Chesapeake Conference of Seventh-day Adventists
Constituency Meeting
May 21, 2017
Proposed Revisions to Chesapeake Constitution and Bylaws

A WORD OF EXPLANATION TO DELEGATES
REGARDING CONSTITUTIONAL REVISIONS

The Constitution and Bylaws of any organization are very important documents that embrace the core structure of that entity. Seldom is it necessary to make significant changes to these documents. The Constitution and Bylaws Committee has reviewed the Conference document in light of the North American Division Model for Conference Constitutions and Bylaws and brings to the 2017 session a limited number of revision proposals. It should be noted that there are some minor editorial adjustments. The primary recommendations for updating the Constitution and Bylaws of Chesapeake Conference are as follow:

Chesapeake Conference Constitution and Bylaws – Proposed Revisions and Rationale

Pages 2, 3 – Elimination of Redundancy: Line 24 of page two, and lines 1 and 2 of page three, represent a redundancy in Article VIII since the rest of lines 2 and 3, on page three, adequately expresses the intended meaning of the provision when the verb “shall” is added to line 3 on page three.

Page 8 – Section Title Change: On line 18, the title, “Constitution and Bylaws Committee,” better fits Section 3 since there is only one provision for a “Standing Committee” in all of Article III, and it is the Constitution and Bylaws Committee, as indicated by the committee description in lines 19-24 and lines 1-5 of page 9. Also, changing the title of Section 3 would make consistent the pattern of 3 of the 4 section titles of Article III.

Page 17 – From “approximately” to an Exact Number: On line 6, replacing the term “approximately seven (7) members...” with “five (5) to seven (7) members...” eliminates the ambiguity of the statement. Also, it is unlikely that the membership of the Financial Audit Review Committee would ever be greater than seven members.

Adding the words, “from the executive committee” to lines 7, 8 is consistent with the practice of how the executive committee has historically chosen members from among the non-church employed executive committee members to serve on the Financial Audit Review Committee.

Also on Page 17 – Strikethroughs on Lines 13 - 15: The issue regarding specially called constituency meetings is already covered earlier in the document, in Article II, Section 3, including instructions for meeting notification and publishing “the purpose” of
a special constituency meeting. Also, a “specially called” meeting would be a “duly called” meeting in the context of Article II. This revision would also make the sentence read more smoothly.
CONSTITUTION OF CHESAPEAKE CONFERENCE OF
SEVENTH-DAY ADVENTISTS

As Voted at the Third Quinquennial Session, May 20, 2012

Proposed (2017 Session)

ARTICLE I — Name

The name of this organization shall be Chesapeake Conference of Seventh-day Adventists (hereinafter referred to as “Chesapeake Conference” or “Conference”).

ARTICLE II — Purpose

The purpose of this Conference is to facilitate the proclamation of the everlasting gospel in the context of the three angels’ messages of Revelation 14:6-12 to all peoples within its territory, leading them to accept Jesus as personal Savior and to unite with His church, and nurturing them in preparation for His soon return.

ARTICLE III — Relationships

The Chesapeake Conference of Seventh-day Adventists is a part of the Columbia Union Conference of Seventh-day Adventists (hereinafter referred to as “Columbia Union Conference”), which in turn is a part of the North American Division of the General Conference of Seventh-day Adventists (hereinafter referred to as “North American Division”), a world church organization; and all purposes, policies and procedures of this Conference shall be in harmony with the working policies and procedures of the North American Division of the General Conference of Seventh-day Adventists. This Conference shall pursue the mission of the Church in harmony with the doctrines, programs, and initiatives adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.

ARTICLE IV — Territory

The territory of Chesapeake Conference shall consist of all or part of the states of Delaware, Virginia, West Virginia, and Maryland, i.e., in Delaware, all counties; in Virginia, the counties of
Accomac and Northampton; in West Virginia, the counties of Berkeley, Jefferson, and Morgan; in
Maryland, all counties except Allegany and Garrett, and including only those portions of Montgomery
and Prince Georges Counties east and north of a line extending from the Potomac River to Piscataway.
Beginning at Mt. Vernon draw a line to Piscataway. Continue the line northeast to the junction of
Highways 301 and 214. From this point continue the line northwest to the junction of Highways 650 and
198 (Brown’s Brown’s Corner). Then follow Highway 650 north to Ednor. From Ednor follow Ednor
Road northeast to the Patuxent River. In addition, Chesapeake Conference shall contain such other
territories as may hereafter come under its supervision in mutual agreement with the Columbia Union
Conference and North American Division.

ARTICLE V — Membership

The membership of this Conference shall consist of such churches as have been or shall be
properly organized in any part of the geographic territory under its jurisdiction and formally approved for
membership by vote of the delegates at any regularly scheduled constituency meeting.

ARTICLE VI — Bylaws

The voters of Chesapeake Conference may, by two-thirds (2/3) vote, enact, amend or repeal
Bylaws at any session thereof, and such Bylaws may embrace any provision not inconsistent with the
constitution.

ARTICLE VII — Dissolution and Disposition of Assets

This Conference may dissolve only by a two-thirds (2/3) majority vote of the delegates present
and voting at any constituency meeting.

In the event of the dissolution of this Conference, all assets remaining after all claims have been
satisfied shall be transferred to a legal entity authorized by the Columbia Union Conference.

ARTICLE VIII — Amendments

This constitution shall not be amended except to conform to the model local conference
constitution when it is amended by action of the General Conference executive committee at an Annual Council. This Conference shall amend its constitution from time to time at regularly called constituency meetings; any such changes to shall conform to the model local conference constitution. The Conference executive committee may recommend to the General Conference, through the Columbia Union Conference and the North American Division of the General Conference of Seventh-day Adventists, amendments to the model constitution.

BYLAWS OF CHESAPEAKE CONFERENCE OF SEVENTH-DAY ADVENTISTS

ARTICLE I — Principal Office

The principal office for the transaction of the business of Chesapeake Conference is fixed and located at 6600 Martin Road, Columbia, Howard County, State of Maryland 21044. In an emergency the executive committee may temporarily change the location of the principal office. Any permanent change must be by vote of the constituency.

ARTICLE II — Constituency Meetings

Section 1: Regular Meeting

Chesapeake Conference shall hold a regular quinquennial constituency meeting at such time and place as the executive committee of Chesapeake Conference shall designate. Written notice of the time and place of the meeting of the delegates representing the members shall be given by a notice printed in the official publication of the Columbia Union Conference, or in a manner chosen by the executive committee, at least four (4) weeks before the date of the constituency meeting.

Section 2: Town Hall Meetings

At the time of the midterm of the session, the administration will conduct town hall meetings for the purpose of considering the work of the Conference and to share pertinent reports. The administration will conduct a series of town hall meetings at other times as needed.
Section 3: Special Meetings

a. The executive committee of this Conference shall call a special constituency meeting, at a
time and place it deems proper when:

(1) It is voted by the executive committee, or

(2) It is voted by the delegates at any constituency meeting, or

(3) It is requested by twenty-five percent (25%) of the churches of Chesapeake
Conference through their church boards.

b. The union committee or the division committee may call a special constituency meeting
of Chesapeake Conference.

c. The purpose for a special constituency meeting shall be included in the notice of the
meeting.

d. Written notice of the time, place, and purpose or purposes of the special meeting of the
constituency shall be given in the same manner as for regularly scheduled constituency meetings.

e. Business transacted at a special meeting of the constituency shall be confined to the
purpose or purposes stated in the notice of that meeting.

f. The expenses of any special constituency meeting shall be borne by the calling entity.

Section 4: Voting Representation

The voters of Chesapeake Conference at all constituency meetings shall be:

a. Regular delegates: All delegates duly accredited by the organized churches of Chesapeake
Conference. Each church shall be entitled to one delegate for the organization and one additional
delegate for each 50 members or major fraction thereof. All delegates shall be members of the church
which accredits them. For the purpose of the constituency, these delegates shall continue in office until
other delegates are chosen to succeed them.

b. Delegates-at-large:
(1) All members of the executive committee of Chesapeake Conference.

(2) All members of the Constitution and Bylaws Committee.

(3) All members of the Board of Trustees of the Chesapeake Conference Association of Seventh-day Adventists.

(4) All members of the Board of Trustees of Highland View Academy Inc. who are members of Chesapeake Conference.

(5) All officers, departmental directors and associate directors of the Columbia Union Conference who are members of Chesapeake Conference.

(6) All full-time employees holding credentials or licenses issued by Chesapeake Conference.

(7) Members of the executive committees of the Columbia Union Conference, the North American Division, and the General Conference, who may be present at any constituency meeting of Chesapeake Conference. The number of such delegates shall not exceed ten percent (10%) of the total number of delegates provided for in Article II, Section 4:a of these Bylaws.

(8) Such other persons who are not already delegates as may be granted delegate credentials for a specific constituency meeting by two-thirds (2/3) vote of the executive committee and the delegates at a meeting; however, the number of such delegates shall not exceed 10% of the total number of delegates provided for in Article II, Section 4:a.

Section 5: Quorum

At least fifty percent (50%) of the delegates authorized in Article II, Section 4:a of these Bylaws must be present at any regular or special constituency meeting to constitute a quorum for the transaction of business. Once the meeting is declared open, the delegates present shall constitute a quorum, unless there are fewer than thirty percent (30%) of the delegates authorized in Article II, Section 4:a in which case there shall not be a quorum.
Section 6: Proxy Votes

All delegates must be present in person at any constituency meeting in order to be eligible to vote.

There shall be no voting by proxy.

Section 7: Voting Rights of Delegates

Each delegate appointed to act on behalf of the members of this Conference shall be entitled to one vote.

Section 8: Materials to Delegates

Such background materials as Chesapeake Conference officers deem pertinent shall be provided in print and/or electronic format to each delegate to all constituency meetings at least three (3) weeks prior to the meeting. For regular constituency meetings these materials shall include:

a. The agenda setting forth all issues proposed for discussion.

b. Minutes of the previous regular meeting and minutes of all special meetings held since the previous regular meeting.

c. The available audited conference financial statements for the past five (5) years.

d. A copy of the constitution and bylaws under which the meeting is called.

e. A copy of the General Conference Rules of Order.

f. The proposed amendments for the constitutions and bylaws.

Section 9: Parliamentarian

The executive committee shall nominate a parliamentarian. The current General Conference Rules of Order shall govern the conduct of these meetings.

Section 10: Minutes of the Session

The minutes of the constituency session shall be approved at the first meeting of the new executive committee following the session.

Section 11: Election/Appointment and Term of Office
All officers, and members of the executive committee who are not ex officio members shall be elected by the delegates at the regular meeting of the Conference constituency, and shall hold their offices until the next regular meeting of the Conference constituency unless they resign or are removed from office, for cause, by the executive committee or a special constituency meeting. The election/appointment of departmental directors, associate departmental directors, associate secretaries, or associate treasurers, shall be referred to the executive committee.

Section 12: Voting Procedures

The election of officers shall be by secret ballot unless otherwise determined by a majority vote of all delegates present. The transaction of all other business shall be by voting cards unless otherwise determined by a majority vote of the delegates.

ARTICLE III — Constituency Committees

Section 1: Organizing Committee

a. Method of Appointment - An organizing committee for each constituency meeting shall appoint from among the constituency delegates a nominating committee to serve for the session. A standing Constitution and Bylaws Committee for the next quinquennium will be nominated. Other standing committees, as may be deemed necessary, may also be nominated. Nominations shall be submitted to the delegates for approval. The chair of the organizing committee shall be the Columbia Union Conference President or his representative. The organizing committee shall be chosen as follows:

(1) Each constituent church shall be empowered to choose a member (or members) to serve on the organizing committee on the basis of its total church membership. Pastors of multi-church districts may be chosen as a delegate for any one church in their district.

(2) There shall be one member chosen for the organizing committee for each constituent church plus an additional member for each full five hundred (500) church members.

(3) Members of the organizing committee shall be chosen and shall meet at least twenty
eight (28) days prior to the constituency meeting.

(4) A quorum of the organizing committee shall consist of not fewer than representation from fifty percent (50%) of the churches from Chesapeake Conference.

(5) The time and place for the organizing committee to meet prior to the constituency meeting shall be given in the call.

Section 2: Nominating Committee

a. Members - The nominating committee shall consist of fifteen (15) members, plus the president of the Columbia Union Conference, or his representative, who shall serve as the chair. The membership of the committee shall consist of at least eight (8) persons that are not employees of the denomination, with the remaining members being in the employment of the denomination. The membership of the committee shall be representative of all segments of the work and territories of Chesapeake Conference.

b. Purpose and Meetings - The purpose of the nominating committee shall be to recommend persons to the constituency meeting to be elected as president, secretary, treasurer, and other members of the executive committee. Members of the nominating committee, together with the president of the Columbia Union Conference or his representative, who shall act as the chair, shall meet at least 14 days prior to the day of the regular constituency meeting. The Conference president may serve in an advisory capacity to this committee in all positions except president.

Section 3: Standing Committee Constitution and Bylaws Committee

Each regularly scheduled constituency meeting of Chesapeake Conference shall elect a standing Constitution and Bylaws Committee.

a. Membership – The committee shall consist of at least eight (8) and not more than twelve (12) members, plus the secretary of the Columbia Union, or his/her representative, and the secretary of the Chesapeake Conference, or his/her representative, who shall serve as the chairperson.

b. Purpose – The purpose of the committee shall be to study, review, and recommend revisions to
the Constitution and Bylaws of the Chesapeake Conference, Bylaws of Chesapeake Conference
Association and Bylaws of Highland View Academy.

c. Function – This committee shall function between regularly scheduled constituency sessions
and shall submit its reports and recommendations through the Conference executive committee to the next
regular constituency meeting.

Section 4: Voting

The voting on all matters of business in Article III shall be by *viva voce* unless otherwise
determined by a majority vote of committee members present.

**ARTICLE IV — Executive Committee**

Section 1: Membership

The executive committee of the Chesapeake Conference of Seventh-day Adventists shall consist
of not more than twenty-one (21) members. The president, secretary, and treasurer shall be members ex
officio of the executive committee. The membership of the committee shall consist of at least eleven (11)
persons that are not employees of the denomination, with the remaining members being in the
employment of the denomination. Members should represent all segments of the work or territories of
the Conference. The officers of the Columbia Union Conference shall be permanent invitees. At least one
third of the members shall not succeed themselves at each quinquennial election.

Members shall be present for at least two thirds (2/3) of the regularly scheduled meetings during
each twelve- (12) month period beginning with the date of the quinquennial session, to maintain
membership on the executive committee. Failure to comply with the attendance requirement, for reasons
other than those acceptable to the committee, shall automatically cancel the membership.

Section 2: Delegated Authority

The executive committee has the authority to act on behalf of the constituents between regular
sessions, including the power to elect or remove for cause, officers and executive committee members (by
2/3 vote), and directors of departments/services/boards (by simple majority vote). The executive committee shall appoint such committees and shall employ such ministers, secretaries, treasurers, and other persons, and shall bring about such distribution of its workers as may be necessary to execute its work effectively.

Section 3: Administrative Authority

The executive committee shall have full administrative authority to:

a. To fill for the current term any vacancies that may occur by death, resignation, or otherwise, in its boards, committees, departments, or in offices which have been filled by Conference election. If a new president is to be elected, the president of the Columbia Union or his designee shall serve as chairperson of the executive committee.

b. To appoint subcommittees, such as the administrative committee or the Board of Education, with terms of reference.

c. To employ ministers, secretaries, teachers, and other persons as deemed necessary for the work of the Conference.

d. To grant and withdraw credentials and licenses. The withdrawal of credentials shall require the consent of two thirds (2/3) of the members of the executive committee.

Section 4: Regular Meetings

The executive committee may schedule regular meetings at such times and places as it may select.

Section 5: Special Meetings

Special meetings of the executive committee may be called at any time or place by the president, or, in his absence, by the secretary, in counsel with the Columbia Union Conference president. A special meeting shall also be called by the secretary in response to the written request of a majority of the members of the executive committee.
Section 6: Meetings by Electronic Conferencing

Any regular or special meeting of the executive committee may be held by means of telephone conference call or other electronic communication media, provided that all persons participating in the meeting can hear and/or simultaneously communicate with each other. A person may attend a regular board meeting via teleconference when approved by administration.

Section 7: Quorum

Eleven (11) members, five (5) of which are not employees of the denomination, shall constitute a quorum. The affirmative vote of two thirds (2/3) of the members present shall be required to enact any proposal. Notwithstanding this, when life, property or the good name of Chesapeake Conference is threatened in an emergency, a majority of a quorum shall be sufficient to do business and to enact any such emergency proposal, provided a reasonable attempt to contact all members of the committee has been made by the president, secretary or their representative. As early as possible following an emergency action, a written explanation of the action and need for it shall be provided to all committee members by the caller of the meeting and this explanation shall become a part of the official minutes.

Section 8: Action Without A Meeting

Any action required or permitted to be taken by the executive committee may be taken without a meeting if two thirds (2/3) of all voting members of the executive committee individually or collectively consent in writing to such action. Such written consent or consents shall have the same force and effect as a unanimous vote of the committee and shall be filed with the minutes of the proceedings of the committee. A facsimile, email, or similar electronic transmission by the committee member, or a photographic, photo static facsimile or other similar reproduction of a writing signed by a member, shall be regarded as signed by the member for the purpose of this section.

ARTICLE V — Eligibility

No person shall serve, or continue to serve, as an officer or trustee who is not, or shall cease to be,
a member in regular standing of a recognized Chesapeake Seventh-day Adventist Church.

ARTICLE VI — Officers

Section 1: Executive Officers

The executive officers of this Conference shall be a president, a secretary, and a treasurer. The secretary and treasurer may be one individual known as the secretary-treasurer. It is the duty of these officers, in consultation with one another, to carry forward the work according to plans, policies, and programs voted by the constituency and/or the Conference executive committee. These plans, policies, and programs shall be in harmony with the doctrines and actions adopted and approved by the General Conference of Seventh-day Adventists in its quinquennial sessions.

Section 2: President

The president, who shall be an ordained minister of experience, is the first officer and shall report to the executive committee of the Conference in consultation with the secretary and the treasurer. He shall act as chairman of the constituency meetings and the executive committee, and serve in the general interests of the Chesapeake Conference as the constituency and the executive committee shall determine. In his leadership he shall adhere to the policies of the Columbia Union Conference, the North American Division and the General Conference of Seventh-day Adventists, work in harmony with the Columbia Union Conference Committee, and in close counsel with the union officers.

Section 3: Secretary

The secretary, associated with the president as an executive officer, shall serve under the direction of the executive committee and shall act as vice-chairperson of the executive committee. The secretary shall report to the executive committee of the Conference after consultation with the president. It shall be the duty of the secretary to keep the minutes of the Conference constituency meetings and of the executive committee meetings, to furnish copies of these minutes to all members of the executive committee and to the officers of the Columbia Union Conference. The secretary shall also be responsible
for providing information as may be requested by the president or by the executive committee, and
perform such other duties as usually pertain to the office.

Section 4: Treasurer

The treasurer, associated with the president as an executive officer, shall serve under the direction
of the executive committee. The treasurer shall report to the executive committee of the Conference after
consultation with the president. The treasurer shall be responsible for providing financial leadership to
the organization which will include, but shall not be limited to, receiving, safeguarding and disbursing all
funds in harmony with the actions of the executive committee, for remitting all required funds to the
Columbia Union/North American Division/General Conference in harmony with the North American
Division policy, and for providing financial information to the president and to the executive committee.
The treasurer shall also be responsible for auditing the books of the local churches and schools at least
once every two (2) years, and for furnishing copies of the financial statements to the Columbia Union
officers.

ARTICLE VII — Directors and Associates of Departments/Associations/Services

Section 1: Advisory Role

The directors of departments/services shall work under the direction of the president and the
executive committee and shall serve in an advisory relationship to the field.

Section 2: Departments/Associations/Services Structure

Conference departments/associations/services shall be organized in harmony with the
departments/associations/services structure of the North American Division, but shall not necessarily
duplicate the department/associations/services of the Columbia Union or North American Division.

Section 3: Departmental Appointments

The Conference president and executive committee shall appoint departmental directors,
associates and services. The Conference president and executive committee shall review the performance
of the departmental directors and associate departmental directors and services at the next executive
committee following the quinquennial session of Chesapeake Conference and shall appoint departmental
directors and associate departmental directors for a period not to exceed five (5) years. The
superintendent of schools and any associates will work under the direction of the president and be
accountable to the executive committee of the Conference.

Article VIII — Administration of the Pre-K to 12 Program

Section 1: Board of Education

The Chesapeake Conference Board of Education derives its authority from the Chesapeake
Conference constituency through the Conference executive committee to plan for and coordinate its Pre-
K to 12 school system. Between sessions of the Conference constituency, the Board of Education
functions under the direction of the Chesapeake Conference executive committee. To ensure the effective
and orderly operation of the schools within the Conference, the Board of Education delegates certain
functions to the local school boards. The local school board works closely with the Chesapeake
Conference Board of Education and the Conference Office of Education. This ensures that the operation
of each school is based on the policies and practices of the Board of Education.

Section 2: Operating Procedures

The Conference executive committee shall approve terms of reference for the Board of
Education. This document shall include a description for membership, meeting procedures and the
specific responsibilities of the Board of Education. The Board of Education shall have authority to
oversee the specific operation of Chesapeake Conference schools including the power to employ and
dismiss employees within their jurisdiction. The Board of Education shall function within the approved
policies of the North American Division and the Columbia Union Educational Code.

Section 3: Office of Education

An Office of Education shall be administered by the superintendent of schools. This position shall
have discretionary administrative authority as delegated by the president and the executive committee in
matters pertaining to education and shall function as executive secretary of the Chesapeake Board of
Education.

Section 4: Associate Superintendent of Schools

The title “associate superintendent of schools” shall be used to designate those individuals that
may be appointed to serve with the superintendent of schools in carrying out the functions and
responsibilities of the Office of Education.

ARTICLE IX — Subsidiary Ministries

Section 1: Corporations and Agencies

Chesapeake 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. Before Chesapeake Conference shall form any legal organizations, approval shall
be granted by the Columbia Union Conference and North American Division.

Section 2: Constituency Meetings of Subsidiaries

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

ARTICLE X — Finance

Section 1: Tithes and Offerings

The funds managed by Chesapeake Conference shall consist of such tithe as received from within
its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, direct tithe, and
other donations as may be made to it.

Section 2: Policies
The tithe and all other funds, including donations, shall be used in harmony with the financial policies of the Columbia Union Conference, the North American Division, and the General Conference. In addition, all donations shall be used in harmony with the specifications of the donors unless prohibited by Federal or State law, rule or regulation.

Section 3: Bank Accounts

The funds of Chesapeake Conference shall be safeguarded in harmony with the financial policies of the North American Division. Monies shall be deposited in the name of the Chesapeake Conference of Seventh-day Adventists in regular or special accounts, in such banks, or savings institutions, as the executive committee shall designate, or with the Columbia Union Revolving Fund, a Delaware Corporation, and shall be withdrawn only by persons authorized by resolution of the executive committee.

Section 4: Financial Statements

Chesapeake Conference shall prepare annually appropriate statements of income and fund balances and shall be responsible for the filing of any financial information directly with the Columbia Union Conference and North American Division, and to the extent required by law, with any branch of local, state or federal government.

ARTICLE XI — Budget, Salary Review and Audit

Section 1: Budget

Chesapeake Conference shall prepare an annual budget in harmony with the policies of the North American Division.

Section 2: Salary and Expense Review

The executive committee shall serve as an Employee Remuneration Committee to review annually the salary and expense of all the employees and set salary rates for the subsequent year in harmony with the policy of the North American Division.

Section 3: Audit
All accounting records of Chesapeake Conference shall be audited at least annually by one of the auditors designated by the General Conference Auditing Service. The financial records of Chesapeake Conference or any of its subsidiaries, agencies or institutions shall at all times be open to said auditors.

Section 4: Financial Audit Review Committee

The Conference executive committee shall appoint a Financial Audit Review Committee of approximately five (5) to seven (7) members to study the annual audited financial report and the management letter. This committee shall be comprised of non church-employed members: from the executive committee. This committee shall submit the management letter in addition to its evaluations and recommendations to the executive committee.

ARTICLE XII — Amendments

The Constitution or the Bylaws of Chesapeake Conference may be amended, revised or repealed at any duly called constituency meeting by two-thirds (2/3) vote of the delegates present and voting at any such constituency meeting of Chesapeake Conference, provided that if it is proposed to amend the Constitution or Bylaws at any specially called constituency meeting, notice of such proposed amendments shall be given specifically in conjunction with the publication of notice for such special session.

ARTICLE XIII — Indemnification

Chesapeake Conference shall provide indemnification as follows:

1. Persons who are or were directors or officers of Chesapeake Conference shall be indemnified by Chesapeake Conference to the fullest extent permitted by the general applicable laws, as now or hereafter are in force including the advance of expenses under the procedures provided by such laws, with respect to matters arising out of service in their capacities as members of the executive committee or officers of Chesapeake Conference or arising out of service at the request of Chesapeake Conference in any capacity (including, but not limited to, as members of the executive committee, officers, partners, trustees, agents or employees) of any other organization (including, but not limited to, a
direct or indirect subsidiary or affiliate of Chesapeake Conference, foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan) unless it is proved that:

a. The act or omission of the member of the executive committee or officer was material to the cause of action and adjudicated in the proceeding; and

(1) was committed in bad faith; or

(2) was the result of active and deliberate dishonesty; or

b. The member of the executive committee or officer actually received an improper personal benefit either directly or indirectly in money, property, or services; or

c. In the case of any criminal proceeding, the member of the executive committee or officer had reasonable cause to believe that the act or omission was unlawful.

2. In the sole discretion of Chesapeake Conference, persons who are or were employees or agents of Chesapeake Conference may be indemnified by Chesapeake Conference to any extent permitted by law, as now or hereafter is in force, including the advance of expenses, in respect to matters arising out of service in their capacities as employees or agents of Chesapeake Conference or arising out of service at the request of Chesapeake Conference in any capacity (including, but not limited to, as members of the executive committee, officers, partners, trustees, agents or employees) of any other organization (including, but not limited to, a direct or indirect subsidiary or affiliate of Chesapeake Conference, foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan).

3. With respect to persons who are or were members of the executive committee or officers of Chesapeake Conference, to the extent that any determination is required under applicable law as to whether such person is entitled to indemnification under paragraph (1) above, including the advance of expenses, such determination shall be made by independent legal counsel retained by Chesapeake Conference and selected by the executive committee by a majority vote of a quorum consisting of members of the executive committee not, at the time, parties to the proceeding, or, if such quorum cannot
be obtained, then by a majority vote of a subcommittee of the executive committee consisting solely of
two or more members of the executive committee not, at the time, parties to such proceeding and who
were duly designated to act in the matter by a majority vote of the full executive committee in which the
designated members of the executive committee who are parties may participate. In the event the
requisite quorum of the full executive committee cannot be obtained and the committee cannot be
established, independent legal counsel shall be selected by a majority vote of the full executive committee
in which members of the executive committee or officers who are parties may participate. Any
determination by such independent legal counsel to deny indemnification, including the advance of
expenses, is subject to de novo review to the fullest extent obtainable in any court that is appropriate
under the applicable general laws or other applicable statutory or decisional law, as now or hereafter is in
force.

4. With respect to persons who are or were employees or agents of Chesapeake Conference,
any determination by Chesapeake Conference under paragraph (2) above shall be made by:
   a. the executive committee or any subcommittee designated by the executive
      committee; or
   b. at the request of the executive committee any subcommittee designated by the
      executive committee or the president, by independent legal counsel retained by Chesapeake Conference
      and selected by the executive committee by a majority vote of a quorum consisting of members of the
      executive committee not, at the time, parties to the proceeding, or, if such quorum cannot be obtained,
      then by a majority vote of a subcommittee of the executive committee consisting solely of two or more
      members of the executive committee not, at the time, parties to such proceeding and who were duly
      designated to act in the matter by a majority vote of the full executive committee in which the designated
      members of the executive committee who are parties may participate. In the event the requisite quorum
      of the full executive committee cannot be established, independent legal counsel shall be selected by a
majority vote of the full executive committee in which members of the executive committee or officers
who are parties may participate.

5. The right of indemnification under this Article shall be in addition to, and not exclusive
of, all other rights to which such member of the executive committee, officer, employee or agent may be
entitled.

6. Chesapeake Conference may purchase and maintain insurance on behalf of any person
who is or was a member of the executive committee, officer, employee or agent of Chesapeake
Conference, or who, while a member of the executive committee, officer, employee or agent of
Chesapeake Conference, is or was serving at the request of Chesapeake Conference, as a member of the
executive committee, officer, partner, trustee, employee or agent of another foreign or domestic
corporation, partnership, joint venture, trust, other enterprise or employee benefit plan against any
liability asserted against or incurred by such person in any such capacity or arising out of such person's
position, whether or not Chesapeake Conference would have the power to indemnify such person under
any applicable statutory or decisional law, as now or hereafter is in force. Chesapeake Conference may
provide similar protection, including a trust fund, letter of credit, or surety bond, not inconsistent with any
applicable statutory or decisional law, as now or hereafter is in force.

No amendment of the bylaws of Chesapeake Conference or repeal of any of its provisions shall
limit or eliminate the benefits provided to members of the executive committee, officers, employees or
agents of Chesapeake Conference under this Article XIII with respect to any act or omission that occurred
prior to such amendment or repeal.

ARTICLE XIV — Dissolution

Section 1. The dissolution of Chesapeake Conference may be effected by a two-thirds (2/3) vote
of the delegates present and voting at any regular or special constituency meeting of Chesapeake
Conference, provided that if it is proposed to dissolve the Conference at a special constituency meeting,
notice of the proposal to dissolve shall be given in the call for the special constituency meeting.

Section 2. After all claims against Chesapeake Conference have been satisfied, any remaining assets shall be transferred to the Columbia Union Conference.