

**CONSTITUTION
OF
PORTLAND ADVENTIST ACADEMY**

BYLAWS

**Reflects Revisions Incorporating
NPUC Education Code Provisions
and
Establish Alternating Board Terms
Voted by Constituency
September 20, 2017**

CONSTITUTION
OF
PORTLAND ADVENTIST ACADEMY

ARTICLE I

NAME

This organization shall be known as Portland Adventist Academy, hereinafter called "school." This school is a subsidiary unit of the Oregon Conference of Seventh-day Adventists, hereinafter called "conference."

ARTICLE II

OWNERSHIP

Portland Adventist Academy is legally owned and operated by the Western Oregon Conference Association of Seventh-day Adventists, an Oregon religious corporation having its principal office in Clackamas, Clackamas County, Oregon. Ownership and operation are for the benefit of the constituency of Portland Adventist Academy and the Seventh-day Adventist denomination. Upon any dissolution of said school, its property or the proceeds therefrom, shall be used exclusively for the benefit of the educational, religious, and charitable purposes of its constituent churches.

ARTICLE III

OBJECTIVE

To maintain and operate a secondary school in harmony with the educational standards recommended by the General Conference of Seventh-day Adventists, North American Division, the North Pacific Union Conference of Seventh-day Adventists, the Oregon Conference of Seventh-day Adventists, and the State of Oregon.

ARTICLE IV

NON-DISCRIMINATORY POLICY

This school admits students of any race, color, gender, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students in the school. It does not discriminate on the basis of race, color, national and ethnic origin in

administration of its admissions policies, educational policies, hiring policies, loan and scholarship programs, and other school-administered programs.

ARTICLE V

CONSTITUENT MEMBERSHIP

The membership of this constituency shall consist of the baptized members of the constituent churches as set forth in the Bylaws in Article IV, the members of the School Board, the members of the school faculty, the executive officers of the conference, the conference superintendent of schools or associate, and the North Pacific Union Conference Director of Education or designee.

ARTICLE VI

GOVERNING BODY

- A. The School Board is delegated the authority to act on behalf of the constituents between regular and special constituency meetings to conduct the affairs and to control the assets of the school.
- B. The composition, qualifications, time and manner of electing, number, terms of office, and duties and powers of the members of the School Board and officers shall be as set forth in the Bylaws of the school.

ARTICLE VII

SESSIONS

The constituency shall hold regular and special sessions as provided by the Bylaws.

ARTICLE VIII

BYLAWS

The membership of this constituency may enact Bylaws and amend or repeal them at any session thereof, and such Bylaws may embrace any provision not inconsistent with this Constitution.

ARTICLE IX

AMENDMENTS

- A. This Constitution may be amended by a two-thirds (2/3) vote of the delegates present at any regular or special session of this constituency.

- B. The Bylaws may be amended by a majority vote of the delegates present at any regular or special session of this constituency.

ARTICLE X

GENERAL POLICY

The provisions of the North American Division Education Code and the North Pacific Union Conference Education Code (in conjunction with the Oregon State Education Code), so far as they shall apply, shall cover any matters not specifically covered by this Constitution and its Bylaws as though the same were set forth herein at length, and are by this reference made a part of this Constitution and its Bylaws and shall be binding upon all members of this constituency.

ARTICLE XI

DISSOLUTION

- A. This constituency may recommend to the Western Oregon Conference Association of Seventh-day Adventists the dissolution by a three-fourths (3/4) vote of the delegates present and voting at a regular or special session of the constituency provided notice of the proposal to dissolve shall be given in the call for the sessions.
- B. After all claims against the school have been satisfied, any remaining assets shall be transferred to the Western Oregon Conference Association of Seventh-day Adventists. The association board of the Western Oregon Conference Association of Seventh-day Adventists Executive Committee and the School Board in concert shall then determine the appropriate distribution of the assets among the constituent churches.
- C. A church desiring to join or withdraw from the constituency shall follow the procedures as outlined in the Bylaws.
- D. A church withdrawing from the constituency shall forfeit any right to all or any portion of the assets of the school.

BYLAWS
OF
PORTLAND ADVENTIST ACADEMY

ARTICLE I
OFFICES

Section 1.1. The principal office of this school for the transaction of business is located at 1500 SE 96th Avenue, Portland, County of Multnomah, Oregon.

ARTICLE II
CONSTITUENCY SESSIONS

Section 2.1. Annual Session. The constituency sessions shall be called at least twice a year by the School Board who shall designate the time and place for the session and establish the agenda. The chairperson of the School Board shall serve as chairperson of the constituency sessions. In the absence of that person, the vice-chairperson of the School Board shall serve as chairperson. The principal of the school shall function as the secretary of the constituency session. The functions of the school constituency shall be to:

- 2.1.1 Receive and approve reports;
- 2.1.2 Transact any necessary business, including ensuring adequate financing for the general operating costs;
- 2.1.3 Approve financial plans for major capital improvements as recommended by the Oregon Conference K-12 Board of Education or School Board;
- 2.1.4 Consider plans and policies for the operation of the school;
- 2.1.5 Ratify and remove School Board members;
- 2.1.6 Establish and adopt a Constitution in harmony with denominational policies.

Section 2.2 Notice. Notice of sessions of the constituency shall be sent to the constituent churches no less than thirty (30) days prior to the date of the session requesting publication of the session, time, and place in the church bulletins.

Section 2.3. Voting. The voters of the constituency sessions shall be the following:

2.3.1. Duly-elected delegates from the constituent churches, each church organization being entitled to one (1) delegate for each fifty (50) members or major fraction thereof.

2.3.2. Delegates shall serve a minimum two (2)-year term, with one (1) of the delegates to serve as a member of the nominating committee, as prescribed in Section 3.1 of these Bylaws

2.3.3 Delegates at large shall be:

- (a) Members of the School Board;
- (b) The President of the Oregon Conference of Seventh-day Adventists or associate;
- (c) The Vice President of Finance of the Oregon Conference of the Seventh-day Adventists or associate;
- (d) The Vice President of Education of the Oregon Conference of Seventh-day Adventists or associate;
- (e) One representative of the NPUC Office of Education;
- (f) Ten percent (10%) of the faculty members who have attained Level II status, to be elected by the vote of the faculty.

Section 2.4. Quorum. A quorum, which shall be established at the beginning of the session, shall consist of three (3) times the number of constituent churches provided a majority of the constituent churches have representation. In the absence of a quorum, no business shall be transacted, and the only motion which the chair shall entertain is the motion to adjourn. However, by the vote of a majority of the delegates present, the meeting may be adjourned for brief periods of time. If adjourned for less than three weeks, no notice of the new meeting need be given.

Section 2.5 Special Sessions. At the request of one-fourth (1/4) of the constituent church boards, a special session shall be called in accordance with the notification requirements of Section 2.2. This special session shall address the requested agenda items.

ARTICLE III

NOMINATING COMMITTEE

3.1 Composition. Each constituent church shall appoint one (1) constituent delegate to serve on the nominating committee. The Vice President of Education of the Oregon Conference, or his/her designee, shall serve as chairperson of the nominating committee. The principal of the school shall serve as secretary of the nominating committee.

3.2 Term. The term of service for members of the nominating committee shall be a minimum of two (2) years.

3.3 Function. The nominating committee functions are as follows:

3.3.1 As board vacancies and term expirations occur, the Nominating Committee shall select one member from the list of nominees submitted by each constituent church to serve on the School Board, in accordance with Section 5.2.2. Nominating Committee members are ineligible to serve on the School Board, except those prescribed by position. The Nominating Committee may interview nominees for the School Board in its selection process;

3.3.2 The Nominating Committee shall submit its report at the next duly-called constituency meeting.

Section 3.4 Meetings. The chair of the nominating committee shall call the meeting and notify the nominating committee members of the time, date, and place.

Section 3.5 Quorum. A quorum shall consist of a majority of the nominating committee in order to conduct business.

ARTICLE IV

SCHOOL BOARD

Section 4.1 Composition. The voting members of the School Board shall be:

4.1.1 The principal of the school, who shall serve as Executive Secretary;

4.1.2 Officers of the Oregon Conference of Seventh-day Adventists;

4.1.3. One representative from the North Pacific Union Conference Office of Education;

4.1.4. One representative from each constituent church as selected by the nominating committee and ratified by the Constituency;

4.1.5. The Vice Principal of Finance shall serve as an invitee.

4.1.6 School employees, their family members and multiple members of a constituent family shall not be eligible for board membership.

Section 4.2 Term of office. All board members serving under Section 4.1.4 shall serve for a uniform alternating three (3)-year terms coinciding with the school fiscal year, July 1 to June 30. Members may serve consecutive terms.

4.2.1. In case of a vacancy, it shall be the duty of the respective constituent church to submit a list of nominees, in accordance with Section 5.2.2.

4.2.2 A board member that is absent from three (3) consecutive board meetings shall cause that respective seat to become vacant.

Section 4.3 Qualifications. School Board members shall be members in good and regular standing of a constituent Seventh-day Adventist church.

Section 4.4 Authority. The School Board is responsible for the operation of the school within the guidelines and policies adopted by the Oregon Conference Board of Education, the North Pacific Union Conference Education Code, and the school constituency as stated in the Constitution and Bylaws. The board has authority only when meeting in official session; individual members may not speak for the board unless directed by the board to do so. All actions of the board are implemented through its Executive Secretary (the principal) in cooperation with the Board Chairperson.

Section 4.5 Functions The School Board functions are as follows:

- 4.5.1 To recommend employment, assignment, transfer, retirement, termination, or dismissal of classified personnel to the Oregon Conference;
- 4.5.2 To recommend employment, assignment, transfer, retirement, termination, or dismissal of credentialed educational personnel to the K-12 Board of Education, as described in Section 1216 of the NPUC Education Code;
- 4.5.3 To ensure the implementation of plans and policies of the Conference Office of Education;
- 4.5.4 To implement recommendations which may be made by both regional and denominational accrediting organizations;
- 4.5.5 To develop policies in areas of local concern such as but not limited to:
 - (a) Uses of school property
 - (b) Bus schedules and routes
 - (c) Purchasing procedures
 - (d) Tuition and/or other methods of support
 - (e) Admission requirements (in accordance with state and Conference guidelines)
 - (f) Equipment, maintenance of school plant, and capital improvements
 - (g) Textbook purchases
 - (h) Master planning
 - (i) Criteria for selection and use of films and media materials
 - (j) Dress and social behavior;

- 4.5.6 To support the principal in the administration and implementation of the board policies and school program;
- 4.5.7 To ratify or modify the recommendations of the school administration in situations involving serious disciplinary cases and to serve as the ultimate appeal authority in the dismissal of students (board consideration of dismissal recommendations must be in executive sessions);
- 4.5.8 To consider appeals and answer questions regarding the operation of the school;
- 4.5.9 To participate in the process of school evaluation as scheduled by the North Pacific Union Conference and the Oregon Conference Office of Education;
- 4.5.10 To take responsibility for the planning and funding of an annual operating and capital budget;
- 4.5.11 To cooperate with the North Pacific Union Conference and Oregon Conference Office of Education in matters of curriculum development;
- 4.5.12 To authorize and approve the development of a student handbook which shall include such items as:
 - (a) Financial Information
 - (b) School regulations
 - (c) School calendar
 - (d) Course offerings
 - (e) Statement on non-discrimination;
- 4.5.13 Elect or appoint ad hoc committees, such as, but not limited to, facilities, finance, and personnel, and other such committees as it deems necessary;
- 4.5.14 To ensure that official minutes of each meeting of the School Board be kept and to file one copy with the North Pacific Union and Oregon Conference Offices of Education;
- 4.5.15 To cooperate with the Oregon Conference Office of Education in in-service education;
- 4.5.16 To consider, in counsel with the Oregon Conference Vice President of Education, a proposed plan of school organization including a Constitution and Bylaws, an administrative organization and a basic curriculum plan for the school;
- 4.5.17 To submit the school calendar to the Oregon Conference K-12 Board of Education;

4.5.18 To assume responsibility for planning and funding a capital improvements budget;

4.5.19 To consult the conference guidelines for construction procedures.

Section 4.6 Meetings. The School Board shall hold regular meetings a minimum of four (4) times during the fiscal year.

4.6.1 Notice. Written notice of the date, time, and place of the regular meeting of the School Board shall be mailed or otherwise delivered to each member no fewer than five (5) days prior to the date of such meeting.

4.6.2 Special Meetings

(a) Special meetings of the School Board may be called at any time by the chairperson after giving notice as specified in 4.6.1.

(b) The chairperson shall call a special meeting upon the written request of three (3) or more members of the School Board.

4.6.3 Quorum. Fifty-one percent (51%) of the members of the School Board or sixty percent (60%) of the churches must be represented to constitute a quorum and do business.

Section 4.7 Officers Election and Term. The offices of chairperson and vice-chairperson shall be filled annually by secret ballot at the last meeting of the fiscal year.

4.7.1 Duties.

(a) Chairperson:

- (1) To call and preside over board meetings
- (2) To serve as a consultant to the executive secretary in preparing an agenda for committee meetings.
- (3) To become acquainted with parliamentary procedures.
- (4) To encourage discussion relevant to agenda items.
- (5) To become acquainted with the school program and confer with the principal on items pertaining to the operation of the school.
- (6) To support the principal in the administration of the school.
- (7) To act as liaison with the Executive Secretary (the Principal) with individual churches to ensure communication and the presentation of school items pertinent to each church constituency.

- (b) Vice-chairperson:
 - (1) To act in place of the chairperson in case of absence or disability
 - (2) To act for and represent the chairperson in any assignment requested by the chairperson

- (c) Executive Secretary (the Principal):
 - (1) To keep records and minutes of board actions and policies;
 - (2) To insure that official minutes of each meeting of the board be kept and to file one copy with the conference Office of Education and one copy with the North Pacific Union Conference Office of Education;
 - (3) To administer the policies of the board in the operation of the school;
 - (4) To make reports to the board;
 - (5) To serve *ex officio* on all committees;
 - (6) Maintain a policy manual;
 - (7) To act as liaison with the Chairperson with individual churches to ensure communication and the presentation of school items pertinent to each church constituency.

ARTICLE V

CONSTITUENT CHURCHES

Section 5.1 Membership. A Seventh-day Adventist Church of the Oregon Conference may become a constituent church of Portland Adventist Academy by presenting a written petition for membership to the School Board. At the next regular meeting of the School Board this petition will be presented and voted upon. Admission to membership as a constituent church will commence immediately following a favorable majority vote.

5.1.1 A constituent church of Portland Adventist Academy may withdraw from membership as a constituent church by presenting to the School Board written notification of its decision no later than January 5 of the current school year. The constituent church's financial obligation will continue through the current fiscal year.

5.1.2 A constituent church of Portland Adventist Academy may decline to have a representative on the School Board by written notification to the School Board chairman. Once written notice is submitted, the constituent church will not be included in the quorum of constituent churches required for the School Board to conduct business. The constituent church may reinstate their School Board representation by written notification to the School Board chairman. This provision shall have no effect on the church's status as a member of the Portland Adventist Academy constituency,

Section 5.2 Duties. It shall be the duty of each constituent church to support the school by:

5.2.1 Selecting its constituency delegates and nominating committee representative by July 1;

5.2.2 Selecting four (4) nominees for the School Board consisting of one (1) pastor and three (3) church members. Churches shall submit their list of nominees to the Nominating Committee no later than March 1.

- (a) In the event of a vacancy in a constituent church's School Board position, that constituent church shall submit four (4) nominees in accordance with this subsection. The Nominating Committee shall select an interim board member from the list of submitted nominees who shall serve in that position until that constituent church's School Board representative is ratified at the next Constituency session.

Section 5.3 Finances. It shall be the duty of each constituent church to support the school financially by:

5.3.1 Assuming its responsibility for a subsidy of three dollars per attendee per month as determined by the Oregon Conference annual spring count. The subsidy may only be changed by a majority vote at the duly called annual constituency meeting.

5.3.2 Capital improvements to Portland Adventist Academy shall be the joint responsibility of the Oregon Conference of Seventh-day Adventists and the constituent churches. No assessment of local churches for capital improvement shall be made unless jointly agreed upon by the School Board of Portland Adventist Academy, the Oregon Conference of Seventh-day Adventists, and a two-thirds (2/3) vote of the duly called annual constituency meeting. Any assessment shall be based upon the Oregon Conference annual spring count.

ARTICLE VI

PARLIAMENTARY PROCEDURE

Section 6.1 Rules. The usual parliamentary rules as laid down in the Robert's Rules of Order, Newly Revised, shall govern all deliberations in constituency meetings, School Board meetings, and committee meetings when not in conflict with these Bylaws.

February 22, 1994
BOARD/CNSTBYLW.294

Revised April 18, 1995 by Constituency Vote
Change Bylaw 3.1.1
Add Bylaw 3.1.9
Add Bylaw 3.1.10

BOARD/CONSTBYLW.495

Revised December 9, 1997 by Constituency Vote
Change Bylaw 3.6.3

BOARD/CONSTBYLW.D97

Revised May 3, 2000 by Constituency Vote
Change Bylaw 4.3.1

BOARD/CONSTBYLW.M00

Revised March 11, 2003 by Constituency Vote
Change Bylaw 4.3.1

BYLAW 4.3.1 AMENDED 03.311

Revisions regarding board restructure voted by constituency July 29, 2004

Revisions incorporating NPUC Education Code provisions and establish alternating board terms voted by constituency August 26, 2008

BYLAW 3.1 AMENDED – Regarding nominating committee chairperson. Voted on by the constituency on September 20, 2016 and again voted on by the PAA Board members during the October 18, 2016 board meeting. The following language was added “**or his/her designee**”. Change made to the By Laws on 1/4/2017 (by Shawna Irvine).