

BYLAWS OF EFCA West

ARTICLE I

- 1.1 **NAME**: The name of this nonprofit corporation shall be “EFCA West.”
- 1.2 **PURPOSE**: This organization exists as a regional service arm of The Evangelical Free Church of America (hereinafter sometimes referred to as “EFCA”) for the purpose of multiplying healthy churches among all people within its region.
- 1.3 **FUNCTIONS**: The functions of this organization, within its boundaries, shall be:
- 1.3.1 to accept churches into affiliation;
 - 1.3.2 to assist, strengthen, and encourage churches, pastors and gospel workers;
 - 1.3.3 to plant churches;
 - 1.3.4 to assist local churches and the Board of Ministerial Standing in the administration of pastoral licensing and ordination;
 - 1.3.5 to assist local churches and the Board of Ministerial Standing in pastoral discipline and restoration; and
 - 1.3.6 to carry out such other ministries and activities in pursuit of its purposes as it determines.
- 1.4 **OFFICES**: Within the region served by the organization, the headquarters or principal office of the organization shall be located at such place as the Regional Council may determine from time to time. The registered office of the organization shall be located at 901 East 78th Street, Minneapolis, Minnesota.
- 1.5 **STATEMENT OF FAITH**: All affiliated churches, council members, officers and staff of the organization shall subscribe, without reservation, to the Statement of Faith of The Evangelical Free Church of America.

ARTICLE II

MEMBERSHIP

- 2.1 MEMBERSHIP: There shall be only one member. The Evangelical Free Church of America, located in Minneapolis, Minnesota and acting through the EFCA Board of Directors, is the sole member of the organization. EFCA West is a wholly owned subsidiary of The Evangelical Free Church of America.

ARTICLE III

AFFILIATION OF PASTORS

- 3.1 It shall be the responsibility of the Regional Council, in close cooperation with the Regional Director, to initiate appropriate procedures whereby pastors and workers served in the region may seek credentials with The Evangelical Free Church of America. This presumes close cooperation with and submission to the process prescribed by any such national EFCA board, committee, or agency of ministerial standing.
- 3.2 It shall be required of any pastor or gospel worker desiring to serve within any EFCA church within the region that:
- 3.2.1 He or she shall be a born-again Christian with a commendable Christian life and character.
 - 3.2.2 He or she shall be thoroughly familiar with the history, principles, doctrine, and polity of The Evangelical Free Church of America.
 - 3.2.3 He or she shall believe and communicate, without reservation, the Statement of Faith of The Evangelical Free Church of America.
- 3.3. Autonomy rests in the local congregation subject to general requirements for affiliation as determined by the Regional Council. However, it is expected that affiliated churches shall encourage all pastoral staff to pursue and maintain EFCA credentials, and that those possessing credentials from other sources will be encouraged to transfer those credentials to The Evangelical Free Church of America as soon as possible. All pastoral personnel serving affiliated churches shall be encouraged to apply for and maintain membership in the national ministerial association of The Evangelical Free Church of America.

ARTICLE IV

AFFILIATION OF CHURCHES

- 4.1 ADMISSION: EFCA West shall, on behalf of the Evangelical Free Church of America, consider receiving into affiliation a church that requests affiliation and meets the following requirements:
- 4.1.1 Said church shall adopt, verbatim, the Statement of Faith of the Evangelical Free Church of America as a part of their constitution.
 - 4.1.2 Said church shall have Articles of Incorporation and Bylaws that are consistent with the policies and practices of The Evangelical Free Church of America.
 - 4.1.3 The congregation, after being informed and educated about the policies and distinctives of The Evangelical Free Church of America, shall vote to seek affiliation.
 - 4.1.4 Said church shall have read and subscribed to the most current version of “What It Means to Be an Evangelical Free Church” on file in either the EFCA West or national EFCA offices.
 - 4.1.5 Said church shall have a polity consistent with congregational government defined as “that form of government wherein the highest authority under Christ in a local church resides in the corporate understanding of the mind of Christ and in which a realistic process and reasonable opportunity exists by which that understanding is determined and carried out, especially as it affects such matters as: determination of membership, selection or appointment of the principal governing board (elder, deacon, etc.), selection of the senior pastor, approval or alteration of constitution/bylaws, approval of an annual church budget, and approval of any major purchase or dissolution.
- 4.2 PROCESS: Having met these requirements, said church shall be received into affiliation by vote of the Regional Council. Receipt into affiliation by the Regional Council will initiate a probationary period of affiliation during which all rights and privileges attendant to affiliation with the EFCA apply. Permanent affiliation will be granted when the Regional Council’s decision is ratified by delegates of affiliated churches of EFCA West at the next scheduled biannual business meeting.
- 4.3 WITHDRAWAL: If for any reason any affiliated church feels it can no longer continue in harmony with the Evangelical Free Church of America as to doctrine, policies, or practice, the church shall make its desires and reasons known to the Regional Council. The Regional Council, in cooperation with the Regional Director and his staff, shall consider the matter and counsel with the church to determine whether or not the differences can be resolved. Should this fail to be realized, the Regional Council shall

accept the request for withdrawal, provided the request includes sufficient evidence that the congregation has been fully informed of the issues and has, in fact, officially voted to withdraw.

ARTICLE V

REGIONAL COUNCIL

- 5.1 **GENERAL POWERS:** The ministry and business affairs of the organization shall be managed by its Regional Council. The Regional Council will have all powers that may be exercised by the corporation. The Regional Council shall act as the Board of Directors of this organization.
- 5.2 **NUMBER AND TENURE AND QUALIFICATIONS:** The number of Council members shall not be less than three (3) nor more than fifteen (15), the exact number to be set by the Regional Council. The initial members of the Regional Council shall be appointed by the member of the organization. Regional Council members shall be approved by a vote of the delegates of affiliated churches at the biannual meeting of said affiliated churches. Each council member (except for ex officio members) shall be a member in good standing of an EFCA West affiliate church. The Regional Council may, upon the resignation of a Regional Council member or upon their determination that additional Council members are needed, appoint said member(s). The President of The Evangelical Free Church of America and the Regional Director shall serve as ex-officio members of the Regional Council of this organization. With the exception of the Regional Director and the EFCA President, who shall serve as ongoing ex-officio members of the Council, council members shall serve a staggered four (4) year term. Council members may serve two (2) successive four (4) year terms. A pastor serving a church subsidized by the organization or a lay member belonging to a church subsidized by the organization shall not be eligible for membership on the Regional Council. Council members need not be residents of the State of Minnesota.
- 5.3 **REGULAR MEETINGS:** The Regional Council may provide, by resolution, the time and place for holding regular meetings without other notice than such resolution. Additional regular meetings shall be held at the headquarters or principal office of the organization in the absence of any designation in the resolution.
- 5.4 **NOTICE:** Notice of any special meeting of the Regional Council shall be given at least thirty (30) days previously thereto by written notice delivered personally or sent by mail or electronic communication to each council member at his or her address as shown by the records of the organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereof prepaid. If notice is given by electronic communication, such notice shall be deemed to be delivered when the electronic communication is dated. The presence of any council member at any meeting shall constitute a waiver of notice of such meeting, except where a council member attends a meeting for the express purpose of objecting to

the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

- 5.5 QUORUM: A majority of the Regional Council shall constitute a quorum for the transaction of business at any meeting of the Regional Council; but if less than a majority of the council members are present at any meeting, a majority of the council members present may adjourn the meeting from time to time without further notice.
- 5.6 ACTION WITHOUT A MEETING: Any action that could be taken at a meeting of the Regional Council may be taken without a meeting when authorized in writing signed by all of the council members. The written action is effective when signed by all of the council members unless a different effective time is provided in the written action.
- 5.7 CONFERENCES: A conference among council members, or among members of any committee designated by the Regional Council, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Regional Council, or the Committee, provided the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.
- 5.8 VACANCIES: If a council member shall no longer be a member in good standing of an EFCA West affiliate church, move from the region served by the organization, or be absent from two consecutive meetings of the Regional Council without giving notice to either the Regional Director, Chairman, or Secretary, said person's office shall be considered vacant. Any vacancy occurring in the Regional Council and any council membership to be filled by reason of an increase in the number of council members, shall be filled by the Regional Council. A council member appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.
- 5.9 COMPENSATION: Council members as such shall not receive any stated salaries for their services, but by resolution of the Regional Council, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Regional Council. Nothing herein contained shall be construed to preclude any council member from serving the organization in any other capacity and receiving compensation therefor.
- 5.10 EXECUTIVE SESSION: At the discretion of the chairman, the Regional Council may go into executive session. Executive session shall mean meetings of the Regional Council at which no officers or council members who have a personal interest in the subject matter being discussed are present.
- 5.11 REMOVAL OF COUNCIL MEMBER: The council members, by a majority vote of those entitled to vote at an election of council members, may, with or without cause,

remove a council member or the entire Regional Council from office. Neither a council member nor the entire Regional Council shall be removed from office unless a notice of the meeting at which removal is to be considered states such purpose. When the Regional Council or a council member has been removed, new council members may be elected at the same meeting. A council member may resign at any time by giving written notice thereof to the Regional Council.

ARTICLE VI

OFFICERS

6.1 OFFICERS: The officers of the organization shall be a Chairman, a Regional Director/President/Chief Executive Officer, a Secretary, a Treasurer/Chief Financial Officer, and such other officers as may be elected in accordance with the provisions of this Article. The Regional Council may elect or appoint such other officers, including assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Regional Council.

6.1.1 Chairman of the Council. The Chairman of the Council shall, in close cooperation with the Regional Director, preside over all meetings of the Regional Council and of the executive committee. The Chairman of the Council shall appoint all committees of the organization, including a nominating committee for the election of officers, and any and all other committees that the Chairman of the Council may from time to time deem necessary or appropriate.

6.1.2 Regional Director. The Regional Director shall be appointed by the President of the EFCA as the authorized representative of the sole member of the Corporation. The appointment shall occur in close cooperation with the members of the Regional Council, but shall not be limited by that input. Once appointed, the Regional Director shall be the President and Chief Executive Officer of the organization and shall have the responsibility of managing the business and spiritual welfare of this organization. The Regional Director shall be in charge of the staff and the office employees and may appoint and remove such assistants as said person may deem necessary and appropriate from time to time. The Regional Director shall be responsible to provide the principal spiritual leadership to the ministries served in the region. Said person shall have the general powers and duties usually vested in the office of Executive Director, and shall have such other powers and perform such other duties as the EFCA President or the EFCA Board of Directors may from time to time prescribe. The Regional Director shall be an ex-officio member of the Regional Council and an ex officio member of all committees of the Regional Council, including the executive committee.

6.1.3 Secretary. The Secretary shall attend all meetings of the Regional Council and shall record all votes and the minutes of all proceedings of the Regional Council

in a corporate minute file to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Regional Council as required by these bylaws. The Secretary shall possess the general powers and duties usually vested in the office of Secretary, and may act upon any matter requiring the signature of, or action by, the Secretary of the organization. The Secretary shall also possess such other powers and perform such other duties as the Chairman, the Regional Director, or the Regional Council may from time to time prescribe.

- 6.1.4 Treasurer. The Treasurer shall accept, provide a receipt for, and deposit all funds received. Said person shall have the care and custody of all corporate moneys, funds and securities, and shall keep all financial records of the organization. Said person shall supervise and be primarily responsible for all disbursements of funds of the organization, and shall keep full and accurate accounts of all receipts and disbursements of the organization in books of account belonging to the organization. The Treasurer shall supply the Chairman, Regional Director, and Regional Council with annual, semi-annual or other periodic financial statements as the Regional Director or Regional Council may require, and shall have such other powers and perform such other duties as the Regional Director or the Regional Council may from time to time prescribe. The Treasurer shall not make any disbursements without approval of the Regional Council or the executive committee, except for payment of regular periodic bills of the organization. Upon leaving office, the Treasurer shall see that the books and records of the organization are audited at the end of the fiscal year by an independent auditor.
- 6.2 ELECTION AND TERM OF OFFICE. Except for the Regional Director/President/Chief Executive Officer, the officers of the organization shall be elected annually by the Regional Council at the regular annual meeting of the Regional Council. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Regional Council. Each officer shall hold office for a one (1) year term or until his or her successor has been duly elected and qualifies. An individual may hold an office for an indefinite number of terms, subject to annual election by the Regional Council. The appointment of the Regional Director shall be for an indefinite period of time but said person shall serve at the discretion of the EFCA President and EFCA Board of Directors.
- 6.3 REMOVAL: Any officer elected or appointed by the Regional Council may be removed by the Regional Council whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Should dismissal of the Regional Director become necessary, the EFCA President shall present his recommendation to the EFCA Board of Directors. Dismissal will require a majority vote of the EFCA Board of Directors.
- 6.4 VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Regional Council for the unexpired portion of the term. Should a vacancy occur in the office of the Regional Director and

until a successor is appointed by the EFCA President, the Chairman of the Regional Council shall fulfill that role.

- 6.5 **POWERS AND DUTIES:** The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Regional Council. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties of the offices of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this organization. An officer may resign at any time by giving written notice thereof to the Regional Council.

ARTICLE VII

BIANNUAL CONFERENCE AND BUSINESS MEETING

- 7.1 **MEETING:** A biannual business meeting of this organization shall be held in the first six months of each even-numbered year. At this meeting, prospective Regional Council members put forth as nominees shall be approved by a majority vote of duly authorized delegates present, and all business of general interest to the region shall be considered and acted upon in accordance with these bylaws.
- 7.2 **LOCATION:** The annual business meeting may be held anywhere within the area served by the organization. The selection of the meeting place for each successive business meeting shall be determined by the Regional Council in consultation with the Regional Director. Each affiliated church within the region shall be notified in writing of the details of the next scheduled meeting as soon as possible after they are determined.
- 7.3 **DELEGATES:** Duly constituted delegates of this organization shall be:
- 7.3.1 Persons of good Christian character presenting credentials to the credentials committee satisfactory to the assembly and who have been duly constituted delegates from affiliated churches on the basis of two delegates for the first fifty (50) members or fraction thereof, one delegate for the second fifty (50) members or fraction thereof, one delegate for the next one hundred (100) members or fraction thereof; and thereafter one delegate (for a maximum of five delegates from any single church).
 - 7.3.2 Pastors living within the region as senior pastors of its churches, or pastors who are credentialed members of the Ministerial Association of The Evangelical Free Church of America serving region churches within the region as associate staff, church planters or missionaries.
 - 7.3.3 All Regional Council members and officers of the organization and the sole member.

- 7.4 CONFERENCE: As a general guideline, the biannual business meeting may be held in conjunction with a biannual conference sponsored by the Regional Council for the purpose of assisting, strengthening, and encouraging churches and pastors toward accomplishing the functions and purposes of those churches and this organization.

ARTICLE VIII

DISCIPLINE

- 8.1 If any EFCA West affiliate church, appointed delegate, pastor, missionary, church planter or officer is accused of living contrary to the teachings of the Bible or teaching unscriptural and harmful doctrine, or willful and consistent misrepresentation of the Lord Jesus Christ and the doctrines and distinctions held dear by The Evangelical Free Church of America, the Regional Council of this organization shall consider the validity of the accusation and give the accused party free and ample opportunity to defend itself or himself. If the Regional Council deems it advisable, they may appoint a committee to assist the Regional Director in thoroughly investigating the matter. If the matter is settled in a good and satisfactory manner, the committee shall report to the entire Regional Council, thus disposing the matter. If the accusation is found to be true and the committee of investigation cannot satisfactorily resolve it, the Regional Council may by two-thirds (2/3) majority vote exclude or suspend such church, appointed delegate, pastor, missionary, church planter or officer. No person or entity shall be entitled to claim refund or compensation for gifts or donations to the organization. If the organization has borrowed money or other property from the subsequently excluded church, appointed delegate, pastor, missionary, church planter or officer, the same shall be refunded to the party concerned as soon as possible.

ARTICLE IX

CORPORATE RECORDS AND PROCEDURES

- 9.1 BOOKS AND RECORDS: The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its sole member, Regional Council, and committees having and exercising any of the authority of the Regional Council.
- 9.2 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS
- 9.2.1 CONTRACTS: The Regional Council may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or may be confined to special instances.

- 9.2.2 CHECKS, DRAFTS, OR ORDERS: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization, and in such manner as shall from time to time be determined by resolution of the Regional Council. In the absence of such determination by the Regional Council, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the Regional Director of the organization.
- 9.2.3 DEPOSITS: All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Regional Council may select.
- 9.2.4 GIFTS: The Regional Council may accept on behalf of the organization any contribution, gift, bequest, or devise for any legal purpose of the organization.
- 9.3 FISCAL YEAR. The fiscal year of the organization shall begin on January 1 and end on December 31 of the same calendar year.
- 9.4 CORPORATE SEAL. The organization shall not have a corporate seal.
- 9.5 WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the bylaws of the organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent or the giving of such notice.

ARTICLE X

INDEMNIFICATION OF OFFICER AND COUNCIL MEMBERS

- 10.1 As an organization incorporated in the State of Minnesota, to the full extent permitted by Minnesota Statutes, as amended from time to time, or by other provisions of law, the sole member, every council member or officer of the organization or other person who has undertaken or is about to undertake any liability on behalf of the organization or any company controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the organization, from and against all costs, charges and expenses whatsoever which such council member, officer or other person sustains or incurs in or about any action, suit, claim or proceedings that is brought, commenced or prosecuted against said person, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by said person, in or about the execution of the duties of his or her office or in respect of any such liability; and all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

- 10.2 The indemnification provided by this Article shall continue as to a person or entity that has ceased to be an officer or council member and shall inure to benefit of the heirs, executors, administrators, and estate and effects, respectively, of such indemnified party.
- 10.3 The organization may purchase and maintain insurance on behalf of any indemnified party against any liability asserted against or incurred by such party in such capacity; provided that no indemnification shall be made under any policy of insurance for any action that could not be indemnified by the organization under this Article.

ARTICLE XI

AMENDMENTS OF BYLAWS

- 11.1 Amendments to these Bylaws, if any, shall be made at a meeting of the Regional Council called for such purpose, by a vote of two-thirds (2/3) of the majority of the Council who are present at the meeting and entitled to vote on the proposed amendment. Notice of the meeting and of the proposed amendment shall be given to each council member at least thirty (30) days before the date scheduled for said meeting. Amendment(s) must be approved by the Board of Directors of The Evangelical Free Church of America before it becomes effective.

These Articles are hereby adopted as the Bylaws of EFCA West this March _____, 2003.

Joseph B. Bubar, Jr.
Secretary

(Original signed documents on file in EFCA West offices)