

**BYLAWS**  
**OF THE**  
**GEORGIA-CUMBERLAND ASSOCIATION OF**  
**SEVENTH-DAY ADVENTISTS, INCORPORATED**  
(Adopted by vote of the Conference Executive Committee)

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**ARTICLE I -- NAME**

The name of this Association shall be the GEORGIA-CUMBERLAND ASSOCIATION OF SEVENTH-DAY ADVENTISTS, INCORPORATED, hereinafter referred to as "Association."

**ARTICLE II -- PLACE OF BUSINESS**

The principal place of business of this Association is located at 255 Georgia-Cumberland Conference Road, N.E., Calhoun, Gordon County, Georgia, or at such other place or places as the Board of Directors may from time to time determine.

**ARTICLE III -- OBJECT**

The object of this Association shall be the diffusing of moral and religious knowledge, and the advancement of educational, moral, religious, benevolent, philanthropic, and health work under the auspices of the Seventh-day Adventist denomination, and to aid missionaries and missionary agencies; to support any benevolent, charitable, or philanthropic undertaking that seems desirable; to receive gifts, donations, legacies, and to bestow bequests from any source whatsoever, to act as executors and administrators of wills, to acquire properties, to equip and operate schools, churches, and medical institutions, to employ agents in various lines of evangelical work, to dispense by gift or otherwise from its resources and to advance any line of philanthropic work as may be determined by its constituency.

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## ARTICLE IV -- MEMBERSHIP

22       The members of this Association shall be the Georgia-Cumberland Conference Executive  
23 Committee.

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## ARTICLE V -- BOARD OF DIRECTORS

26       **Section 1:** The Board of Directors of this Association shall consist of not less than seven  
27 (7) or more than fifteen (15) members, who shall be elected by the Executive Committee of the  
28 Georgia-Cumberland Conference in accordance with its Bylaws, Article VI, Section 4.

29       **Section 2:** A majority of the Board of Directors shall constitute a quorum for the  
30 transaction of business.

31       **Section 3:** The service or tenure of any director, who is absent from three (3) consecutive  
32 duly called meetings, shall be automatically terminated, unless the Board of Directors accepts  
33 his/her reasons for absence.

34       **Section 4:** Vacancies may be filled by the Georgia-Cumberland Conference Executive  
35 Committee.

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## ARTICLE VI -- OFFICERS' TITLES

38       **Section 1 -- Officers:** Officers of this Association shall be:

39                   President

40                   Vice President

41                   Secretary

42                   Treasurer

43 Associate Treasurer

44 Assistant Secretary.

45 **Section 2 -- Term:** Officers and other members of the Board of Directors shall be  
46 elected for a five (5) year term at the first regular meeting of the Executive Committee of the  
47 Georgia-Cumberland Conference, following the Conference Quinquennial Constituency  
48 Meeting.

49 **Section 3 -- President:** The duties of the President shall include the general supervision  
50 of the business and interests of the Association and to perform such duties as are pertinent to this  
51 office.

52 **Section 4 -- Vice President:** During the absence or the inability of the President to  
53 perform said duties, or at the request of the President, the Vice President may act in the place of  
54 the President.

55 **Section 5 -- Secretary:** The Secretary shall keep a full and true record of all meetings of  
56 members and directors; shall procure and have charge of the seal of the corporation and affix the  
57 same in attestation of all instruments executed by the Association when necessary, and shall  
58 perform such other duties as the Board of Directors may prescribe.

59 **Section 6 -- Treasurer:** It shall be the duty of the Treasurer to receive all funds and  
60 disburse them by order of the Association or Board of Directors, and to render such financial  
61 statements at regular intervals as may be desired by the Association or Board of Directors.

62 **Section 7 -- Associate Treasurer:** During the absence or the inability of the Treasurer to  
63 perform said duties, or at the request of the Treasurer, the Associate Treasurer may act in the  
64 place of the Treasurer.

65        **Section 8 -- Assistant Secretary:** During the absence or the inability of the Secretary to  
66 perform said duties, or at the request of the Secretary, the Assistant Secretary may act in the place  
67 of the Secretary.

68        **Section 9 -- Signing of Documents:** Unless otherwise required by state law, any two  
69 officers of the Association shall sign all legal undertakings in behalf of the Association.

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#### **ARTICLE VII -- AUDIT**

72        All accounting records of the Association shall be audited at least annually by the auditors  
73 designated by the General Conference Auditing Service. The financial records of the Association  
74 or any of its subsidiaries, agencies, or institutions shall at all times be open to said auditors. The  
75 annual summary audit statement and a condensed statement of income and balance sheets shall  
76 be sent to the Executive Committee for annual review.

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#### **ARTICLE VIII -- INDEMNIFICATION**

79        The conference shall indemnify any person who is serving or has served as a member of  
80 the Association Board of Directors or office of the Association (and his/her executor  
81 administrator, and heirs) against all reasonable expenses (including, but not limited to,  
82 judgments, costs, and legal fees) actually and necessarily incurred by him/her in connection with  
83 the defense of any litigation, action, suit or proceeding, civil, criminal, or administrative, to  
84 which he/she may have been a party by reason of being or having been a member of the  
85 Association Board of Directors or officer of the conference, except he/she shall have no right to

86 reimbursement for matters in which he/she has been adjudged liable to the conference and/or  
87 Association for negligence or misconduct in the performance of his/her duties.

88 This right of indemnification shall be in addition to, and not exclusive of, all other rights  
89 to which such member of the Association Board of Directors or officers may be entitled.

90 No officer or member of the Board of Directors shall be personally liable to the  
91 corporation or its membership for monetary damages for any breach of fiduciary duties by such  
92 officer or member of the Board of Directors acting in his/her respective capacity, except: 1) for  
93 breach of the officer or board member's duty of loyalty to the corporation or its membership; 2)  
94 for acts of omissions not in good faith or which involve intentional misconduct or knowing  
95 violation of the law; 3) for liability for unlawful distributions as imposed by Section 48-58-304  
96 of the Tennessee Business Act, or any comparable Georgia or North Carolina law; or 4) for any  
97 transaction from which the officer or board member derived an improper personal benefit. No  
98 amendment to or repeal of this provision shall apply to or have any affect or liability or alleged  
99 liability of any officer or board member of the corporation for or with respect to any acts or  
100 omissions of such officer or board member occurring prior to such amendment or repeal.

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#### **ARTICLE IX -- CONFLICT OF INTEREST**

103 The General Conference conflict of interest guidelines or policy shall be a part of these  
104 Bylaws, requiring all Conference officers, members of the Board of Directors, and members of  
105 the Association to sign an annual statement disclosing any interest or position which may cause  
106 conflict of interest with such position or office. Report must be made to the Association Board  
107 of Directors and Executive Committee of any conflict of interest on the part of any member.

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**ARTICLE X -- AMENDMENTS**

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The Articles of Incorporation, Constitution, or Bylaws of this Association may be

111 amended, revised, and repealed at any duly called Georgia-Cumberland Conference Executive

112 Committee by two-thirds (2/3) vote of the total Executive Committee; provided that notice of the

113 proposed amendments to the Articles of Incorporation, Constitution, and/or Bylaws shall be

114 provided to the members of Executive Committee at least fifteen (15) days prior to the meeting

115 date.

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**ARTICLE XI -- DISSOLUTION**

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At any regular or specially called meeting of the Georgia-Cumberland Conference

119 Executive Committee, the dissolution of this Association may be effected by an affirmative vote

120 of seventy-five percent (75%) of the total Executive Committee members provided notice of the

121 proposal to dissolve the Association shall be provided to the members of the Committee at least

122 fifteen (15) days prior to the meeting date.

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In the event of the dissolution of this Association, all assets remaining after all claims

124 have been satisfied shall be transferred to the Southern Union Conference Association of

125 Seventh-day Adventists.

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