



**THE EVANGELICAL FREE CHURCH OF AMERICA  
ARTICLES OF INCORPORATION AND BYLAWS**

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# **ARTICLES OF INCORPORATION**

## **Article I -- Name**

The name of this organization, existing under Chapter 317 of the Minnesota Nonprofit Corporation Act, shall be "The Evangelical Free Church of America."

## **Article II -- Objectives**

- A. The Evangelical Free Church of America shall be an association and fellowship of autonomous but interdependent congregations of like faith and congregational government whose purpose shall be to glorify God through obedience to the Great Commission of our Lord Jesus Christ by bringing individuals to personal faith in Christ and helping them toward maturity in Him.
- B. The Evangelical Free Church of America, through local churches, districts, and national agencies, shall pursue the following objectives in accord with the above purpose:
  - 1. To call believers to worship of the triune God, loving relationships with one another, proclamation of the gospel of Jesus Christ, and compassionate involvement in service to individuals and families.
  - 2. To establish churches and related ministries and to organize and maintain evangelistic and disciple-making efforts in the United States and throughout the world.
  - 3. To facilitate fellowship, harmony, and cooperation among local congregations and unite them for mutual ministries beyond the scope and ability of a local congregation standing alone, while respecting the autonomy of such congregations, and, within that scope, to provide direction and coordination for local churches, districts, and national ministries that will best accomplish the purpose stated in paragraph A.
  - 4. To educate and train vocational Christian workers and lay persons through the establishment and operation of institutions of higher learning and theological seminaries.
  - 5. To credential and help to place pastors, missionaries, and other Christian workers and to hold them accountable for personal life and ministry.
  - 6. To inform and motivate congregations and individuals for effective and responsible action on social issues, and to demonstrate the compassion of Christ through the establishment and operation of benevolent institutions.
  - 7. To produce and distribute Christian literature and other resources to edify and equip the church and to proclaim the gospel to unbelievers.
  - 8. To maintain proper stewardship over properties necessary for the fulfillment of these objectives and, as needed, to purchase or otherwise receive, by gift or grant, title to land or

other property, and to engage in any other activity related to the acquisition, ownership, or disposition of property, including real property.

9. To undertake any other necessary activities related to the accomplishment of the purpose stated in paragraph A.

### **Article III -- Statement of Faith**

*The Evangelical Free Church of America is an association of autonomous churches united around these theological convictions:*

#### *God*

1. We believe in one God, Creator of all things, holy, infinitely perfect, and eternally existing in a loving unity of three equally divine Persons: the Father, the Son and the Holy Spirit. Having limitless knowledge and sovereign power, God has graciously purposed from eternity to redeem a people for Himself and to make all things new for His own glory.

#### *The Bible*

2. We believe that God has spoken in the Scriptures, both Old and New Testaments, through the words of human authors. As the verbally inspired Word of God, the Bible is without error in the original writings, the complete revelation of His will for salvation, and the ultimate authority by which every realm of human knowledge and endeavor should be judged. Therefore, it is to be believed in all that it teaches, obeyed in all that it requires, and trusted in all that it promises.

#### *The Human Condition*

3. We believe that God created Adam and Eve in His image, but they sinned when tempted by Satan. In union with Adam, human beings are sinners by nature and by choice, alienated from God, and under His wrath. Only through God's saving work in Jesus Christ can we be rescued, reconciled and renewed.

#### *Jesus Christ*

4. We believe that Jesus Christ is God incarnate, fully God and fully man, one Person in two natures. Jesus—Israel's promised Messiah—was conceived through the Holy Spirit and born of the virgin Mary. He lived a sinless life, was crucified under Pontius Pilate, arose bodily from the dead, ascended into heaven and sits at the right hand of God the Father as our High Priest and Advocate.

#### *The Work of Christ*

5. We believe that Jesus Christ, as our representative and substitute, shed His blood on the cross as the perfect, all-sufficient sacrifice for our sins. His atoning death and victorious resurrection constitute the only ground for salvation.

*The Holy Spirit*

6. We believe that the Holy Spirit, in all that He does, glorifies the Lord Jesus Christ. He convicts the world of its guilt. He regenerates sinners, and in Him they are baptized into union with Christ and adopted as heirs in the family of God. He also indwells, illuminates, guides, equips and empowers believers for Christ-like living and service.

*The Church*

7. We believe that the true church comprises all who have been justified by God's grace through faith alone in Christ alone. They are united by the Holy Spirit in the body of Christ, of which He is the Head. The true church is manifest in local churches, whose membership should be composed only of believers. The Lord Jesus mandated two ordinances, baptism and the Lord's Supper, which visibly and tangibly express the gospel. Though they are not the means of salvation, when celebrated by the church in genuine faith, these ordinances confirm and nourish the believer.

*Christian Living*

8. We believe that God's justifying grace must not be separated from His sanctifying power and purpose. God commands us to love Him supremely and others sacrificially, and to live out our faith with care for one another, compassion toward the poor and justice for the oppressed. With God's Word, the Spirit's power, and fervent prayer in Christ's name, we are to combat the spiritual forces of evil. In obedience to Christ's commission, we are to make disciples among all people, always bearing witness to the gospel in word and deed.

*Christ's Return*

9. We believe in the personal, bodily and glorious return of our Lord Jesus Christ. The coming of Christ, at a time known only to God, demands constant expectancy and, as our blessed hope, motivates the believer to godly living, sacrificial service and energetic mission.

*Response and Eternal Destiny*

10. We believe that God commands everyone everywhere to believe the gospel by turning to Him in repentance and receiving the Lord Jesus Christ. We believe that God will raise the dead bodily and judge the world, assigning the unbeliever to condemnation and eternal conscious punishment and the believer to eternal blessedness and joy with the Lord in the new heaven and the new earth, to the praise of His glorious grace. Amen.

**Article IV -- Membership**

This corporation shall consist of churches affiliated with The Evangelical Free Church of America. Such other churches of like faith and practice as shall recognize this organization and adopt its principles may also enter this fellowship in accordance with the rules and regulations of the Bylaws.

**Article V**

The duration of this corporation shall be perpetual.

## **Article VI -- Conferences and Meetings**

- A. This corporation shall convene a Conference, no less frequently than every two years, at a time and place decided by the Board of Directors, for the purposes of electing officers, receiving reports on the activities and financial condition of the corporation, and considering and acting upon other matters as may be raised consistent with relevant notice requirements.
- B. The membership of the Conference of this corporation shall consist of such persons who are designated by and chosen in a manner set forth in the Bylaws. There shall be no right to vote by proxy or to cumulate votes.

## **Article VII -- Headquarters**

The Headquarters and registered office of The Evangelical Free Church of America shall be located at 901 East 78th Street in the City of Minneapolis, County of Hennepin, and State of Minnesota. All official and legal documents shall be dated therefrom and stamped with the official seal of the organization.

## **Article VIII**

The management of this corporation shall be vested in a Board of Directors which shall consist of thirteen (13) directors or such other number of directors as may be permitted by law and as shall be provided in the Bylaws of this corporation. The directors shall serve for a period and shall be elected and qualified in a manner as provided in the Bylaws. (Directors holding office at date of adoption of restated articles of incorporation in 1978 were inserted herein.)

## **Article IX**

No member, director, or officer of this corporation shall have any personal liability for any obligation of the corporation.

## **Article X**

The corporation shall have no capital stock.

## **Article XI**

This corporation is organized as a nonprofit organization. The corporation shall pay no dividends or other pecuniary gain, directly or indirectly to its members, directors, or officers, as such, nor shall any part of the net earnings of the corporation inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof. No substantial part of the activities of this corporation shall constitute the carrying on of propaganda or attempting to influence legislation and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, nor shall the corporation engage in

any transaction or carry on any other activity which is not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law).

### **Article XII -- Amendments**

Amendments to these Articles of Incorporation must be introduced at a Conference, but cannot be acted upon until the next Conference, and for adoption must receive the affirmative vote of two-thirds of the membership of the Conference present and voting.

All proposed amendments to the Articles of Incorporation must be presented to the Secretary in writing at least sixty (60) days prior to the Conference.

# THE EVANGELICAL FREE CHURCH OF AMERICA BYLAWS

## Article I -- Name and Membership

The name of the organization is The Evangelical Free Church of America, hereafter in these Bylaws referred to as the EFCA. Churches in the United States which:

1. adopt the Statement of Faith in Article III of the Articles of Incorporation of the EFCA (subject to the Transitional Rules adopted by the 2019 Conference);
2. have purposes, objectives, and a mission consistent with those in Article II of the Articles of Incorporation of the EFCA,
3. are members in good standing of the EFCA, either directly or through one of the Districts of the EFCA; and

are hereafter in these Bylaws referred to as Evangelical Free churches.

Churches within the EFCA have been, and remain, autonomous but interdependent congregations of like faith and congregational government. As such, the EFCA has not had, and does not have, the right, responsibility, or authority to hire, fire, direct, control, or supervise employees or staff (pastoral or otherwise) of its member churches.

## Article II -- Conferences

### A. Purpose and Authority

The EFCA shall convene a Conference, hereafter in these Bylaws referred to as the Conference, in every odd-numbered year, and when the Board of Directors considers it advisable, in any even-numbered year. The purposes of the Conference shall be electing directors, receiving reports on the activities and financial condition of the EFCA, and considering and acting on other matters as may be raised consistent with relevant notice requirements. The Board of Directors may provide that any Conference may be held by one or more means of remote communication or that delegates not physically present may participate by means of remote communication. The Conference shall be the highest decision-making body of the EFCA.

### B. Membership

1. *Composition.* The following persons shall be voting members of the Conference, provided in each case that that person is a member in good standing of an Evangelical Free church:
  - a. Delegates appointed by each Evangelical Free church, consisting of two delegates for the first one hundred (or fraction of one hundred) members of that church plus one additional delegate for each additional one hundred (or fraction of one hundred) members of that church.



b. The lead or senior pastor of each Evangelical Free church provided that the lead or senior pastor holds ministerial credentials in good standing with the EFCA. For the purposes of these Bylaws, the term “ministerial credentials” refers to a Certificate of Ordination, Certificate of Christian Ministry or Ministry License.

c. Members of the EFCA Network who hold a ministerial credential in good standing with the EFCA or have been granted life membership in the EFCA Network.

d. Missionaries commissioned by the EFCA, church planters approved by the districts of the EFCA who hold ministerial credentials in good standing with the EFCA, and chaplains who hold ministerial credentials in good standing with the EFCA and are endorsed by the EFCA.

e. Members of the General Board.

f. Members of the faculties of Trinity International University who have been granted tenure.

2. *Duration.* Members of the Conference shall retain their membership in the Conference from one Conference to the convening of the next Conference.

## **Article III -- Districts**

### **A. District Structures**

Ministry to the churches, and cooperation between the churches, shall be accomplished through ministry groupings, called Districts in these Bylaws. The composition of each District and the manner of referring to each District shall be approved by the Board of Directors and shall ordinarily reflect the preferences of churches and Districts. All references to Districts in these Bylaws shall include the ministry groupings organized and operated under either clause (a) or clause (b) of Article III.B.3.

### **B. Requirements**

A District must:

1. adopt the Statement of Faith in Article III of the Articles of Incorporation of the EFCA;
2. have purposes, objectives, and a mission consistent with those in Article II of the Articles of Incorporation of the EFCA; and
3. either (a) be organized and operated under written articles of incorporation or a comparable document, providing for an elected board, a District Superintendent who holds ministerial credentials in good standing with the EFCA, as the principal administrative officer, and ultimate governance by its member churches; or (b) be organized and operated under the

oversight of the President, as the Board of Directors shall determine. A District organized and operated under clause (a) of the preceding sentence shall not become organized and operated under clause (b) of the preceding sentence except with the approval of its elected board and its member churches, as may be provided in its governing documents.

### **C. Functions**

A District represents the EFCA to its member churches. It exists primarily to serve local churches and enhance their ministries, just as the EFCA exists primarily to serve local churches and Districts and enhance their ministries. The functions of a District, within its boundaries, shall be:

1. to plant churches;
2. to assist, strengthen, and encourage churches;
3. to accept churches into membership and, when necessary, to remove churches from membership;
4. to assist local churches and the Board of Ministerial Standing in matters of credentialing, discipline and restoration;
5. to work cooperatively with other Districts in carrying out the mission of the EFCA; and
6. to carry out such other ministries and activities in pursuit of its purposes as it and its member churches determine.

### **D. Accountability**

1. A District is accountable to its member churches or to the President, as the case may be in accordance with Article III.B.3, to fulfill its functions as a District as determined by the member churches.
2. A District is accountable to the EFCA Board of Directors to work interdependently (cooperatively) with the EFCA leadership in establishing District purposes, objectives, and a mission that fulfills the requirements of Article III.B of these Bylaws.

## **Article IV -- Officers**

### **A. President**

1. *Election and Removal.* The President shall be elected, upon the recommendation of the Board of Directors, by the affirmative vote of at least three-fourths of the votes cast at a Conference, for a term of six years. Prior to assuming office, and continuing throughout the entire term of office, the President shall hold a Certificate of Ordination in good standing with the EFCA. The President may be suspended or removed by the Board of Directors for

doctrinal or moral error that would justify a suspension or revocation of EFCA ministry credentials. In other cases, the President may be removed, upon the recommendation of the Board of Directors, by a majority vote of the Conference.

2. *Authority and Responsibilities.* The President shall devote full time to the EFCA and shall:

- a. be the chief executive officer of the EFCA;
- b. be a member of the Board of Directors;
- c. be an ex-officio member of all other EFCA boards and standing committees; and
- d. report to each Conference on the work of the EFCA.

3. *Accountability.* The President shall be accountable to the Board of Directors and the Conference.

## **B. Moderator**

1. *Election.* The Moderator shall be nominated by the Nominating Committee and confirmed by the Conference for a term of four years. Ordinarily, if the preceding Moderator was a pastor, the Moderator shall be a layperson, and if the preceding Moderator was a layperson, the Moderator shall be a pastor. If a pastor, the Moderator must hold ministerial credentials in good standing with the EFCA.

2. *Authority and Responsibilities.* The Moderator shall:

- a. preside over the Conference and General Board and appoint special Conference committees;
- b. exercise the executive authority of the President in the event of the President's death, incapacity, resignation, or removal, until the appointment of an interim President by the Board of Directors;
- c. be a member of the Board of Directors;
- d. be a member of, and the Chair of, the Nominating Committee; and
- e. be an ex-officio member of all other EFCA boards and standing committees except the Board of Ministerial Standing.

3. *Accountability.* The Moderator shall be accountable to the Conference in matters relating to the conduct of the Conference and to the Board of Directors in all other matters. Special Conference committees shall be accountable to the Moderator.

## **C. Vice Moderator**

1. *Election.* The Vice Moderator shall be nominated by the Nominating Committee and confirmed by the Conference for a term of four years. Ordinarily, if the Moderator is a pastor, the Vice Moderator shall be a layperson, and if the Moderator is a layperson, the Vice Moderator shall be a pastor. If a pastor, the Vice Moderator must hold ministerial credentials in good standing with the EFCA.
2. *Authority and Responsibilities.* The Vice Moderator shall:
  - a. assume the duties and authority of the Moderator when the Moderator is unable to do so; and
  - b. be a member of the Board of Directors.
3. *Accountability.* The Vice Moderator shall be accountable to the Conference in matters relating to the conduct of the Conference and to the Board of Directors in all other matters.

#### **D. Secretary**

1. *Appointment.* The Secretary shall be appointed by the Board of Directors from among its members.
2. *Authority and Responsibilities.* The Secretary shall:
  - a. prepare and publish the call of the Conference and the minutes of the Conference;
  - b. sign legal documents on behalf of the EFCA as secretary; and
  - c. serve as Secretary of the Board of Directors and the General Board.
3. *Accountability.* The Secretary shall be accountable to the Conference in matters relating to the conduct of the Conference and to the Board of Directors in all other matters.

#### **E. Vice Secretary**

1. *Appointment.* The Vice Secretary shall be appointed by the Board of Directors from among its members.
2. *Authority and Responsibilities.* The Vice Secretary shall assume the duties and authority of the Secretary when the Secretary is unable to do so.
3. *Accountability.* The Vice Secretary shall be accountable to the Conference in matters relating to the conduct of the Conference and to the Board of Directors in all other matters.

#### **F. Treasurer**

The Board of Directors shall appoint the Treasurer annually.

## **G. Other Officers**

The Board of Directors or the President, in accordance with Board policies, may establish and define other offices consistent with these Bylaws, may appoint officers to those offices, and may appoint additional assistant officers.

## **Article V -- Boards**

### **A. Board of Directors**

1. *Composition.* The Board of Directors shall consist of:

- a. the President;
- b. the Moderator;
- c. the Vice Moderator;
- d. the immediate past Moderator;
- e. a minimum of nine members nominated by the Nominating Committee and confirmed by the Conference for terms of four years in such a manner that, as nearly as possible, the terms of one-half of those members expire every two years;
- f. a member of the Board of Regents of Trinity International University designated by that Board for a term of no more than four years;
- g. a District Superintendent who holds a Certificate of Ordination in good standing with the EFCA nominated by the Nominating Committee and confirmed by the Conference for a term of four years; and
- h. one additional member appointed for a term of four years by the Board of Directors.

At least one-third of all members of the Board of Directors, confirmed and appointed, shall be lead or senior pastors who hold ministerial credentials in good standing with the EFCA, and at least one-third of all members of the Board of Directors, confirmed and appointed, shall be laypersons.

2. *Organization*

- a. The Board of Directors shall elect from among its members elected under subparagraph e of the preceding paragraph 1 (who have been members of the Board of Directors for at least one year) a Chair and a Vice Chair. The Chair shall be an ex-officio member of all other EFCA boards and standing committees, except the Board of Ministerial Standing and the Nominating Committee. The Vice Chair shall assume the duties and authority of the Chair when the Chair is unable to do so.
- b. The Board of Directors shall elect from among its members an Executive Committee of at least five members, which shall be authorized to act for the Board between meetings

c. The Board of Directors shall organize itself as it deems helpful in carrying out its responsibilities. Any Board committees shall be appointed by the Chair, with the approval of the Board, and may include persons with specialized background or expertise from outside the Board.

d. The Board of Directors shall meet at least four times each year.

3. *Authority and Responsibilities.* The Board of Directors shall:

a. uphold the ministry of the EFCA through individual and corporate prayer;

b. oversee the work of the EFCA on behalf of the Conference;

c. ensure the integrity of and compliance with the Statement of Faith of The Evangelical Free Church of America;

d. establish priorities, goals, and strategies for the EFCA and regularly evaluate the ministries of the EFCA in light of those priorities, goals, and strategies;

e. exercise responsibility for the fiscal policy and practices of the EFCA;

f. prepare a proposed Conference agenda for recommendation to the Conference;

g. prepare a written report to the Conference, reviewing the administration of the EFCA and recommending action that is necessary for the efficient administration of the EFCA, including necessary changes to the Articles of Incorporation of the EFCA and these Bylaws;

h. by a two-thirds vote, borrow money as necessary for the purposes of the EFCA and pledge property and collateral therefore, except that, without the consent of the General Board or of the Conference, the total amount borrowed shall not exceed 50% of the value of EFCA combined net assets for long-term borrowing and 10% of the value of EFCA combined net assets for short-term borrowing; EFCA combined net assets equal the combined net assets of the EFCA as shown on the most recent audited balance sheet;

i. delegate, consistently with these Bylaws, such responsibility for the administration of the EFCA as may be required by the death, incapacity, or absence of any officer;

j. in the event of the death, incapacity, resignation, or removal of the President, provide for an effective transition from the Moderator to an appointed interim President who shall serve until appropriate action is taken at the Conference;

k. review at least annually the performance and compensation of the President;

l. call meetings of the General Board when necessary; and

m. confirm members of the Board of Regents of Trinity International University as set forth

in Article VI.E.1.e, below.

4. *Accountability.* The Board of Directors shall be accountable to the Conference.

## **B. General Board**

1. *Composition.* The General Board shall consist of the following persons, provided in each case that that person is a member in good standing of an Evangelical Free church:

- a. all officers provided for in Article IV;
- b. the additional heads of departments and other executives hired and designated by the President with the concurrence of the Board of Directors (up to a maximum of ten);
- c. the members of all Boards provided for in the preceding sections of this Article V;
- d. all District Superintendents and the Chair or equivalent officer of any District that has no Superintendent or acting Superintendent;
- e. the Chair and one additional representative of the EFCA Network; and
- f. one representative each from the Christian Investors Financial and FCMM.

2. *Authority and Responsibilities.* The General Board may be convened by the Board of Directors between Conferences to make decisions in the best interests of the EFCA that are required before the convening of the next Conference.

## **C. Board of Ministerial Standing**

1. *Composition.* The Board of Ministerial Standing shall consist of:

- a. a Chair, who shall be a widely-respected pastor with a strong history in the EFCA, nominated by the Board of Directors and confirmed by the Conference for a term of four years;
- b. the President of the EFCA;
- c. three individuals, designated by the President;
- d. the Dean (or the Dean's designee) of Trinity Evangelical Divinity School;
- e. the Chair (or the Chair's designee) of the EFCA Network;
- f. four pastors, nominated by the Nominating Committee and confirmed by the Conference for a term of four years;

g. one tenured professor or formerly tenured professor of Trinity Evangelical Divinity School, nominated by the Board of Directors and confirmed by the Conference for a term of four years; and

h. four District Superintendents or District staff members or other person responsible for a District in accordance with Article III.B.3 nominated by the Board of Directors and confirmed by the Conference for a term of four years.

The terms of the members confirmed under subparagraphs f, g, and h shall be organized in such a manner that, as nearly as possible, the terms of one-half of those members expire every two years.

2. *Qualifications.* All members of the Board of Ministerial Standing must hold a Certificate of Ordination in good standing with the EFCA.

3. *Organization.* The Board of Ministerial Standing shall organize itself as it deems helpful in carrying out its responsibilities.

4. *Authority and Responsibilities.*

a. In cooperation with the Districts, the Board of Ministerial Standing shall carry out the policies of the EFCA in all matters related to credentialing. It shall seek to standardize the expectations of candidates for credentials throughout the EFCA and shall read all credentialing papers and approve or disapprove requests for credentials in accordance with the policies and rules established by the Board of Ministerial Standing.

b. For the purposes of Article V, C 4 of these Bylaws, the term “ministers” shall include all personnel who hold credentials with the EFCA including, but not limited to, those holding any of the following credentials: Certificate of Ordination; Certificate of Christian Ministry; Ministry License.

c. The Board of Ministerial Standing shall seek to preserve the doctrinal integrity of the EFCA, and shall adjudicate all charges brought to it of doctrinal error among ministers.

d. The Board of Ministerial Standing shall hear, investigate, and adjudicate all charges brought to it of moral error among ministers.

e. The Board of Ministerial Standing shall prescribe appropriate discipline for any minister found to have committed doctrinal or moral error and shall prescribe times and means of restoration where possible and in accordance with the policies and rules established by the Board of Ministerial Standing.

f. Any minister charged with doctrinal or moral error shall have the right to present his or her case, at his or her own expense, at a regularly scheduled meeting of the Board of Ministerial Standing or, at the discretion of the Board of Ministerial Standing, at a special meeting.

g. When requested by a District, and in cooperation with the District, the Board of



Ministerial Standing shall hear, investigate, and adjudicate all charges brought to it that a member church is not in compliance with Articles II and/or III of the EFCA Articles of Incorporation and therefore not a member in good standing of the EFCA. In the event that the Board of Ministerial Standing should determine that a member church is not a member in good standing of the EFCA, it may recommend to the District appropriate discipline of the church, including dis-association from the EFCA.

5. *Accountability.* The Board of Ministerial Standing shall be accountable to the Conference.

## **Article VI -- Elections and Appointments**

### **A. General Provisions**

#### 1. *General Qualifications*

a. Persons elected, confirmed or appointed to the offices, boards, and committees of the EFCA shall be persons who meet the general spiritual qualifications for leadership in the local church described in Acts 6:3, 1 Timothy 3:2-12, and Titus 1:6-9, shall agree to and sign, without mental reservation, the Statement of Faith in Article III of the Articles of Incorporation of the EFCA, and shall have a demonstrated commitment to the EFCA mission statement.

b. Each person elected, confirmed or appointed to any office to the Board of Directors, to the Board of Ministerial Standing, or to the Nominating Committee shall be a member in good standing of an Evangelical Free church, affirmed as such by the pastor of that church or, in the case of a senior pastor, affirmed by the appropriate District Superintendent or other person responsible for a District in accordance with Article III.B.3 (or, in the case of a salaried officer, becomes a member of an Evangelical Free church as a condition of election). A person shall not be considered to be a member in good standing of an Evangelical Free church if that person simultaneously maintains an active membership in another church that is not an Evangelical Free church.

2. *Vacancies.* Vacancies arising between Conferences in any position on any Board or the Nominating Committee filled by confirmation by the Conference shall be filled by appointment by that Board or Committee for the unexpired portion of the term. If that unexpired portion extends beyond the adjournment of the next Conference, that appointment shall be subject to the approval of the next Conference.

3. *Terms of Office.* Elected or confirmed Board and Nominating Committee members shall assume office at the adjournment of the Conference at which they are elected or confirmed.

4. *Limit on Consecutive Terms.* Any person, other than a salaried officer, who has served two consecutive terms or portions of a term as a member, confirmed or appointed, of the Board of Directors or the Board of Ministerial Standing, shall be ineligible for a period of one year for re-confirmation or reappointment to the same Board in the same capacity. Members of the

Nominating Committee shall be eligible to serve one term and may not be re-elected.

5. *Limitation in the Case of Former Executives.* No one who has been associated with a Board as an executive shall serve on that Board in a capacity other than as an executive.

## **B. Nominations and Voting**

### 1. *Nominating Committee*

- a. *Composition.* The Nominating Committee shall consist of the Moderator, who shall be its Chair, and nine members nominated by the Nominating Committee and confirmed by the Conference for terms of four years in such a manner that, as nearly as possible, the terms of one-half of those members expire every two years.
- b. *Responsibilities.* The Nominating Committee shall develop knowledge of pastors and laypersons and their backgrounds, abilities, and interests and shall present to the Conference a slate of nominees for Moderator and Vice Moderator, for the Board of Directors and the Board of Ministerial Standing as provided by these Bylaws, and for the Nominating Committee. The Nominating Committee may not nominate any member of the Nominating Committee for any position.
- c. *Accountability.* The Nominating Committee shall be accountable to the Conference.

## **C. Diversity**

Those charged by these Bylaws with making nominations and appointments shall strive, to the best of their ability, to reflect the EFCA's commitment to biblical diversity.

### **Article VII -- Audits**

The accounts of the EFCA shall be audited annually by a certified public accountant engaged by the Board of Directors.

### **Article VIII -- Fiscal Year**

The fiscal year of the EFCA is the calendar year. Any change in the fiscal year shall be made only by the Conference upon the recommendation of the Board of Directors.

### **Article IX -- Procedural Rules**

#### **A. Conference Proposals**

No board, committee (except the Nominating Committee and temporary Conference floor committees), or officer shall present an item of business to the Conference without first presenting it to the Board of Directors, except under a suspension of the rules.

#### **B. Quorum**

Except as otherwise provided by these Bylaws, a quorum at any session of the Conference or any meeting of any board or committee shall be a majority of the total number of persons entitled to vote, disregarding ex-officio members. Once the quorum is determined to be present, it shall remain in effect throughout the session or meeting.

### **C. Majority Vote**

Unless otherwise provided by these Bylaws or by any rule of parliamentary procedure (as, for example, in the case of a motion to close debate), any matter considered by the Conference or any board or committee shall be decided by a majority of the votes cast, a quorum being present. Classes of members eligible to vote shall not vote by class, votes shall not be cumulated, and no one shall vote on the same question at the same time in more than one capacity.

### **D. "Ex-Officio"**

The term "ex-officio," when used in these Bylaws, means that the person to whom the term is applied has all the privileges of full membership, including the right to vote (except as otherwise specifically provided in these Bylaws).

### **E. Parliamentary Authority**

In all matters of parliamentary procedure not provided for by these Bylaws, the current edition of *Robert's Rules of Order (Newly Revised)* shall govern.

## **Article X -- Amendments**

These Bylaws may be amended by the affirmative vote of two-thirds of the members present and voting at a Conference, provided that any such amendment shall have been published no less than sixty days before the start of that Conference, with an invitation for comments and suggestions. Any such published amendment may itself be amended by majority vote before its approval by the Conference, except that no such secondary amendment may materially expand the subject matter or scope of the published amendment except during consideration of a general revision of the Bylaws.

## **Article XI -- Dissolution**

Dissolution of the EFCA may be accomplished only by the vote of two-thirds of the registered voting members of a Conference. In the event of dissolution, any assets of the EFCA remaining after the payment of or provision for debts shall be conveyed to such other organization or organizations as are, in the judgment of the Conference that effects the dissolution, best suited to carry out the purpose and objectives of the EFCA, provided, however, that any such successor organization, at the time of conveyance, must be exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of said Code, as amended, or under any successor federal law that may then be in effect.