

Paradise Adventist Academy

Constitution and By-laws

Article 1: Identity

Article 2: Constituency

Article 3: Governing Board

Article 4: Executive Committee

Article 5: Standing Committees

Article 6: Financial Plan

Article 7: Amendment and Revision Procedures

Article 1

Identity

1.1 **Name:** The educational institution shall be known as Paradise Adventist Academy.

1.2 **Purpose:** Paradise Adventist Academy (PAA) shall exist to conduct a secondary school and shall be managed as a Christian school within the guidelines established by the General Conference of Seventh-day Adventists (GC).

1.3 **Ownership:** Paradise Adventist Academy is a non-profit educational association that functions within the educational system of the Northern California Conference of Seventh-day Adventists (NCC), a non-profit religious association, and is operated by constituent churches and companies located in Butte County, California. Title to the real property utilized by the school is vested in the Northern California Conference of Seventh-day Adventists, a California corporation.

1.4 **Clientele:** Paradise Adventist Academy admits students of any race, color, sex, national, or 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, sex, national, or ethnic origin in administration of its educational policies, admission policies, scholarship programs, and other school-administered programs.

Article 2

Constituency

2.1 **Constituent Members**

2.1.1 **Constituent Churches:** Any Seventh-day Adventist church that shares proportionally in the expense of maintaining and operating PAA and has gained admission to the constituency as prescribed by the most recently updated PAA Constitution.

2.1.2 **Regular Members:** All members of constituent churches.

2.1.3 **Ex-Officio Members:**

2.1.3.1 Executive officers of the Pacific Union Conference of Seventh-day Adventists (PUC)

2.1.3.2 PUC Director of Education or designee

		2.1.3.3 Executive officers of the Northern California Conference of Seventh-day Adventists (NCC)
		2.1.3.4 NCC Superintendent of Education or designee
2.2		Admission and Withdrawal from Constituency:
2.2.1		Admission: Churches, companies and/or sponsors applying for admission to this constituency shall be received by a two-thirds (2/3) majority vote (see section 2.3.7) of the delegates at a duly called constituency meeting in which a quorum is achieved (see section 2.3.6).
2.2.2		Withdrawal: Churches, companies and/or sponsors that wish to withdraw from the constituency shall notify the PAA board chair in writing by December 31 of the current school year. They must continue in the constituency through June 30 of the current school year. This withdrawal shall be reported to the delegates at a duly called constituency meeting by the end of January of the current school year.
		2.2.2.1 If a church does not fulfill its subsidy obligations (see section 6.1.2.4), it will cease to be a constituent church of PAA as prescribed in section 6.1.2.
2.3		Meetings:
2.3.1		Purpose: The constituency of Paradise Adventist Academy, at a duly called meeting in which a quorum is achieved, shall have full authority to act on behalf of the school in any matter within the scope of policies, procedures, and goals of the educational system of the Seventh-day Adventist Church. (Part of the purpose of constituency meetings is to receive reports on the operation of the school.)
2.3.2		Regular Meetings: Scheduled annual meetings of the constituency shall be held by the end of January of each year. Constituency meetings shall be open to all constituent members.
2.3.3		Special Meetings: The PAA Governing Board, upon the request of any constituent church board, shall call a special constituency meeting. The PAA Board may also call a special constituency meeting at its own discretion.
2.3.4		Chairperson: The NCC Superintendent of Education (or designee) shall preside as chairperson.
2.3.5		Notice of Meetings: Notice of all special and regular meetings of the constituency shall be emailed to constituent members at least two weeks prior to the meeting, shall be published in all constituent church and company bulletins on two consecutive Sabbaths preceding the date of the meeting, and shall be posted on the church and school websites at least two weeks prior to the meeting.
2.3.6		Quorum: A quorum shall be 75% of the selected delegates prescribed in section 2.4.1. (Delegates must be present to be counted in the quorum.)
2.3.7		Majority Vote Requirement for Action: A two-thirds (2/3) majority vote of the delegates in attendance shall be required to pass a motion or implement an action.
2.3.8		Parliamentary Procedures: Robert's Rules of Order shall constitute the parliamentary procedures to be followed at a constituency meeting unless other governing rules are adopted by a three-fourths (3/4) majority of all the delegates present at a duly called constituency meeting (provided that a quorum has been established as prescribed in section 2.4.1).

2.3.9	Agenda: The agenda of all constituency meetings shall be established by the PAA Board. (Proposed amendments to the agenda which have fulfilled the requirements of section 2.3.9.1 do not require approval of the PAA Board for inclusion on the agenda.)
	2.3.9.1 Non-Board Agenda Initiatives: Non-board initiated items may be placed on the agenda by presenting a petition (containing at least 35 signatures of members of PAA constituent churches or companies) to the PAA board chair and principal at least two weeks prior to the board meeting during which the agenda for the constituency meeting is to be established. (Such amendments shall be placed on the agenda with or without majority approval of the PAA Board.)
	2.3.9.2 Posting of Agenda: The constituency meeting agenda shall be available in the school office seven (7) days prior to the constituency meeting for review by constituency members, and shall be made available on the school and church websites during the seven (7) days prior to the meeting.
2.4	Constituency Meeting Delegates:
2.4.1	Church Elected Delegates: Each church shall appoint voting delegates from their church membership to duly called constituency meetings.
	2.4.1.1 The total number of delegates for a constituency meeting shall be 100 members, apportioned by the same formula used to determine the subsidy of each church (see section 3.1.2.4).
	2.4.1.2 Each church shall provide the names and contact information of the delegates to the Board Chair and the school administrator at least 30 days prior to the duly called constituency meeting.
	2.4.1.2 Each church shall provide the names and contact information of the delegates to the Board Chair and the school administrator by December 1 of each year.
	2.4.1.3 Church delegates shall serve for one year (from December 1 to November 30).
2.4.2	Constituent Church Ex-officio Delegates
	(Voting delegates who are included in the total number of delegates that are allotted to each church. These delegates must be members of a constituent church of Paradise Adventist Academy.)
	2.4.2.1 PAA Board Members
	2.4.2.1 PAA Administration, Faculty, and Staff (must be employed at PAA at least half-time)
	2.4.2.5 Pastors of Constituent Churches
2.4.3	Non-Constituent Church Ex-officio Delegates
	(Voting delegates who are not included in the total number of delegates that are allotted to each church)
	2.4.3.1 PUC Executive Officers
	2.4.3.2 NCC Executive Officers
Article 3	

Governing Board

3.1	Responsibilities: The PAA Governing Board (Board) shall have the authority and the responsibility to act on behalf of the constituency at all times between duly called constituency meetings. This authority shall include, but not be limited to, the following responsibilities:
3.1.1	Implement plans and policies voted by the constituency in session
3.1.2	Oversee fiscal management
	3.1.2.1: Establish operating and capital budgets
	3.1.2.2: Approve capital improvements for projects under \$75,000
	3.1.2.3: Recommend capital improvement projects to the constituency for projects over \$75,000
	3.1.2.4: Determine the formula on which subsidies will be allocated to each constituent church. (Since the charter vote of the joint constituency in December 9, 2019 established that the church subsidy allocation shall be 50/50 for the first three years of joint constituency, this formula will be in effect until re-evaluated at the constituency meeting held during the 2022/2023 school year.)
	3.1.2.5: Recommend to each constituent church subsidy amounts for their approval
3.1.3	Provide an annual report for constituency meetings
3.1.4	Encourage and support a Home and School Association
3.1.5	Recommend school administrators to implement board policies
3.1.6	Recommend the employment, transfer, assignment, or termination of all administrators, faculty members, and supporting personnel
3.1.7	Establish the agenda for constituency meetings
3.1.8	Perform any other function not expressly reserved for the constituency
3.1.9	Establish the date and venue for the constituency meetings.
3.2	Board Membership: Membership on the Board shall be constituted as follows:
3.2.1	Ex-officio Members:
	3.2.1.1 PUC Director of Education
	3.2.1.2 NCC Executive Officers

		3.2.1.3 NCC Superintendent of Education (or designee)
		3.2.1.4 The senior pastor (or designee) of each constituent church or company
		3.2.1.5 The school principal shall serve as the executive secretary of the Board
		3.2.1.6 The president of the Home and School Association (or designee who is a member of the Home and School Association)
		3.2.1.7 The Tuition Assistance (Worthy Student) Coordinator(s)
		3.2.1.8 The president of the Associated Student Body. (This student representative may not be present when the Board is in executive session.)
	3.2.2	Constituent Church Representatives: The constituent churches shall be represented by a total of 14 representatives. (If more churches join the constituency, more representatives may be allowed, if necessary, to facilitate apportionment based as close as possible to the church subsidy formula prescribed in section 6.1.2.)
	3.2.3	Non-Constituent Church Representatives: A Seventh-day Adventist church or company which is not a constituent church, but which sends three or more students to PAA, may elect a voting representative to the PAA Board.
	3.2.4	Recording Secretary (non-voting)
	3.3	Apportionment of Elected Members:
	3.3.1	Elected members shall be apportioned by the same formula used to determine the church subsidies, with a minimum of one representative per constituent church or company (see section 6.1.2).
	3.3.2	If all constituent churches agree to a change in church subsidy apportionment, that change in subsidy apportionment (as well as the Board representation based on that subsidy apportionment) shall change in July with the seating of a new Board.
	3.4	Board Member Election and Terms:
	3.4.1	Method of Election: Board representatives from each constituent church or company shall be elected in the same manner as all other church officers. (Full-time PAA personnel and their spouses shall not be eligible for Board membership.)
	3.4.2	Length of Term: Elected board members shall serve three year terms, commencing July 1, and ending June 30.
	3.4.3	Consecutive Terms: Elected Board members shall not serve consecutive terms. Neither shall the spouse of a board member begin serving on the board immediately after the board member has "termed out". (There shall be a one year hiatus between terms served by either spouse.)

3.4.4	Member Absence: An elected board representative who is absent (unexcused) for two consecutive meetings, or for three meetings in a year, shall forfeit membership on the Board. Absences may only be excused if agreed upon (by majority vote) by the chairperson, vice-chairperson, and executive secretary of the Board. It is the responsibility of the board member to present the excuse for the absence to one of these individuals, and it is the responsibility of that individual to consult with the other two for agreement.
3.4.5	Member Replacement: When a duly elected member of the Board resigns by notification to the Board, forfeiture due to absence, or for any other reason is no longer able to serve on the Board, it shall be the duty of the executive secretary of the Board to notify the appropriate church pastor so that the church or company may act promptly to replace that member. The newly elected representative shall complete the balance of the three year term.
3.4.6	Partial Terms: A board member who has been selected to serve the unfinished term of another may be re-elected to serve a full consecutive term of three years, notwithstanding the provisions of Article 3.4.3, provided that the unfinished term was eighteen months or less.
3.5	Organization of the Board:
3.5.1	Officers: Any duly elected board member shall be presumed to be qualified to serve in any capacity as an officer or other representative of the Board. The officers of the Board shall be the following:
	3.5.1.1 Chair
	3.5.1.2 Vice-Chair
	3.5.1.3 Executive Secretary
	3.5.1.4 Standing Committee Chairs
	3.5.1.5 Recording Secretary
3.5.2	Duties of the Officers
	3.5.2.1 Chair: It shall be the duty of the Chair to call and preside over board meetings and the executive committee sessions, to communicate quarterly (or more frequently if deemed necessary) with constituent church board chairs on matters relating to PAA, to communicate with the constituent churches and companies regarding constituency meetings, and to serve as an ex-officio member of all standing committees.
	3.5.2.2 Vice-Chair: It shall be the duty of the Vice-Chair to fulfill all the responsibilities of the Chair in the absence of the Chair, or at the specific request of the Chair, and to serve as Vice-Chair of the Executive Committee.
	3.5.2.3 Executive Secretary: The school administrator shall serve as the Executive Secretary of the Board. The Executive Secretary shall oversee maintenance of a record of minutes of the Board and its standing committees, oversee presentation of financial statements at board meetings, and serve as an ex-officio member of all standing committees.
	3.5.2.4 Standing Committee Chairs: It shall be the duty of the standing committee chairs to call and preside over all standing committee meetings and to submit all recommendations of the standing committees to the Board.

		3.5.2.5 Recording Secretary: It shall be the duty of the Recording Secretary to record minutes of board meetings and make them available to the Executive Secretary.
	3.5.3	Election of Officers:
		The voting members of the Board shall nominate the Chair and Vice Chair (either by secret ballot during a duly called board meeting, or via email sent to the school administrator and copied to the NCC representative). A quorum of the Board will select the Chair and Vice Chair (either by secret ballot during a duly called board meeting, or via email sent to the school administrator and copied to the NCC representative) from the group of nominees who have confirmed that they are willing to serve as officers. (If the nominations are made via email, the school administrator shall seek confirmation from the nominees regarding their willingness to serve as an officer.) No constituent church or company shall be represented by both the Chair and the Vice Chair. The Board Chair shall be selected by the end of May prior to the next school year. The Vice Chair shall be selected by the end of the first month of the school year.
	3.6	Meetings:
	3.6.1	Regular Meetings: The Board shall conduct a minimum of six (6) regular meetings during each fiscal year. Notice of the date, time, and place of regular board meetings shall be delivered to each board member no fewer than seven (7) days prior to the date of such meetings. (A schedule of meetings presented at the beginning of the school year may satisfy this requirement.)
	3.6.2	Special Meetings: Special board meetings may be called by the Chair at any time. Notice of the date, time, and place of such board meetings shall be delivered to each board member no fewer than seven (7) days prior to the date of such meetings.
	3.6.3	Quorum: Fifty one percent (51%) of the elected members of the Board shall constitute a quorum with full power to conduct business, provided that two (2) officers of the Board are present.
	3.6.4	Open Board Meetings: Except for executive session, board meetings shall be open to all members of the constituent churches or companies. Non-constituent individuals may attend board meetings at the discretion of the board chair or his or her designee. The schedule of regular board meetings shall be made available to any member of the constituent churches or companies upon request. Requests by non-board members to appear before the Board shall be approved by the Chair at least one week prior to the board meeting. The Chair may assign any such appearance to a standing committee or to the Board subject to the discretion of the Chair.
	3.6.5	Board Decisions: All decisions by the Board will be made during a regular or special board meeting.
	3.6.6	Board Meeting Attendance: If a board member is absent two times during a twelve month period, the Board Chair shall notify the pastor and the church or company board chair of the absenteeism of the school board member. If a board member is absent three times during a twelve month period, that person shall be removed from the Board.
Article 4		
Executive Committee		
	4.1	Responsibilities: The Executive Committee shall have the authority and responsibility to act on behalf of the Board when actions need to be taken at a time when the Board is not able to meet.

4.1.1	Board Ratification of Executive Committee Actions: After the Executive Committee has taken an action, all board members shall be notified (either by traditional mail or by e-mail) of any such action within seven days after the action. Such actions shall be subject to the approval of the Board at the next regular or special board meeting.
4.1.2	Executive Committee Members:
	4.1.2.1 Board Chair
	4.1.2.2 Board Vice-Chair
	4.1.2.3 One board member from each constituent church or company to be selected by the Board. (The board representative from each church shall be selected by the subgroup of board members who are representatives of that same church.)
	4.1.2.4 Executive Secretary
	4.1.2.5 School Vice-Principal
	4.1.2.6 One pastor from each constituent church or company
	4.1.2.7 Superintendent of Education of the NCC or designee
4.1.3	Meetings: The Executive Committee may meet at any time on special notice as called by the Board Chair.
4.1.4	Officers: The Board Chair and Vice-Chair shall function in the same capacities in the executive committee.

Article 5

Standing Committees

5.1	Purpose: It shall be the responsibility of the standing committees to act on behalf of the Board in the analysis and recommendations concerning matters relevant to the agenda of the Board.
5.2	Standing Committee Members:
5.2.1	Personnel Committee:
	5.2.1.1 Superintendent of Education of the NCC or designee as Chair
	5.2.1.2 Board Chair and Vice-Chair
	5.2.1.3 School Administrator (responsible to assign a Recording Secretary from within the committee)
	5.2.1.4 One pastor from each constituent church
	5.2.1.5 Four additional elected board members (more if necessary to facilitate apportionment based as close as possible on the representation from each constituent church)

5.2.2	Finance Committee:	
		5.2.2.1 Board Chair or Vice-Chair
		5.2.2.2 School Business Manager (if applicable) to serve as (or assign) the committee Chair.
		5.2.2.3 School Administrator to serve as (or assign) the committee Chair (if there is no Business Manager) and to assign the Recording Secretary from within the committee.
		5.2.2.4 One Pastor Representative or designee (to be selected in a way to facilitate equal representation from each church)
		5.2.2.5 Tuition Assistance (Worthy Student) Coordinator(s)
		5.2.2.6 Two additional elected board members (more if necessary to facilitate apportionment based as close as possible on the representation from each constituent church)
5.2.3	Constitution Committee:	
		5.2.3.1 Board Chair or designee
		5.2.3.2 School Administrator
		5.2.3.3 Four additional elected board members (more if necessary to facilitate apportionment based as close as possible on the representation from each constituent church)
5.3	Officers and Ex-Officio Members:	The committees may call, as advisors, those people whom they may choose. Elected committee members shall be selected by the Board as soon as possible after commencement of the new board term in July.
5.3.1	Ex-officio Members:	
		5.3.1.1 School Administrator
		5.3.1.2 Board Chair and/or Vice-Chair
		5.3.1.3 NCC Superintendent of Education
5.3.2	Chairs:	Committee Chairs shall be selected as prescribed in section 5.1.1.1, section 5.1.2.2, and/or section 5.1.2.3.
5.3.3	Recording Secretaries:	The recording secretary of each committee shall be assigned by the school administrator or designee, and shall submit the minutes of the committee to the Executive Secretary by the day following the meeting.

5.4	Quorum: For the purpose of conducting business, a quorum of standing or ad hoc committees of the Board shall consist of a number equal to fifty percent (50%) or more of the committee, provided that at least one officer is present.
5.5	Responsibilities of Standing Committees
5.5.1	Personnel Committee:
	5.5.1.1 Review the recommendations of school administration, and recommend to the Board for employment, administrators, faculty, and supporting staff.
	5.5.1.2 Arbitrate personnel disputes.
5.5.2	Finance Committee:
	5.5.2.1 Review and present budgets to include all operating and capital costs.
	5.5.2.2 Recommend annual church subsidies.
	5.5.2.3 Review monthly financial statements
	5.5.2.2 Review applications for changes in church subsidy apportionment (section 6.1.2.2)
5.5.3	Constitution Committee:
	5.5.3.1 Analyze and/or draft proposed amendments to the constitution.
	5.5.3.2 Initiate revisions of (or amendments to) the constitution
Article 6	
Financial Plan	
6.1	Financial Support: PAA shall receive financial support from the following sources:
6.1.1	Student tuition
6.1.2	Constituent Church Subsidies
	6.1.2.1 Subsidy Apportionment Ratification: The Board shall recommend the subsidy allocation to each constituent church (see 3.1.2.4). The constituent churches shall ratify the church subsidy amounts during a duly called meeting. (This meeting must be conducted by the end of January of the year prior to the implementation of the subsidy apportionment. This recommendation must be approved by a 2/3 majority vote of the Board in a duly called meeting.)

		6.1.2.2 Change in Subsidy Apportionment: Any motion to change subsidy apportionment must be passed during a duly called constituency meeting (see sections 2.3.6 and 2.3.7). This meeting must be conducted by the end of January of the year prior to implementation of the change in subsidy apportionment.
		6.1.2.3 Church Subsidy Modification: If a church becomes unable to meet its subsidy obligations, the Chair of the church Finance Committee (or designee) shall submit an application for a church subsidy modification (CSM) to the chair of the PAA Board. Within four (4) weeks of receiving the CSM, the PAA finance committee shall prepare a recommendation to the PAA Board for approval. If the Board approves a CSM, it shall prescribe the date on which the modification will be effective.(All church subsidy modifications shall be reported to the constituency annually during a duly called meeting.)
		6.1.2.4 Subsidy Default: If a church defaults on a subsidy payment, the PAA board chair and/or administrator shall send written notice of the default to the church pastor and the chair of the church finance committee within one week of becoming aware of the default. If the account receivable for the subsidy of a constituent church becomes equal to two months subsidy billings, and if that church is not participating in the church subsidy modification process described in section 6.1.2.3, then the PAA board chair shall send a written final notice to the church pastor and the church board chair (within one week of becoming aware of the two month default) indicating that the church will cease to be a constituent church of PAA effective one month after the final notice has been given.
		6.1.2.5 Subsidy Review: The Board shall review the subsidy allocation formula annually (understanding that the allocation will be 50/50 until the end of the 2022/2023 school year).
	6.1.3	NCC Subsidy
	6.1.4	Gifts, Grants, or Campus Industries
6.2		Budget: The annual budget shall provide aggregate funding for both operating and capital needs.
Article 7		
Amendment and Revision Procedures		
7.1		Passing Amendments:
	7.1.1	Quorum and Majority Requirements: This constitution may be amended or revised by a 2/3 majority vote of a quorum during a duly prescribed meeting as prescribed in sections 2.3.6 and 2.3.7.
	7.1.2	Posting of Amendments: Any proposed amendments shall be available in the school office seven (7) days prior to the constituency meeting for review by constituency members, and shall be made available on the school and church websites during the seven (7) days prior to the meeting.
7.2		Initiating Amendments
	7.2.1	Non-Board Initiatives: An amendment to the constitution may be initiated by presenting to the PAA Board (via the board chair) a petition containing at least 35 signatures of members of PAA constituent churches or companies. (The Board may refer the proposal to the Constitution Committee for analysis and final drafting. During the drafting process, this committee shall not alter the initial intent of said proposal.) The proposed amendment shall be placed on the agenda of the next duly called constituency meeting, provided that said constituency meeting occurs no less than 90 days after the petition has been presented to the PAA Board during a duly called board meeting. (The proposed amendment must be posted as prescribed in section 7.1.2.)

	7.2.2	Board Initiatives: An amendment to the constitution may be initiated by the PAA Board (or its Constitution Revision Committee). Upon the majority vote of the Board, the proposed amendment shall be placed on the agenda to be presented to the constituency for approval at the next duly called meeting. (The amendment must be posted as prescribed in section 7.1.2.)