officers shall designate and announce by a proper notice, as defined in Sec. 3 below, to each member of the Executive Committee.

Sec. 3. Notice as to time, place, and any other requirements under the NAGSDA Bylaws of all NAGSDA Executive Committee regular meetings shall be provided to all members in a reasonable manner at least thirty (30) days if it is to take place in person, or at least one (1) week if it is to take place by telephone or video conference.

Sec. 4. During the intervals between triennial sessions of NAGSDA, the NAGSDA Executive Committee is delegated the authority to act on behalf of NAGSDA in Session.

Sec. 5. Committees. The NAGSDA Executive Committee shall appoint committees, with their terms of reference, to take all necessary actions not otherwise reserved for NAGSDA in Session to assure the continuous effective operation of NAGSDA to fulfill its mission.

Sec. 6. Termination of Service. The NAGSDA Executive Committee shall have power to remove for cause officers, Executive Committee members, directors of departments and committee members, and to fill for the current term any vacancies that may occur in its offices, boards, committees, or agents due to death, resignation, or other reasons. The phrase “for cause,” when used in connection with removal from an elected or appointed position, shall include but not be limited to (a) gross incompetence; (b) development of a health condition that prevents them from properly discharging their duties as defined in Article XI, Sec. 1-5; (c) persistent failure to cooperate with duly constituted authority in substantive matters and with relevant denominational policies or NAGSDA’s mission; (d) actions which may be the subject of discipline under the Church Manual; or (e) failure to maintain regular standing as a member of the Seventh-day Adventist Church.

Sec. 7. Removal. The removal from office by the NAGSDA Executive Committee of any elected person under Sec. 6 of this Article shall be by a two-thirds vote of the members present and voting at any regular or special meeting.

Sec. 8. Quorum. One third (1/3) of members of the NAGSDA Executive Committee, including an executive officer, shall constitute a quorum of the Executive Committee for the disposition of routine items, and shall be empowered to transact business that is in harmony with the general plans outlined by the Executive Committee. A quorum of two thirds (2/3) members is required for the disposition of non-routine items such as major financial decisions, the removal of elected officers. All meetings require notice to members as per Sec. 1-3 above.

Sec. 9. Meeting Participation. Members of the NAGSDA Executive Committee may participate in meetings by means of a telephone conference, video conference, or similar means of communication by which all persons participating can hear each other at the same time, and participation by such means shall constitute participation in person. All meetings require notice to members as per Sec. 1-3 of this article.

Sec. 10. Action by Unanimous Written Consent without Meeting. Any action required or permitted to be taken by the NAGSDA Executive Committee may be taken without a meeting, if all members of the Executive Committee shall individually or collectively consent in writing. Such written consent shall be filed with the minutes of the proceedings of the Executive Committee. Such action by written consent shall have the same force and effect as the unanimous vote of the Executive Committee. Any certificate or other document which relates to the action taken shall state that the action was taken by unanimous written consent of the Executive Committee without a meeting and that the Bylaws of NAGSDA authorize the Executive Committee to act and the statement on the certificate or other document shall be prima facie evidence of such authority.

Sec. 11. Meeting Procedures. Conduct of meetings of the NAGSDA Executive Committee shall be guided by Robert's Rule of Order.

Sec. 12. Composition of the NAGSDA Executive Committee. The Executive Committee of NAGSDA shall consist of:

a. Ex Officio Members

- i) The President, Executive Secretary, and Treasurer of NAGSDA, the Director of each NAGSDA ministry department, a representative from each standing or *ad hoc* committee as provided for in Article XIII above;
- ii) The President, Secretary, and Treasurer of each zone;
- iii) One (1) representative from each NAGSDA service corporation;
- iv) The most recent president, executive secretary and treasurer of NAGSDA, if not currently serving in other capacity that makes them members of the NAGSDA Executive Committee as provided in this article.

b. Elected Members

- i) Two laypersons and one church pastor from each zone without regard to membership size.
- ii) The laypersons and pastors defined in Sec. 12(b)(i) of this article shall be selected by their Zonal Council.
- iii) Three young adults appointed by the NAGSDA executive committee, in consideration of recommendations made from the NAGSDA Youth and Young Adult Ministries Department.
- iv) All persons appointed under this article shall be Seventh-day Adventists in regular standing.

**ARTICLE XV
BYLAWS**

At any regular or special NAGSDA Session, the delegates may enact, amend, or repeal Bylaws by a two-thirds majority vote of the delegates present and voting. Such actions may embrace any provision not inconsistent with the Constitution.

ARTICLE XVI

CORPORATIONS

Sec. 1. The North America Ghanaian Seventh-day Adventists (NAGSDA), a domestic not-for-profit corporation, is a legal entity formed to serve the NAGSDA in carrying out its purposes.

Sec. 2. Board of Directors. At each regular NAGSDA Session, the delegates shall elect the Directors of the North America Ghanaian Seventh-day Adventists (NAGSDA) Corporation.

Sec. 3. Formation and Dissolution. The formation and voluntary dissolution of all corporations, institutions or unincorporated organizations that serve NAGSDA or its Zones shall be pre-authorized by the NAGSDA's Executive Committee.

Sec. 4. Compliance. All unincorporated organizations and ministries or departments shall be guided by the Constitution and Bylaws of NAGSDA.

ARTICLE XVII

DISSOLUTION AND DISPOSITION OF ASSETS

Sec. 1. Quorum. NAGSDA may be dissolved voluntarily only by a two-thirds majority vote of the delegates present and voting at a regular triennial session.

Sec. 2. Escheatment. In the event of dissolution of NAGSDA, all assets remaining after all claims have been satisfied shall be transferred to a legal, religious, tax-exempt entity recognized by the Seventh-day Adventists Church and recommended by the NAGSDA's Executive Committee.

ARTICLE XVIII

AMENDMENTS

Sec. 1. Quorum. This Constitution or its Bylaws may be amended by a two-thirds majority vote of the delegates present and voting at a regular or special NAGSDA Session provided that, if it is proposed to amend the Constitution at a special session of NAGSDA, notice of such purpose shall be given in the call for that special session.

Sec. 2. Conformance to GC Constitution & Bylaws. This constitution shall be amended to conform to new guidelines voted upon by action of the General Conference Executive Committee of the Seventh-day Adventist Church at an Annual Council or its quinquennial session.