

ASI Constitution & Bylaws
August 2023

ARTICLE 1

Name

The name of the organization shall be “North American Division Adventist-laymen’s Services and Industries.” The letters “ASI,” “NAD ASI,” or “Association” shall identify the organization.

ARTICLE 2

Objectives

The objectives of the Association shall be:

- 2.1 To encourage and promote the development and operation of institutions and enterprises owned or operated by Seventh-day Adventist laymen throughout North America.
- 2.2 To encourage Seventh-day Adventist church members in privately-owned enterprises of various types to unite their efforts with denominationally operated endeavors in the furtherance and extension of the gospel in their immediate communities and to the ends of the earth, according to their abilities and opportunities.
- 2.3 To encourage lay persons and lay-operated institutions and enterprises to commit themselves to work in full and complete harmony with the standards and objectives of the Seventh-day Adventist denomination and to maintain harmonious relationships with conference and church administrations, ministers, church members, and the people of their communities.
- 2.4 To provide, through an exchange of information, coordination of objectives, and the inspiration of Christian fellowship, means by which members of the Association can become more effective in their work.
- 2.5 To assist with mission projects supportive of the Seventh-day Adventist Church, through counsel, promotions, and funding.

ARTICLE 3

Membership Requirements

3.1 Membership in ASI is available to any Seventh-day Adventist church member in regular standing, who shares in the goals and purposes of ASI, and who operates a business, provides a professional service, or operates a supporting ministry, and whose organization has been in operation for at least one year. ASI considers organizations to be supporting ministries when they sign and adhere to the “Guidelines for Supporting Ministries” as approved by the North American Division (NAD) and the ASI Board of Directors. Continued membership for organizations or individuals in any category is contingent upon the organization and/or the persons in management conducting the business of the organization remaining in harmony with Seventh-day Adventist principles and/or personally remaining in regular standing with the Seventh-day Adventist Church. In order to avoid trademark infringement, member organizations will not use a name designation that includes the name Seventh-day Adventist, SDA, or Adventist. As ASI is an organization for lay men and women, its individual members are not employed by, and do not receive any wages from, any Seventh-day Adventist organization listed in the Seventh-day Adventist Yearbook. Organizational members are managed by Seventh-day Adventists who do not receive wages from the Seventh-day Adventist denominational organizations.

ASI membership may be in one of the following categories:

3.2 CHARTER membership is that membership held by, or granted to, institutions, organizations, or individuals on or before March 4, 1947. Dues shall be the same as organizational or personal, whichever applies.

3.3 ORGANIZATIONAL membership is the primary type of ASI membership. The major emphasis of ASI is to encourage supporting ministries and those with the entrepreneurial spirit of business operation to work together and cooperate with the Seventh-day Adventist Church mission and ministry. Organizational membership has the following characteristics:

3.3a Organizational members will have at least two full-time employees in an organization that is owned or controlled by Seventh-day Adventist laypersons. The two qualifying employees may include the owner, applicant, or contract or volunteer workers.

3.3b The organization must have been in operation for at least one full year at the time application for ASI membership is submitted.

3.3c Continued ASI membership is contingent upon the owner of the enterprise and the leaders of a supporting ministry conducting the business and activities of the organization, remaining in harmony with Seventh-day Adventist principles and personally remaining in regular membership standing with the Church.

3.3d Membership will be in the name of the organization.

3.4 EXECUTIVE PROFESSIONAL membership is available to a layperson, who holds an executive, professional, or managerial level of responsibility for a company with employees, and who does not qualify for another category of membership. The person's primary duties must be managing the enterprise or managing a department or subdivision of the enterprise; they must regularly direct the work of at least two or more other full-time employees, or their equivalent, and have the authority to hire or fire employees. Examples of individuals who qualify for the Executive Professional membership would include an executive officer, department manager, or managing physician of a non-member organization.

3.5 SOLE PROPRIETOR membership is available to a layperson who is a business owner who otherwise qualifies for organizational membership, except that they do not have at least two qualifying employees.

3.6 PERSONAL membership is available to an owner, surviving spouse, or CEO of an organization who held organizational membership under Article 3.3 for five (5) years or more but sells the business, retires, or leaves the organization.

3.7 HONORARY membership may be granted to any person who, based on his or her individual contribution to the ASI organization, is selected for recognition and recommended for such status by the ASI Board.

3.8 RETIRED BUSINESS OR PROFESSIONAL membership is available to a layperson who meets the general requirements of section 3.1, and who previously would have qualified for organizational, executive professional, or sole proprietor membership, but has since retired or sold their business or practice.

3.9 APPOINTED membership is held by individuals who have been elected by local or union conferences within the North American Division (NAD) to serve as ASI secretaries or members of the Board who have been appointed by the North American Division Committee (NADCOM).

3.10 ASSOCIATE membership is available to any layperson who holds a high level of responsibility in their work, but whose responsibilities are not executive or managerial in nature, and who does not qualify for another category of membership. Examples of individuals who qualify Associate Membership would include a physician, dentist, attorney, research scientist, auditor, or other professional who does not hold a managerial level of responsibility in their organization.

3.11 ASSOCIATE INTERNATIONAL membership is available to any organization operating outside the NAD that has direct ties to a parent organization holding ASI membership under Article 3.3 or to organizations that meet the criteria of Article 3.3 but are within a division or union in which there is no ASI organization. When the union or division where the international member is located forms an ASI organization, that member should then join and support its local ASI chapter. These provisions for Associate International membership do not nullify the international Organizational membership granted to those admitted to Organizational membership before August 1992.

3.12 YOUNG PROFESSIONAL membership is available to a layperson who holds a professional level of responsibility, and is between the ages of 20 and 35. Membership, shall be for a maximum period of three years. At that time membership must transition to another level for which an additional transitional year is provided. Examples of individuals who qualify for Young Professional membership include recent graduates beginning their career, those in a professional internship or residency, those involved with a recognized supporting ministry leader, or a young entrepreneur starting a business.

ARTICLE 4

Voting Eligibility, Office Holding, and Dues

4.1 VOTING: Delegates, those members who are eligible to vote at the regular or specially called ASI business meetings for the purpose of election of officers and other business as may come before them, are as follows:

4.1a Delegates at large:

--all members of the ASI Board

--all appointed members (see Article 3.10)

4.1b Organization (and Charter) delegates shall be qualified as follows: one delegate for each member organization, plus one delegate for the first six (6) Seventh-day Adventist employees of the member organization, and one additional delegate for each additional ten (10) Seventh-day Adventist employees or major fraction thereof. In no event shall an organization have more than five (5) voting delegates.

4.1c Executive Professional members

4.1d Sole Proprietor members

4.1e Personal members

4.1f Honorary members

4.1g Retired Business or Professional members

4.2 Delegates must be present to vote.

4.3 Associate, Associate International, and Young Professional members are not eligible to vote.

4.4 OFFICE HOLDING: Organizational, Executive Professional, Sole Proprietor, Personal, Honorary, and Retired Business or Professional members may hold office.

4.5 Associate, Associate International, and Young Professional members are not eligible to hold office.

4.6 DUES: Members shall pay annual dues according to the voted and published schedule. All members shall pay dues, with the exception of Appointed and Honorary members.

ARTICLE 5

Membership Application Processing

5.1 An Application for Membership form shall be completed in writing, providing satisfactory information and evidence of qualifications for membership, and sent to the North American Division ASI office in Columbia, Maryland, together with a check covering the first year's membership dues. For Canadians, applications will be sent to the Seventh-day Adventist Church office in Oshawa, Ontario. In addition, it is the applicant's responsibility to provide his/her pastor with the Confidential Information Form that is to be submitted by the pastor to the NAD ASI office.

5.2 Upon receipt of the membership application and the pastor's recommendation, the NAD ASI office will contact the local and union conference ASI secretaries-treasurers for their recommendations. With a completed application, payment for first year's dues, the pastor's recommendation, and the local and union conference ASI secretaries' recommendations, the application will be deemed complete. In the event that the pastor, union or conference ASI Secretary fails or refuses to forward his/her recommendation in a timely manner, an application may be considered without such recommendation.

5.3 Completed applications will be duplicated by the NAD ASI office and sent to ASI Executive Officers for review and approval. A membership application shall be approved by a two-thirds affirmative vote of the members present at a meeting or by a unanimously affirmative vote of the Executive Officers. If, in the course of a vote, any Executive Officer disapproves an application, he/she shall advise the Secretary-Treasurer in writing of such disapproval within fourteen (14) days; otherwise his/her vote shall be deemed affirmative. Applications that are not approved for membership by the Executive Officers shall be reviewed by the ASI Board at its next meeting.

ARTICLE 6

Termination of Membership

6.1 Membership shall be terminated by: (1) written request of the member, (2) removal from Seventh-day Adventist church membership, (3) default in payment of annual dues, (4) a failure to comply with the "Guidelines for Supporting Ministries", or by (5) a two-thirds vote of the Board members present at any meeting. (6) a failure of a member, the owner of a business or the leaders of a supporting ministry to comply with the requirements for ASI membership.

6.2 A member, having been terminated from membership according to paragraph 6.1 but desiring to be reinstated, shall make a request to the Board for reinstatement, whereupon the committee shall reevaluate all the available information pertaining thereto. If the problems relative to ASI membership eligibility have been corrected, the member may be restored to membership by a two-thirds vote of the Board members present.

6.3 A terminated member may reapply for membership by following the procedure listed in Article 5.

ARTICLE 7

Meetings

7.1 Regular business sessions of the Association shall be held biennially in connection with the annual convention. Written notice of a meeting, including a description of the business to be conducted, and the time and place, shall be mailed to members at least four (4) weeks prior to the date of the business session.

7.2 A quorum shall consist of those present at a duly called business meeting.

7.3 A special business session of the Association may be called by the Board at any time, provided the purpose of the special session is stated in the call, and a written notice of such meeting is given at least four (4) weeks prior to the date of the special session.

7.4 The General Conference of Seventh-day Adventists, hereinafter referred to as GC, rules of parliamentary procedure shall be followed at all business meetings.

ARTICLE 8

Selection of Committees

8.1 At each biennial session of the Association, a Large Committee selected from the delegates present shall nominate twelve (12) members of a Nominating Committee, a Bylaws Committee, or other committees as voted by the session. Nominations shall be voted upon by delegates at the session.

8.2 The Large Committee shall be composed of:

8.2a One delegate from each organizational member present.

8.2b One delegate for each five members or major fraction thereof from the Delegates-at-large, Executive Professional, Sole Proprietor, Personal, and Retired Business or Professional members present selected by caucus of the members of this group.

8.3 After the selection of the Large Committee, its members shall meet together and then caucus by chapter to select members of the Nominating Committee as follows:

8.3a The Large Committee members from each ASI Chapter shall select one member to serve on the Nominating Committee and the two largest Chapters shall each select one additional member of the Nominating Committee.

8.3b International organizational members present shall select one Nominating Committee member.

8.3c There shall be a total of twelve (12) lay members of the Nominating Committee selected by the Large Committee.

8.3d The NAD President or his designee shall chair the Large Committee.

8.4 Efforts should be made to encourage an appropriate gender, geographic, and ethnic mix in balancing ASI committees, boards, and offices.

8.5 Other committees for the session shall be elected as may be necessary to conduct business that shall come before the session.

ARTICLE 9

Officers

9.1 Officers of the Association shall be: a President, a General Vice-President, five other Vice-Presidents and a Secretary-Treasurer.

9.2 Officers of the Association shall be elected by members at a biennial business meeting. Officers shall take office at the close of the convention at which they have been elected and shall serve until their successors are duly elected and take office.

9.3 The President shall preside at all meetings of the Association and of the Board. The General Vice-President shall act for the President in the event of the absence of the President. In the event of the resignation or incapacity of the President to serve, the General Vice-President shall serve in the office of the President until the time of the next regular business session.

9.4 The NAD ASI Secretary-Treasurer shall promote the objectives and activities of the Association, shall keep written records of all meetings of the organization and Board, shall have custody of all records of all meetings of the organization and Board, and shall have custody of all the records of the Association. He shall notify members of all regular and special business sessions and meetings and perform such duties as may come within the scope of his authority.

9.5 The Secretary-Treasurer shall have custody of all funds of the Association and shall render an audited report to the membership in business session.

9.6 Unless otherwise requested by the membership in business session or the Board, all

officers of the Association shall carry those responsibilities normally associated with their respective offices.

9.7 Officers of the Association and the President of ASI Missions, Inc. shall constitute the Executive Committee and shall have authority to conduct the business of the Association between meetings of the Board.

ARTICLE 10

Elections

10.1 All officers in the Board shall be elected at each biennial business session of the Association.

10.2 The Nominating Committee shall be selected by the Large Committee (see Article 8) at the biennial business session. The Nominating Committee shall consist of the latest three (3) past presidents and all remaining past presidents as invitees, together with fifteen (15) additional members selected as follows: three (3) to be appointed by NADCOA and twelve (12) laypersons to be nominated by the Large Committee and elected by members of the Association present. The chair of the nominating committee shall be the NAD president or his designee. The first item of business of the Nominating Committee shall be the selection of the secretary of the Nominating Committee. The second item of business shall be the nomination of the Association president, whose name shall be taken to the delegates at once for a vote. Once elected, the president-elect shall sit with the Nominating Committee to provide counsel and input, but without vote.

10.3 The procedure for nomination and election of officers and members of the Board shall be as follows:

10.3a The Nominating Committee shall nominate ASI officers as follows: a President, a General Vice-President, five other Vice-Presidents, and a Secretary-Treasurer. The Secretary-Treasurer nominee shall be recommended to NADCOA for its approval.

10.3b The nominating committee shall nominate members for the ASI Board as provided in Article 11.1. The nominating committee shall consider the ethnic, gender, and geographic balance in its recommendations. Names of nominees shall be submitted to the delegates in session, and the election/confirmation to respective offices shall be by a majority vote of the registered delegates present.

10.4 Vacancies in offices occurring between regular business sessions or vacancies on the Board shall be filled by the Board.

10.5 Vacancies occurring in the Board from among those members appointed by NADCOA shall be filled by NADCOA.

ARTICLE 11

ASI Board

11.1 There shall be a board to administer the affairs of the Association. The Board shall consist of members as follows: the President, Secretary-Treasurer, General Vice-President, five other Vice-Presidents, the president of ASI Missions, Inc., each Union ASI Chapter president, six denominational employees (appointed by NADCOA), two members-at-large, and the immediate past president of ASI.

11.2 The Board shall meet at least once a year for the purpose of reviewing the affairs of the Association and transacting such business as may come before it.

11.3 Meetings of the Board may be called at any time by the ranking officer of the Association; such officer shall serve as chairperson.

11.4 A quorum of the Board shall consist of one half of the Board plus one.

11.5 The Board shall be responsible for the NAD ASI annual convention.

11.6 OPERATING COMMITTEES: The Board or its' Executive Committee may establish committees to assist in the management of the Association. All such committees shall report to the Board or its' Executive Committee, shall conduct scheduled meetings, maintain minutes of its' proceedings and actions. Membership of all committees shall be reviewed at least biannually.

ARTICLE 12

Dues and Financial Records

12.1 Annual membership dues shall be voted by action of the Board and ratified by members at the next business session.

12.2 Financial accounts of the Association are subject to audit by the GC Auditing Service.

ARTICLE 13

Chapters

13.1 As part of the North American Division ASI (about which this document is primarily concerned), provision is hereby authorized for the establishment of union wide, local conference, and local area chapters where five (5) or more ASI members reside. Local chapters may be established to maintain ASI fellowship and cooperative outreach where such is feasible.

13.2 Each union conference shall constitute an ASI Chapter. Where geography or membership makes it necessary, a union chapter may be divided (as voted by the ASI Board and ratified by

the Association in business session).

13.3 Union chapter officers shall be elected by delegates to chapter sessions for terms of office not exceeding two (2) years. Chapter officers may vary according to each union, but the duties of chapter officers shall be generally similar in all applicable respects to the duties of comparable officers of NAD ASI. The officers shall be a President, General Vice-President and/or Vice-Presidents, and Secretary-Treasurer. The Secretary-Treasurer shall be appointed by the executive committee of that union conference. The chair of the chapter nominating committee shall be the President or Secretary-Treasurer of the chapter, or his/her nominee.

13.4 Chapters, insofar as possible, should have a slate of officers and committees that parallel the officers and committees established by the Association.

13.5 The board of any Chapter shall include all officers, plus additional members as deemed necessary (to include representatives of member organizations in local conference and/or union conference office personnel).

13.6 Chapters may assess dues in addition to those dues assessed by the Association; however, members of union chapters will be ASI members because of their membership in NAD ASI.

13.7 Chapters shall adopt constitutions embracing provisions compatible with the purpose of the Association as set out in this Constitution and Bylaws, and shall conduct themselves accordingly. Each chapter shall provide the Association with a copy of its constitution.

ARTICLE 14

Working Relationships

The Association shall work in close counsel with the North American Division, union, and local conference administrations through their respective ASI Secretary-Treasurers. The purpose is to foster and encourage the work of ASI member organizations and to assist in membership growth and purpose.

ARTICLE 15

Dissolution of the Association

In the event that the North American Division Adventist-laymen's Services and Industries organization (the Association) is dissolved and ceases operation, the assets of the organization shall become the property of the North American Division of the General Conference of Seventh-day Adventists.

ARTICLE 16

Amendments

Changes in, or amendments to, the Association Constitution and Bylaws may be made by a two-thirds vote of those members present and voting at any regular business session or any business session, provided the members are advised in the call for the session of the nature and subject of the changes or amendments to be considered.