

**CONSTITUTION
OF
LOMA LINDA ACADEMY**

This Constitution shall be implemented in harmony with the policies of the Southeastern California Conference, the Pacific Union Conference, and the General Conference of Seventh-day Adventists.

ARTICLE I

NAME:

This organization shall be known as Loma Linda Academy (“Academy”). The Academy is a system of four divisions: the Children’s Center (3 mo.-Pre-K), the Elementary School (Transitional-K-6), the Junior High School (7-8), and the High School (9-12), the four comprising the Academy.

ARTICLE II

PURPOSE:

The purpose of this organization shall be to conduct a Seventh-day Adventist school in harmony with the policies as outlined in the Codes of the North American Division, Pacific Union Conference, and the Southeastern California Conference of Seventh-day Adventists. The Academy shall have two functions: to provide maximum encouragement for students to consecrate their lives in service to God and their fellow persons, and to provide a quality, Christ-centered curriculum which will promote the maximum development of each student's spiritual, mental, physical, and social faculties.

ARTICLE III

OWNERSHIP:

The Academy is legally owned and operated by the Southeastern California Conference of Seventh-day Adventists, a California non-profit religious corporation, having its principal office in the city of Riverside, Riverside County, California. Ownership and operation are for the benefit of the constituency of the Academy and the Seventh-day Adventist denomination.

In the event of the dissolution of the Academy, all debts of the Academy shall be satisfied from the Academy assets. The remaining Academy assets shall revert to Southeastern California Conference to be used to provide Christian education for the children of the churches that were constituent members of the Academy. The Conference shall distribute the funds to the constituent churches and the conference education operating fund proportionately based on the average annual subsidy support that each church and the conference education operating fund provided to the school for the three years preceding the dissolution.

ARTICLE IV

CONSTITUENCY:

A. Constituent Seventh-day Adventist churches and companies:

1. Single constituent churches:
 - a. Assume the payment of yearly general operating costs in the form of subsidies as voted by the Governing Board of Trustees (“Governing Board”) and recorded in the board minutes.
 - b. Assume the payment of major capital expenditure costs as voted by the constituency.
 - c. Have full voting representation on the Governing Board and at the constituency meetings as defined in the Constitution.
 - d. Have permanent constituency status in relation to the Academy unless and until permission is granted to transfer constituency membership by the Southeastern California Conference.
 2. Multiple Constituent Churches:
 - a. Assume the payment of a reduced portion of the yearly general operating costs based on the ratio of the financial commitments to the Academy as determined by the Governing Board and their financial commitments to another school constituency (i.e., elementary school, junior academy) and recorded in the board minutes.
 - b. Assume the payment of a portion of the capital expenditure costs as voted by the constituency in the same proportion as their operating subsidy.
 - c. Have full voting representation on the Governing Board and at the constituency meetings as defined in the Constitution.
 - d. Have permanent status in relationship to the Academy unless and until permission is granted to transfer constituency membership by the Southeastern California Conference.
 3. New Constituent churches:
 - a. Assume the payment of yearly general operating costs in the form of subsidies as voted by the Governing Board of Trustees (“Governing Board”) and recorded in the board minutes.
 - b. Assume the payment of a portion of the capital expenditure costs in the same proportion as the operating subsidy.
 - c. Have full voting representation on the Governing Board and at constituency meetings as defined in the Constitution.
 - d. Remain a constituent of the Academy until permission is granted to transfer constituency membership by the Southeastern California Conference.
- B. New Members:
Applications of churches or companies for admission to the constituency of the Academy shall be accepted by a majority vote at a duly called constituency meeting. The Governing Board may grant temporary membership subject to the approval or disapproval of the constituency at its next meeting.
- C. Change of Status:
Any church wishing to change constituency status either by changing support to another school, changing from single to a multiple

constituency status, or vice versa, must follow the appropriate Conference policy as found in the SECC Education Code.

D. Meetings of the Constituency:

1. Convening the Constituency Meeting:

- a. The Governing Board shall call constituency meetings as needed. Constituency meetings shall be open sessions to which all members of the constituent churches are invited.
- b. Officers of the Constituency Meeting shall be:
 1. Chair: The Chair of the Board shall serve as Chair of the constituency meetings.
 2. Secretary: The Headmaster of the Academy shall serve as the secretary for the constituency meeting.
- c. In the event of failure on the part of the Governing Board to act in calling a constituency meeting, members of any constituent church or company, at a regularly called church business meeting, or the Conference Board of Education, may vote to ask the Chair of the Governing Board to call a constituency meeting.
- d. Churches and all Governing Board members shall be first notified in writing no later than 60 days prior to the constituency meeting.
- e. Items may be submitted for the agenda by action of any constituent church board, the Governing Board, and/or the Conference Board of Education, and must be communicated to the secretary of the Governing Board 30 days prior to the constituency meeting. The Governing Board shall set the agenda. Constituent churches shall be notified of the agenda at least three weeks prior to the constituency meeting.

2. Voting Delegates:

- a. Voting Delegates shall be appointed by the constituent churches and companies. Each church or company shall be entitled to one (1) voting delegate for the organization, and one (1) additional representative for each one percent (1%), or portion thereof, of the subsidy paid. "Subsidy paid" shall mean actual subsidy paid during the most recently completed calendar year prior to the announcement of a Constituency Meeting. The Academy shall determine church representation based on subsidy payment records and churches will be notified of the appropriate number of Constituency representatives for the upcoming meeting.
(Note: Members of the Governing Board are delegates by virtue of their office and shall not be included in the above formula.) The delegates shall be selected in a manner satisfactory to each church organization.
- b. The following delegates, by virtue of their office, shall be voting delegates when in attendance at a Constituency meeting:
 1. Executive officers and the Superintendent of Education or the Associate Superintendent of Education of the Southeastern California Conference.

2. The Secretary of Education or the Associate Secretary of Education of the Pacific Union Conference.
 - c. All voting members of the LLA Governing Board
 - d. Employees of the Academy are not eligible to be selected as delegates representing churches.
 - e. A quorum consists of 20% of delegates.
3. Duties:

The Constituency of the Academy shall do the following:

 - a. Receive reports of the operations of the school.
 - b. Act upon agenda items as may be presented for consideration.
 - c. Vote on financial plans for major capital improvements as recommended by the Governing Board when funds are requested from the constituency.
 - d. Make constitutional changes.

ARTICLE V

Governing Board:

A. Membership:

1. The Governing Board shall be composed of members of the Seventh-day Adventist Church selected from the Academy constituent churches and who represent a cross section of the school constituency. (PUC Educ. Code § A17-108 (2010))
2. All potential board members will be considered voting members once they attend a meeting in any given year and are recorded as present. Terms of service will be for one year at a time and run from July through June. A church can specify an individual for any length of service but voting membership must be reestablished each school year.
3. The Governing Board shall be composed of the following voting members:
 - a. Two elected members from each constituent church shall be appointed for the first ten percent (10%) or fraction thereof of the subsidy paid, and one (1) additional member for each additional ten percent (10%) or fraction thereof. "Subsidy paid" shall mean actual subsidy paid by the churches to the school during the most recently completed calendar year. Each February, school board representation by the churches shall be audited by the Academy based on subsidy payment records and churches will be notified of the appropriate number of school board representatives for the coming school year.
 - b. One (1) pastor or associate pastor from each constituent church or company.
 - c. Two (2) members appointed by Loma Linda University Health. (LLUH)
 - d. Two (2) "at large" members may be appointed as representatives to the Governing Board. The "at large" members are chosen for an expertise deemed valuable to the board and do not need to be members of a constituent church. Nominations for the "at-large"

representatives will be brought to the Governing Board for approval from a committee comprised of the current Governing Board Chair, the current Governing Board Vice-Chair, Office of Education Designee, and the Headmaster.

- e. The Superintendent of Education of the Southeastern California Conference or designee.
- f. A representative from the Pacific Union Conference Office of Education.
- g. Representative(s) from the Academy's Home and School Association, not to exceed four (4). (See Article X.)
- h. Six (6) administrators of the Academy, including the Headmaster, the Business Administrator, and the principals of the four divisions of the Academy.
- i. The Chair and the Vice-Chair

B. Term:

1. By July 1 of each year, the constituent churches will inform the secretary of the Governing Board of their elected representatives for the year beginning July 1, and the length of each representative's term (e.g., 3 year term). The representatives' term will begin on July 1 and end on June 30 of the applicable year based on the length of term as provided by the constituent church.
2. "At-large" representatives shall serve one-year terms and are not eligible to be elected to board office.

C. Vacancy and Removal:

1. In the event of a vacancy with respect to any representative appointed by a constituent church, the constituent church shall have the right to appoint a replacement representative who shall serve the remainder of the term of the prior appointed representative.
2. A constituent entity may at any time remove a member of the Governing Board appointed by that constituent entity by notifying the secretary of the Governing Board of such removal. Any such removal shall be effective upon receipt of such notice by the secretary of the Governing Board.

D. Officers of the Governing Board shall be:

1. Chair.
2. Vice-Chair.
3. Secretary (Headmaster).

E. Quorum:

1. At a duly called meeting, a quorum shall consist of twenty percent (20%) of voting members, providing the Chair or Vice-Chair and two administrators of the Academy are present.
2. Once a quorum has been declared by the Chair, the meeting may continue until legally adjourned.

F. Voting Requirement:

1. Any motion shall require a simple majority vote of those voting unless otherwise stated in the Constitution.

2. An email vote between regularly scheduled Board Meetings can only be called by the Board Chair and only for time-sensitive issues. In order for such a motion to pass, 51% of the membership of the Governing Board must vote affirmatively for the motion. The results of the email vote will be reported to the Governing Board by email and the action shall be ratified at the next regularly scheduled meeting.

ARTICLE VI DUTIES AND FUNCTION OF THE GOVERNING BOARD:

A. Officers' Duties:

1. It shall be the duty of the Chair to:
 - a. Develop an agenda, in conjunction with the secretary.
 - b. Call and preside at all meetings.
 - c. Serve on all committees.
 - d. Perform all duties that would normally fall to the responsibility of a Chair.
2. It shall be the duty of the Vice-Chair to:
 - a. Act in the place of the Chair in case of absence or disability.
 - b. Act and represent the Chair in any assignment requested by the Chair.
 - c. Serve on all committees.
3. It shall be the duty of the Secretary to:
 - a. Keep all records and minutes of Governing Board policy and actions. Copies of the minutes and upcoming board agenda and supporting documents shall be mailed to members of the Governing Board, to be received at least three days prior to the next meeting.
 - b. Carry on the necessary correspondence of the Governing Board.
 - c. Administer the policies and budget of the Governing Board.
 - d. Serve on all committees.
 - e. Arrange for reports, to include a current financial report, at each regularly scheduled board meeting

B. The Governing Board has authority to:

1. Carry out all policies adopted by the Pacific Union and Southeastern California Conferences, as they are applicable to the Academy.
2. Approve the annual operating and capital improvement budgets.
3. Approve and recommend to the constituency any major capital expenditure.
4. Approve the annual audited financial statement.
5. Approve the employment of the Headmaster, the Business Administrator, and the principals of the Children's Center, Elementary School, Junior High School, and High School, who will serve for terms of up to three (3) years each.
6. Develop and review policies of the Academy.
7. Call and set agenda for constituency meetings.

8. Approve a strategic plan for the Academy as presented by administration.
- C. Governing Board Meetings:
1. All members of the Governing Board will be notified of all Governing Board meetings.
 2. All meetings of the Governing Board will be open to all constituent members unless declared by the Chair as an executive session. An executive session excludes all non-members.
 3. The Governing Board shall meet a minimum of two (2) times per school year with a meeting in the fall and spring for carrying out the duties as described in this Constitution.
- D. Election and Term Limits of Governing Board Officers:
1. The Operating Board will bring nominations for Chair and Vice-Chair to the Governing Board at the time of elections. The Chair and Vice-Chair shall be elected on alternate years. Members of the Governing Board may submit names to the secretary of the Governing Board for consideration for nomination.
 2. Elected officers of the Governing Board must be Governing Board members as of July 1 and shall have been a member of the Governing Board for a minimum of one (1) year prior to election/appointment. School employees are not eligible to serve as Chair or Vice-Chair.
 3. Each elected officer shall serve a two-year term for a maximum of three consecutive full two-year terms. Election of officers shall take place at the first regularly scheduled Governing Board meeting after July 1.
 4. The method of organization shall be under the direction of the Superintendent of Schools or his/her designee and will be conducted in harmony with the Church Manual, Pacific Union Education Code section A17-108, and Southeastern California Education Board Policies.
 5. Upon election or re-election, the Chair and Vice-Chair shall no longer be representatives of a church or other constituent entity; the entity that they represented shall select other members to serve in their place.
- E. Reserved Powers:
1. The governing board may, from time to time, delegate its authority or duties hereunder except such authority or duties as are expressly reserved to the Governing Board by this Constitution.
 2. All Personnel matters regarding the Headmaster, the Business Administrator and the principals of the schools are expressly reserved to the Governing Board. (PUC Educ. Code A17-112 (2010))
 3. Only the Governing Board shall have the authority to elect the Chair and Vice-Chair of the Governing Board.

ARTICLE VII OPERATING BOARD

A. Membership:

1. The Operating Board shall be composed of members selected from the Governing Board.
2. The Operating Board shall be appointed by the Governing Board.
3. The Operating Board shall be composed of the following members:
 - a. Chair of the Governing Board.
 - b. Vice-Chair of the Governing Board.
 - c. The Superintendent of Education/Designee.
 - d. A representative of LLUH
 - e. The Headmaster.
 - f. Nine (9) representatives from the Governing Board of Trustees.
 - g. The at large members of the Governing Board.
 - h. The senior pastor or pastoral designee of any church providing 10% or more of the church subsidy to the Academy.

B. Selection and Length of Terms of Members:

1. Nominations for the nine (9) representatives for the Operating Board will be brought to the Governing Board for approval from a committee comprised of the Governing Board Chair, the Governing Board Vice-Chair, Office of Education Designee, and Headmaster.
2. Members shall be appointed to staggered three-year terms.
3. Names may be submitted to the secretary of the Governing Board by members of the Governing Board for consideration for nomination prior to appointment.

C. The officers of the Operating Board shall be as follows:

1. The Chair shall be the Chair of Governing Board.
2. The Vice-Chair shall be the Vice-Chair of Governing Board.
3. Secretary (Headmaster).

D. Voting Requirements:

1. Any motion shall require a simple majority vote of those voting unless otherwise stated in the Constitution.
2. Voting members shall be the members designated in Section VII.A.3.

E. Quorum and Attendance:

1. Members are expected to be in regular attendance. Requirements for attendance may be established by the Governing Board and/or the Operating Board.
2. At a duly called meeting, a quorum shall consist of the Chair or Vice-Chair, the Headmaster/Designee, five non-Academy employees.

F. Operating Board Meetings:

1. All members of the Governing Board will be notified of all Operating Board meetings.

2. The Operating Board shall meet as many times as necessary so that a minimum of six Operating and/or Governing Board meetings occur each year.
 3. All meetings of the Operating Board will be open to all constituent members/Governing Board members, as non-voting guests, unless declared by the Chair as an executive session. An executive session does not exclude Governing Board members as non-voting guests.
- G. Vacancies:
1. Vacancies will be filled by appointment of a Governing Board member upon recommendation by a committee comprised of the Governing Board Chair, the Governing Board Vice-Chair, Office of Education Designee, and Headmaster and approved by the Operating Board to full and regular standing for the remaining length of the vacant term.
 2. Vacancy appointments will be reported and approved at the next scheduled Governing Board.

ARTICLE VIII

DUTIES AND FUNCTIONS OF THE OPERATING BOARD:

- A. The Operating Board shall carry out the duties of the Governing Board with the full authority of the Governing Board, except for those duties expressly reserved to the Governing Board by this Constitution.
- B. The duties of the Operating Board officers shall be the same as those for the Governing Board officers.

ARTICLE IX

COMMITTEES:

- A. Standing committees shall be recommended by a committee comprised of the Governing Board Chair, the Governing Board Vice-Chair, Office of Education Designee, and Headmaster and approved by the Governing Board, and shall include the Finance Committee and the Personnel Committee. All appointed committee members are voting members unless otherwise noted.
 1. The Finance Committee shall be composed of:
 - a. One representative from one-half of the constituent entities.
 - b. The board Chair.
 - c. The board Vice-Chair, who shall ordinarily Chair the committee.
 - d. The Headmaster and the four school principals.
 - e. The Business Administrator
 - f. The Superintendent of Education of the Southeastern California Conference/designee.
 - g. Up to two (2) additional Board members as may be recommended by the Board Chair based on the needs of the Board or the Operating Board.
 2. The Personnel Committee shall be composed of:
 - a. One representative from each of the constituent entities not represented on the Finance Committee.
 - b. The board Chair.

- c. The board Vice-Chair.
 - d. The Headmaster and the four school principals.
 - e. The Business Administrator.
 - f. The Superintendent of Education of the Southeastern California Conference/designee who shall Chair the committee.
 - g. Up to two (2) additional Board members as may be recommended by the Board Chair based on the needs of the Board or the Operating Board.
- B. All committees shall be organized at the beginning of the new school year.
 - C. The Governing Board and/or the Operating Board shall appoint such other standing or Ad Hoc committees as needed.
 - D. The Personnel Committee may make hiring decisions for non-administrative positions during the period following the last school board meeting of a school year and the first meeting of the next school year.

ARTICLE X

HOME AND SCHOOL ASSOCIATION:

- A. The Home and School Association shall be subject to the limitations imposed by this Constitution and the Seventh-day Adventist Church Manual, shall function as described below, and shall assume such other responsibilities as may be delegated by the Governing Board.
 - 1. The name of the Association shall be the Home and School Association of Loma Linda Academy.
 - 2. The Constitution of the Home and School Association of the Academy shall be approved by the Governing Board.
 - 3. The Constitution shall clearly state how representatives are appointed to the Governing Board.
 - 4. The Home and School Association shall be comprised of four (4) sections, one for each one of the divisions of the Academy.
 - 5. Governing Board representatives of the Home and School Association shall not exceed four (4).
- B. Home and School Association purposes, objectives, and responsibilities shall be as described in Department of Education Leaflet No.38, (also published in the Seventh-day Adventist Church Manual)

ARTICLE XI

PARLIAMENTARY AUTHORITY:

The applicable rules contained in Robert's Rules of Order Revised shall govern all Constituency and/or Governing/Operating Board meetings.

ARTICLE XII

NON-DISCRIMINATION POLICY:

The Academy administers all educational and financial policies on a racially non-discriminatory basis. Students who qualify are admitted without regard to race or ethnic origin and are accorded equal rights and privileges pertaining to facilities, and general activities. Further, the

Academy makes no discrimination on the basis of race, national origin, color, or gender in the hiring of teachers.

ARTICLE XIII INDEMNIFICATION:

The Academy shall indemnify any person who is serving or has served as a director or officer of the Academy (and his/her executor, administrator, and heirs) against all reasonable expenses (including, but not limited to, judgments, costs, and legal fees) actually and necessarily incurred by him/her in connection with the defense of any litigation, action, suit, or proceedings, civil, criminal, or administrative, to which he/she may have been made a party by reason of being or having been a director or officer of the Academy, except he/she shall have no right to reimbursement for matters in which he/she has been adjudged liable to the Academy for negligence or misconduct in the performance of his/her duties.

This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

ARTICLE XIV AMENDMENTS:

Amendments to the Constitution must be approved by a two-thirds (2/3) majority vote by the voting members at any regularly called Constituency Meeting, provided the amendments are made available to the constituent members at the time the meeting is announced.

This constitution was **VOTED** at the Loma Linda Academy Constituency Meeting, held on October 31, 2017.