



BYLAWS

*Central District Conference,
Evangelical Free Church of America*



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Article I

General Information

Section 1— Name

The name of this Corporation shall be the “CENTRAL DISTRICT CONFERENCE – EVANGELICAL FREE CHURCH OF AMERICA”, hereinafter referred to as the Corporation.

Section 2— Principle Place of Business

The principal place of business of the Corporation shall be in central Iowa at a place to be selected by the District Board.

Section 3— Seal

The seal of the Corporation shall be circular in form and shall have engraved on it, “Central District Conference – Evangelical Free Church of America” and in the center, “Corporate Seal”. It shall remain in the custody of the Secretary of the Corporation.

Section 4— Fiscal Year

The year of the Corporation shall begin on January 1 of each year and shall end on the last day of December of the same year.

Section 5— Conference

Reference to the “Conference” in these Bylaws shall be to the duly qualified delegates, or their successors, of an annual meeting of the Corporation.

Section 6— Boards

Reference to the “District Board” shall be the Board of Directors of the Corporation; reference to the “Camp Board” shall be to the Camp Governing Board.

Article II

Purpose

Section 1

To provide an alliance and a cooperation of self governing congregations who find that they can fellowship together as Christians of like precious faith within the framework of our Doctrinal Statement.

Section 2

To propagate the Gospel of Jesus Christ through various ministries in the District for the purpose of reaching lost souls and for the edification of believers in faith, hope, and love.

Section 3

To establish healthy churches and to establish, build, and maintain such departments and institutions as may be necessary to fulfill this article.

Section 4

To work in cooperation with the Evangelical Free Church of America in its national and world endeavors.

Article III

Doctrinal Statement

Section 1

The confession of Faith of this Corporation shall be the same as that set forth by the EVANGELICAL FREE CHURCH OF AMERICA” which is as follows:

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 services.

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. Through 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

Section 1 — General

This Corporation shall consist of member churches located in the states of Iowa, Missouri, Arkansas and Southeastern South Dakota.

Section 2 — Admission

Churches may become members as follows:

- a. Demonstrate a desire to become a member of this Corporation and agree to abide by its practices, policies, and Bylaws.
- b. Make application for membership to the District Board, who shall consider the application and make its recommendation at a meeting of the Conference.
- c. Provide evidence that the church has conformed to the **EFCA Doctrinal Statement**.
- d. Agree to provide support to the Corporation as well as to the Evangelical Free Church of America to the best of their ability.
- e. Upon an affirmative vote of the Conference, the church shall be received as a member of the Corporation and a certificate signed by the District Superintendent, Chairman of the District Board, Secretary of the District Board, and bearing the corporate seal shall be forwarded to the church.

Section 3 — Termination

- 3.01 Should a member church be charged with acting inconsistently with this Corporations Bylaws, policies or practice, such charges shall be presented in writing to the District Board. The Board shall investigate the charges and if the evidence indicates they are valid, shall try to resolve the problem by counseling with the church, its board, and pastor.
- 3.02 Should the District Board find it necessary to report the charges against such church to the Conference, the church shall be notified in writing that such action is being taken and shall be given the opportunity to present its case to the District Board at a stated time and place prior to the Conference meeting. The church shall also have the right to a hearing before the Conference, by prior arrangement with the District Board. A church with an adverse recommendation from the District Board shall not have voting rights at Conference meetings until its status is fully determined by the Conference.
- 3.03 Action to terminate a church's membership requires a two-thirds vote of the Conference delegates present and voting.
- 3.04 When a church's membership has been terminated it shall lose the right to use the "Evangelical Free Church" name.

Article V

Membership Meetings

Section 1— Meetings

- 1.01 The District shall hold an Annual Meeting at the time and place to be decided by the District Board for the purpose of electing officers and conducting any and all business that may come before said meeting. The District Board may call special meetings of the Conference, as they deem necessary.
- 1.02 Notice shall be given of all Conference meetings to each member church at least two weeks prior to such meeting. If the meeting is a special meeting such notice shall state the purpose of the meeting.
- 1.03 A simple majority of the delegates present and voting at any regular or special meeting shall constitute the official vote for the transaction of business except as may be otherwise provided in these Bylaws.
- 1.04 The delegates who are present and voting at any meeting called according to the bylaws shall constitute a quorum.
- 1.05 Candidates for vacancies shall be presented at the annual meeting. The Conference may nominate, from the floor, additional candidates for each office, but not to exceed the number of open positions. Such nominees must give their consent to serve prior to being placed on the ballot.
- 1.06 If in the case of unique and rare circumstances such as natural disasters, war or pandemic, the Board of Directors may decide to postpone conferences for a period of time not to exceed two years. During such time the Board shall have the authority to exercise its regular duties and such authority normally reserved to voting delegates at the Annual Conference or any duly constituted District Conference.
- 1.07 If special or unique circumstances arise, the Board of Directors may decide to hold virtual conferences done by the most efficient digital means available; such shall be considered as a duly constituted District Conference.
- 1.08 If so decided by the Board of Directors, the above voting requirements may be modified to provide for digital voting or simplified if the numbers of candidates does not exceed the number of positions to be filled."

Section 2 — Voting Members

- 2.01 The delegates to the annual meeting or other special meetings shall be:
 - a. Persons presenting credentials to the Credentials Committee from churches, which are members of this Corporation as set forth in Article IV of these Bylaws. Two delegates shall be allowed for the first fifty members or fraction thereof and one delegate for each additional one hundred members or fraction thereof, provided, however, that no church shall have more than seven delegates excluding pastors or other delegates as allowed by subsequent paragraphs in this section.
 - b. The pastors of each member church.
 - c. Members of the District Board, the Camp Board, and the Directors of Westhaven.
 - d. The District Superintendent, EFCA Central Staff, the Camp Director, and the Administrator of the Westhaven Community.

2.02 — Tenure

Each delegate shall hold office until the next annual meeting or until his or her successor shall have been duly designated with notice given to the Corporation.

Section 3 — Credentials

Delegates shall present their credentials in writing to the Credentials Committee preferably in advance of the meeting. The Credentials Committee shall present the names of all proposed delegates to the meeting for approval.

Section 4 — Reports

The District Superintendent, Camp Board, Westhaven Community: "A Ministry of the Evangelical Free Church", all district organizations that maintain checking accounts, and others that may be specified by the District Board shall present written reports to the District Board prior to the annual meeting.

Section 5 — Order of Business

All district meetings shall be conducted with decency and order as is fitting for the body of Christ. Business may be conducted in an informal manner but all appeals to parliamentary procedure will be decided by Robert's Rules of Order unless otherwise provided for in these Bylaws.

Article VI

Board of Directors

Section 1— General

The District Board shall be responsible for administering the District work at the direction of the Conference and in accordance with these Bylaws.

Section 2— Election and Membership

The Board of Directors shall consist of the following twelve members.

- a. The District Superintendent.
- b. The District Chairman who is to be elected by the Conference at an annual meeting for a three-year term. The District Chairman is limited to two consecutive terms and then shall remain ineligible for one year.
- c. The Vice-Chairman who is to be elected by the Conference at an annual meeting for a three-year term. The Vice-Chairman is limited to two consecutive terms and then shall remain ineligible for one year.
- d. The Secretary who is to be elected by the Conference at an annual meeting for a three-year term. The Secretary is limited to two consecutive terms and then shall remain ineligible for one year.

- e. The chairperson of the Camp Board.
- f. The Treasurer, who is to be appointed by the Board of Directors prior to the annual conference. He is to serve a one-year term with no limit on consecutive terms.
- g. Six Directors shall be elected by the Conference at the annual meeting. The terms shall be for three years and arranged in such a manner that each one expires on separate years. They are limited to two consecutive terms and they shall remain ineligible for one year.

Section 3— Duties

The District Board shall meet at least quarterly to:

- a. Implement the stated purpose of the Corporation.
- b. Implement policies established by the Conference.
- c. Supervise the spiritual, financial, administrative, and proprietary development of the District Work.
- d. Coordinate budgetary requests from the Governing Boards and the various Committees and propose a consolidated budget at the annual meeting.
- e. Supervise the activities of the District Superintendent and maintain a current job description for that office.
- f. Recommend needed policies, priorities, and objectives to the Conference.
- g. Approve and recommend the agendas for the annual and special meetings of the Conference.
- h. Fill vacancies of any office of the Corporation, which may be vacated between meetings. The replacement will serve until the next annual meeting.
- i. Act in behalf of the Conference on emergency matters, when it would not be appropriate to call a special meeting. All such actions shall be within the guidelines of these Bylaws and the other policies of the Corporation.
- j. Borrow moneys as necessary. During any one fiscal year, without the specific authorization of the Conference, the District Board may by two-thirds vote of the entire Board, borrow moneys on behalf of the Corporation or its institutions and agencies, provided, however, that the total sum so borrowed during any one fiscal year shall not exceed two hundred and fifty thousand dollars (\$250,000).
- k. Nominate qualified candidates for all elected positions of the Corporation.
- l. Act for the Corporation by designating any two officers of the Corporation to sign any necessary legal documents, which have been duly authorized by the District Board. The District Board is empowered to purchase, sell, mortgage, lease or otherwise convey, any and or all real and personal property of the Corporation and to execute and deliver all necessary instruments of conveyance or other instruments necessary to complete such transactions as follows:
 - 1) Any real and personal property of Westhaven Community: "A Ministry of the Evangelical Free Church" shall be managed as provided in that corporation's Articles of Incorporation, Bylaws and other governing documents as amended from time to time.

- 2) If real property or personal property is donated to the Central District, the District Board, may:
 - [1] Place the property into such service as the District Board determines will be in the best interest of the Central District or the wholly owned ministry or subsidiary that the donated property was intended to benefit, provided that once placed in service, the disposition of the property shall be subject to the restrictions contained in Paragraphs 4 and 5 of this Paragraph I; or
 - [2] Convert the donated property into cash or such other property as the District Board determines will be in the best interest of the Central District or the wholly owned ministry or subsidiary that the donated property was intended to benefit.
 - 3) Purchase any real or personal property provided the purchase price does not exceed \$250, 000. Once purchased, the disposition of the property shall be subject to the restrictions contained in Paragraphs 4 and 5 of this Paragraph I.
 - 4) Sell, mortgage, lease or otherwise convey any real or personal property that is not regularly used in a Central District Ministry, provided the fair market value of the property in any single transaction or the total fair market value of property in any group of related transactions does not exceed \$250,000.00.
 - 5) Upon approval of the Conference, purchase, sell, mortgage, lease or otherwise convey any real or personal property on terms and conditions not less beneficial than those terms and conditions specified in the Conference approval.
- m. Require bonding of employees and other officers, as they deem necessary.
 - n. Develop and maintain a statement of purpose and responsibilities for each standing committee and keep such a file for the benefits of the committees.
 - o. Call special meetings of the Boards and Committees when necessary.
 - p. Act as the Superintendent’s Review Committee. They will meet during the third year of the term of the District Superintendent to evaluate and make recommendation to the Conference concerning the next term of the District Superintendent. In the event of a vacancy in the District superintendent’s position, they will recommend a candidate to the Conference.
 - q. Recommend as part of the consolidated budget the salary and benefits for District office personnel.
 - r. Appoint a Financial Secretary who would be accountable to the Board, but not be a member of the Board.
 - s. All decisions require an affirmative vote of at least seven (7) members.

Section 4 — Quorum

Seven members shall constitute a quorum for the transaction of business.

Section 5— Duties of Officers

- 5.01 Chairman
- a. Shall preside at all regular and special meetings of the Corporation.
 - b. Appoint a Credentials Committee prior to the annual meeting whose duty will be to validate delegates and report to the Conference in accordance with these Bylaws.
 - c. Appoint auditors to examine the financial records of all departments of the Corporation. The auditor's report shall be presented to the District Board and the Conference.
 - d. Appoint any and all committees as needed.
 - e. Perform such duties as are required of a chairman.
 - f. Be an ex-officio member of all committees.
 - g. Be an ex-officio member of all administrative boards of the Corporation.
- 5.02 Vice Chairman
- a. The Vice-Chairman shall assume the duties of the Chairman and preside at all meetings when the Chairman is absent, unable, or declines to serve.
 - b. He shall be convener of the Nominating Committee.
- 5.03 Secretary
- a. The Secretary shall keep an accurate record of all the minutes and transactions of this Corporation. The Secretary shall keep a list of the names of all officers and committee members and notify them of their election.
- 5.04 He shall notify the nominating committee of all vacancies to be filled by the election at the next annual meeting.

Section 6 — Committees

- 6.01 The District Board has the authority to appoint whatever standing or temporary committees it deems necessary for the effective and efficient operation of the District. Examples of such committees include but are not limited to audit and search committees. Any such committee may or may not include as members one or more District Board Members, District staff and pastors and/or lay people at member churches.

Section 7— Executive Committee

- 7.01 Purpose: The Executive Committee is to conduct Conference business as required between meetings of the District Board.
- 7.02 Membership: The Executive Committee is to be comprised of the District Superintendent, the Chairman, the Vice-Chairman, the Secretary and one other member of the District Board, to be appointed by the Chairman, depending upon the issue to be considered.

Article VII

District Superintendent

Section 1— Selection

The District Superintendent shall be elected at a Conference meeting by a two-thirds vote of those delegates present and voting. The District Board will present a nominee. There shall be no nominations from the floor.

Section 2— Duties

The duties of the District Superintendent shall be as set out in the job description on file with the District Board. He shall be an ex-officio member of all committees with the exception of the Superintendent's Review Committee.

Section 3— Term of Office

The term of office for the District Superintendent shall be for three years, more or less. He must be reelected by a majority vote of the Conference at the annual meeting closest to the third anniversary of his last election.

Section 4— Termination

If the District Superintendent is not reelected at the end of a term his employment is automatically terminated. The District Board may terminate the employment of a District Superintendent at any time upon 30 days written notice. The District Superintendent may voluntarily terminate his employment upon 30 days written notice to the District Board.

Article VIII

EFCA Central Staff

Section 1— Staff Positions

The creation of each new position and its job description is the responsibility of the District Superintendent with the appropriate review by the Board of Directors. The title and job description of each new position shall be communicated to the District at the next Annual Conference by the District Superintendent or the Board of Directors. The District Superintendent shall be able to create as many positions as deemed necessary to carry out the extended work of the Central District subject to the appropriate prior review of the Board of Directors.

Section 2— Discipline

If in the carefully considered opinion of the Superintendent and/or a majority of the Board of Directors any paid or unpaid District employee is conducting him- or herself in a manner deemed unfitting for EFCA Central Staff:

1. The employee shall be counseled and charitably admonished by the Superintendent or the Board or any person or committee the Board appoints for this purpose.
2. If after such counseling the employee remains unrepentant and the behavior in question continues, the employee will be dismissed by either the Superintendent or by vote of a majority of Directors.

Section 3— Term of Office

Each EFCA Central staff member shall be employed for an indeterminate period of time.

Section 4— Termination

The Superintendent, Board of Directors, or the EFCA Central staff member may terminate employment upon 30 days of written notice.

Article IX

Camp Governing Board

(Camp Board)

Section 1— General

The Camp Board shall, under the supervision of the District Board, be responsible for the development and maintenance of the District's Camp facilities and for the administration of the District Camping Program.

Section 2— Election and Membership

2.01 The Camp Board shall consist of the following ten members:

- a. Six members appointed by the District Board for a term of three years with the terms of two expiring each year.
- b. Secretary, and Treasurer shall be appointed by the Camp Board prior to the annual meeting. No more than one of these positions may be filled by individuals from non-member churches.
- c. The Camp Director
- d. The District Superintendent

2.02 The appointed members are limited to two consecutive terms of their office and then shall remain ineligible for one year. There are no limits to consecutive terms of the appointed officers. The appointed members shall consist of no fewer than two pastors and no fewer than two laymen.

2.03 The Camp Governing Board is to organize as soon as possible after the annual meeting of the Central District Conference and is to elect a Chairman, a Vice-Chairman, and a Vice-Secretary from among its elected members. The Chairman shall have served on the Board for at least one year.

Section 3— Duties

The Camp Board shall under supervision of the District Board be responsible for the following:

- a. Meet at least quarterly.
- b. Exercise general supervision of the District's Camp Program
- c. Appoint various committees as necessary.
- d. Submit annually an outline of objectives to the District Board for the coming fiscal year.

- e. Submit a budget as requested by the District Board prior to their annual budgeting process
- f. Submit a written report of activities to the District Board at least two months before the annual meeting. This report shall include a report on the Board's progress toward its annual objectives.
- g. Recommend candidates to the District Board for any vacancies which may occur between the annual meetings of the Conference.
- h. Coordinate activities with the District Board so as to prevent conflicts in programming.
- i. Develop job descriptions for all employees of the Camp Ministries work.
- j. Develop and maintain a statement of purpose and duties for all committees.
- k. Develop and maintain a statement of duties for the officers of the Camp Board.
- l. Maintain and develop the Hidden Acres facility.
- m. Appoint a Financial Secretary to report to the Camp Board (the report may be in written form. However, this person is not a member of the Camp Governing Board.)
- n. The District Superintendent, in consultation with the Camp Board, shall advise and counsel the Camp Director in the area of finance and ministry and shall submit an annual evaluation of the Camp Director to the District Board no later than two months after the close of the fiscal year.
- o. All decisions require an affirmative vote of at least six (6) members.

Section 4— Quorum

A simple majority of the membership of the Camp Board shall constitute a quorum for the transaction of business.

Section 5— Camp Director

5.01 Selection

The District Superintendent, in consultation with the Camp Board, shall conduct the search, interview prospective candidates, and present recommendations to the District Board. The District Board shall hire the Camp Director.

5.02 Duties

The Director's duties shall be as set out in the job description on file with the Camp Board and the district office.

5.03 Term of Office

He shall be employed for an indeterminate period of time. .

5.04 Termination

Either party, the Board of Directors or the Camp Director, may terminate employment upon 30 days notice.

Article X

District Board of Ministerial Standing

Section 1— Credentialing and Ordination

The District Board of Ministerial Standing shall work closely with EFCA Central Staff in the overseeing of the credentialing and ordination process, providing assistance and counsel in handling discipline situations of credentialed persons, and giving input to the District staff regarding the nurture of pastors within the District.

Section 2— Membership

The District Board of Ministerial Standing shall be appointed by the District Board.

Section 3— Discipline

Any person who holds credentials with the Evangelical Free Church, lives in the District, and who is involved in any theological or moral issue that is in question or who is in conflict with the principles and practices of the Evangelical Free Church of America shall be counseled by the District Board of Ministerial Standing, which shall make recommendations for discipline when necessary, according to the guidelines in "The Discipline and Restoration of Credentialed Leaders of the Evangelical Free Church of America."

Section 4— Officers

The DBOMS shall elect a chairman and a secretary from among its members.

Article XI

Westhaven Community Affiliation

Section 1— General

The District Board shall be responsible for electing, and when necessary removing, nine members of the Board of Directors of Westhaven Community: "A Ministry of the Evangelical Free Church" for three-year terms. Only three terms of such members shall expire annually and no member may be eligible to serve more than two consecutive terms.

Article XII

Bylaw Changes

Section 1— Procedure

- 1.01 Any delegate may present changes to these Bylaws in accordance with the subsequent paragraphs.
- 1.02 Amendments, additions, or deletions to these Bylaws must be presented in writing to the District Board at least two months prior to the meeting at which they are to be considered.
- 1.03 The District Board will notify the Pastor or representative of member churches of proposed bylaw changes with their recommendations at least one month prior to the meeting at which they are to be considered.
- 1.04 Such proposed changes may be considered at any annual or special meeting but must be in writing with individual copies for the delegates.
- 1.05 A two-thirds vote of the quorum of the delegates is required for adoption of the changes.

Article XIII

Dissolution

Section 1— Dissolution

Should the Central District Conference of the Evangelical Free Church of America cease to function or be dissolved, all property belonging to said organization, real, personal, and mixed and wherever situated shall automatically become the property of the Evangelical Free Church of America with headquarters in Minneapolis, Minnesota.