

BYLAWS of EFCA East— A District of the Evangelical Free Church of America

ARTICLE 1 - ASSOCIATION NAME

The name of this organization shall be EFCA East, which is an autonomous district of the Evangelical Free Church of America.

ARTICLE 2 - OFFICIAL ADDRESS

The official address shall be: EFCA East, 275 Cumberland Parkway, Suite 263, Mechanicsburg PA 17055.

ARTICLE 3 - PURPOSE

The purpose of EFCA East is to offer a ministry structure which facilitates a movement by:

- A. Providing member churches with a formal link to the organization, ministry objectives, and resources of the Evangelical Free Church of America;
- B. Providing leadership for ministries which are best done through the combined efforts of its associated autonomous churches;
- C. Offering assistance to churches in spiritual health and numerical growth;
- D. Helping churches to secure qualified pastoral personnel; and,
- E. Encouraging pastors and leaders in personal development and ministry skills.

ARTICLE 4 - MISSION

The mission of EFCA East is to glorify God by multiplying transformational churches among all people and shall pursue its purposes through:

- A. Ministries of Outreach
 - 1. Church multiplication
 - 2. Church planting
 - 3. Church vitality
- B. Ministries of Nurture
 - 1. Serving the churches by helping them live well and multiply
 - 2. Ministering to pastors and church leaders by also helping them live well, lead well, and multiply
 - 3. Supporting churches and leaders by developing needed resources

ARTICLE 5 - STATEMENT OF FAITH

The Statement of Faith of EFCA East shall perpetually be the same as that of the Evangelical Free Church of America, as may be amended by the EFCA from time to time, and currently states as follows:

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 6 - MEMBERSHIP

A. CONSTITUENCY

EFCA East shall consist of churches now affiliated with the Evangelical Free Church of America in the geographic area assigned to our district. Such other churches of like faith and practice as shall recognize this organization and adopt its principles may also enter this association in accordance with the rules and regulations of its Bylaws.

B. ADMISSION

1. A church seeking admission to membership in EFCA East shall adopt the Evangelical Free Church Statement of Faith as part of its By-laws. The church's Articles of Incorporation and its Bylaws must conform to the policies and practices of the Evangelical Free Church. The congregation shall vote to seek membership in EFCA East and the Evangelical Free Church of America.
2. The remaining procedures for membership shall be determined by the Board of Directors in compliance with the national office of the EFCA.
3. The Board of Directors of the district, after considering the application in collaboration with the district Board of Ministerial Standing, shall make a recommendation for membership at an official district conference. Membership shall be provided upon approval by an official district conference.

C. ENGAGEMENT & EXPECTATIONS

1. Member churches will actively and regularly pursue and support the purpose and mission of EFCA East through interdependent partnership with their sister churches.
2. They will individually and collectively pursue church growth and vitality.
3. They will individually and collectively seek to develop and empower leaders of our churches who live well, lead well, and multiply.
4. They will encourage and enable their local pastors and leadership to participate in our annual conference, engage in ministry cohorts for fellowship and support, and take advantage of ministry resources through our EFCA East website.
5. To further the supportive work of our district as well as the national movement, they will strive to donate 2% of their operating budget to EFCA East and 1% to EFCA national.

D. WITHDRAWAL

1. If for any reason a member church determines it can no longer fellowship in harmony with EFCA East of the Evangelical Free Church of America, as to doctrine, policies or practices, the church shall make its desires and reasons known to the District Superintendent(s), who in turn shall consider the matter and counsel with the church concerning their reasons to see if the differences or the matters can be resolved. Should the resolution of differences fail, the Board of Directors shall accept the request for withdrawal on the part of the church and recommend to the next district conference that the church in question be released from their membership in the district.
2. In the case of a church withdrawing that has at any time received a subsidy from the district, the church shall repay the amount of the subsidy received, as may be agreed and decided by the Board of Directors. Any unpaid loan owed to EFCA East or to any other branch of the Evangelical Free Church of America must also be paid.
3. When a church has withdrawn from membership in EFCA East, according to Article I of the Bylaws of the Evangelical Free Church of America, the church shall cease to be an Evangelical Free Church and shall lose the right to use the name of Evangelical Free Church and it shall have no claim upon the funds or the property of EFCA East or of the Evangelical Free Church of America.

E. DISCIPLINE

1. Should a member church be charged with being out of harmony or unity with the Evangelical Free Church of America in doctrine, practice, or relationship, the charges against such churches shall be presented to the District Superintendent(s) of EFCA East. If the evidence indicates that the charges are true, the Board of Directors shall seek to counsel with the church concerning such charges. If the church refuses counsel, or if no agreement can be reached, the Board of Directors will make a recommendation to the conference to dismiss the church. The church will be removed by majority vote of the conference.
2. Should the Board of Directors find it necessary to report the charges against such a church to the district conference, the church shall be notified that such action is being taken and shall be given the opportunity to defend itself before members of the Board of Directors and the District Board of Ministerial Standing (DBOMS), which shall together render a final determination to either dismiss the charge(s) or to make a recommendation to the conference to dismiss the church. The decision will be announced at the next conference. A

church, which is under disciplinary consideration, shall forfeit its voting rights until the Board of Directors restores said church's voting rights.

3. The Board of Directors may request that the national Board of Ministerial Standing consider and render an opinion on the facts related to a church under discipline. Per The EFCA Bylaws, Article V.C.4.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."
4. When a church has been dismissed from membership in EFCA East it shall have no further voice or presence in the district conferences and, according to Article I of the Bylaws of the Evangelical Free Church of America, it shall cease to be a member church in the said Evangelical Free Church of America and shall lose the right to use the name of "Evangelical Free Church".
5. In the case of a church being dismissed from membership that has at any time received a subsidy from the District, the church shall repay the amount of subsidy received, as may be agreed and decided by the Board of Directors. Any unpaid loan owed to EFCA East or to any other branch of the Evangelical Free Church of America must also be repaid. The Board of Directors will set the terms of repayment of subsidies or loans on a case-by-case basis.

ARTICLE 7 - CONFERENCES AND MEETINGS

A. TIME, PLACE, PURPOSE, AND NOTICE

1. EFCA East shall hold an annual conference. Special business conferences may also be held at times and places decided at a previous conference or as decided by the Board of Directors. The Board of Directors may provide that any annual conference or special business 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.
2. The purpose of the annual conference shall be:
 - a. To encourage, equip, and edify the leaders of our churches and all who attend;
 - b. To report on the work of EFCA East;
 - c. To set the annual budget for the upcoming year;
 - d. To elect members of the Board of Directors and the District Superintendent(s), when required; and,
 - e. To conduct the general affairs of EFCA East.
3. The Chair and Secretary of the Board of Directors shall send written notice to member churches of all conferences stating the time, place, and purpose of the conference. Member churches shall receive such notice not less than one month prior to the conference.

B. ORDER OF MEETING

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.

C. FISCAL YEAR

The fiscal year of EFCA East shall be from January 1 through December 31 of the following year.

D. DELEGATES

All delegates to an annual conference or to any special business conference of EFCA East shall be members in good standing of an EFCA East Evangelical Free Church.

1. DESIGNATED DELEGATES

Designated delegates shall be selected by each member church of EFCA East and shall have full voting privileges. Each church shall be entitled to the following number of designated delegates according to active membership.

150 or less members2 delegates
 151-300 members3 delegates
 301-500 members4 delegates
 501 or more members5 delegates

2. OTHER DELEGATES

Other delegates having full voting privileges shall be limited to the following:

- a) Individuals who hold active ministry credentials in good standing with the Evangelical Free Church of America and who are members in good standing of a member church of EFCA East.
- b) Members of the Board of Directors of EFCA East.
- c) Church planters approved by EFCA East and who hold active ministry credentials with the Evangelical Free Church of America.

ARTICLE 8 - VOTING AND ELECTIONS

A. VOTING

A two-thirds majority of delegates present and voting at a district conference shall be required to:

1. Change the Bylaws; or
2. Elect the District Superintendent(s) and the Board of Directors.

A simple majority of delegates present and voting at a district conference shall be required for all other business, including, but not limited to:

1. Accept member churches; and,
2. Approve the annual budget.

B. NOMINATING TEAM

The then existing Board of Directors shall act as the Nominating Team for the selection and nomination of future members of the Board of Directors and for the District Superintendent(s).

C. MINUTES

The minutes of any conference meeting of EFCA East will be approved by the Board of Directors at their next regular meeting.

D. QUORUM

A majority of the delegates shall constitute a quorum.

ARTICLE 9 - BOARD OF DIRECTORS

A. COMPOSITION

The Board of Directors of EFCA East shall consist of the following members:

1. ELECTED DIRECTORS

- a. Number— There shall be a Board of Directors of nine to thirteen (9-13) who shall be elected from among the membership at the annual conference of the members of this corporation, or at a special meeting of the members called for this purpose.
- b. Qualifications— Each Director shall be a member in good standing of an Evangelical Free Church that is a member of EFCA East. Composition of balance between pastors and laypersons will be a decision of the Board.
- c. Terms— The term of each Director shall be no more than three (3) years. Any Director who has served two (2) consecutive terms shall not be eligible for re-election until one year after completing the last term of the two consecutive terms. The respective terms of office for which each director is to be elected is provided herein, or pursuant to a resolution which may be adopted by majority vote at any annual conference.

2. OTHER MEMBERS

The District Superintendent(s) shall be a voting member(s) of the Board of Directors.

B. OFFICES, MEETINGS & ELECTIONS

1. Offices: The offices of the Board of Directors shall be Chair, Vice-Chair, Secretary, and Treasurer.
2. Election of Officers: At its first meeting following the annual conference, the Board of Directors shall elect its officers from among the Directors. Each officer shall serve a one-year term but may be re-elected to the same or to a different office in successive years. Directors shall be limited to one office at a time. Each officer shall serve until his successor is chosen and qualified. The Chair shall recommend a member of the Board of Directors to fill any vacant office for the remainder of that term, subject to approval of the Board of Directors.

C. MEETINGS

The Board of Directors shall hold meetings three (3) to five (5) times a year for the transaction of business whenever designated by the Board. Meetings may be held in-person or remotely. Additional meetings may be called by the Chair, Secretary, the District Superintendent(s), or by the request of any other three members of the Board of Directors.

D. QUORUM

A majority of the Board of Directors shall constitute a quorum.

E. ACTION WITHOUT MEETING

Electronic communication may take the place of a meeting of the Board of Directors. Voting during electronic communication shall be done by individual polling of each participant. A record of the polling will be kept on file.

F. VACANCIES

A vacancy shall occur on the Board of Directors when a member:

1. ceases to be an active member or a member in good standing of a local member church of EFCA East;
2. is absent from two consecutive meetings of the Board of Directors without satisfactory explanation;
3. dies, resigns, or is otherwise unable to continue serving.

The Board of Directors shall fill any vacancies by appointing a qualified person to serve the remainder of the unexpired term. Vacancies among the offices shall also be filled by action of the Board of Directors.

G. TERMINATION

The Board of Directors shall have the authority to terminate any member of the Board of Directors upon a vote of two-thirds of the members of the Board of Directors. The Director being considered for termination is recused from the vote.

H. CONFLICT OF INTEREST

If any person who is a Board member or an officer of EFCA East is aware that EFCA East may or is about to enter into any business transaction directly or indirectly with himself or herself, any member of such person's family, or any entity in which he or she has any legal, equitable, or fiduciary interest or position, including, without limitation, as director, officer, shareholder, partner, beneficiary, or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of EFCA East of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitled to vote on the decision to enter into such transaction. Voting on such transaction shall be conducted as follows:

1. Discussion of the matter, with the interested Director or Officer, shall be held by the Board of Directors with such person present to provide information and answer any questions.
2. The interested Director or Officer shall withdraw from the meeting.

3. Discussion of the matter outside of the presence of the interested Director or Officer shall be held by the Board of Directors.
4. The remaining members of the Board of Directors shall vote. Such voting shall be by written ballot. Such ballots shall not reflect the name or identity of the person voting.
5. A majority vote of the Board of Directors shall be required for approval of the transaction.

I. NO PRIVATE INUREMENT

EFCA East is not organized for profit and is to be operated exclusively for the promotion of social welfare in accordance with the purposes stated in the Articles of Incorporation. The net earnings of EFCA East shall be devoted exclusively to charitable, religious/educational purposes and shall not inure to the benefit of any private individual. No Director or person from whom EFCA East may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of EFCA East be paid as salary or compensation to, or distributed to, or inure to the benefit of any Director; provided, however, that (a) reasonable compensation may be paid to any Director while acting as an agent, a contractor, or an employee of EFCA East for services rendered in effecting one or more of the purposes of EFCA East, (b) any Director may, from time to time, be reimbursed for such Director's actual and reasonable expenses incurred in connection with the administration of the affairs of EFCA East, and (c) EFCA East may, by resolution of the Board of Directors, make distributions to persons from whom the corporation has received contributions previously made to support its activities to the extent such distributions represent no more than a return of all or a part of the contributor's contributions.

ARTICLE 10 - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall oversee the District Superintendent(s) in directing the work of EFCA East. In so doing, the Board of Directors shall ultimately be responsible for:

- A. Approving plans for the work of EFCA East which shall include assessing present and future needs and opportunities for service and approving short-term and long-term goals for the work of the district.
- B. Appointing other boards and teams besides those mentioned in these Bylaws for such purposes and duration and under such conditions as may be provided in the Bylaws to facilitate the management of evangelistic, educational and the charitable work of this organization.
The EFCA East District Board of Ministerial Standing (DBOMS) will be continued under this provision.
- C. Approving policies to guide and manage the work of the district which shall include:
 1. personnel policies;
 2. financial policies;
 3. all other necessary policies in accordance with the laws of the state and these Bylaws.
- D. Overseeing the work of the District Superintendent(s) which shall include:
 1. reviewing performance not less than annually;
 2. goal-setting;
 3. encouraging, nurturing, and empowering;
 4. disciplining, if necessary;

5. terminating duties, if necessary, and only after reviewing the appropriate issues with the District Superintendent(s) and allowing for a period of correction or improvement.
- E. Providing for the care and management of all the property of EFCA East to include conducting and signing (or stamping with the seal of EFCA East) property transactions and other agreements in accordance with the laws of the state and these Bylaws. Only authorized representatives of the Board of Directors shall enter into such transactions.
 - F. All of the directors shall be responsible for all of the property of this organization, and they shall make appropriate reports of such property as needed at the annual conference of the members.
 - G. Overseeing all the legal and financial business of EFCA East to include:
 1. The Board of Directors shall have the authority to order or direct its officers to sign and seal papers and documents of this corporation, but shall have no right or power to ignore, overrule, or contradict resolutions and decisions carried by a majority vote of the annual meeting of the organization or in a special meeting thereof.
 2. Entering into legal contracts in accordance with the laws of the state and these Bylaws. Only authorized representatives of the Board of Directors shall enter into such transactions.
 3. The Board of Directors shall oversee, supervise and be responsible for money received and other forms of property given to the organization and shall have careful oversight of and be responsible for such property.
 4. Being prohibited from incurring financial liability for the operating expenses of EFCA East. For capital improvements they shall have the authority to assume a total liability not to exceed two hundred thousand dollars (\$200,000). Any liability above two hundred thousand dollars shall require conference action.
 - H. Selecting the nominee for the office of District Superintendent who must hold ministerial credentials in good standing with the EFCA prior to assuming office, and who either holds, or is willing to seek – within a reasonable period of time – ordination in the EFCA.
 - I. Appointing an Executive Committee to act on behalf of the Board of Directors between its meetings:
 1. Consisting of the Chair of the Board, the Vice-Chair, Secretary, Treasurer, and the District Superintendent(s), and any other persons the Board of Directors may appoint. The Board of Directors at their next regular meeting shall fill a vacancy in the membership of the Executive Committee. The Chair of the Board of Directors shall be Chair of the Executive Committee.
 2. Requiring three (3) members of the Executive Committee present in person or remotely to constitute a quorum for the transaction of business at meetings of the Executive Committee.
 3. Having and exercising all the powers of the Board of Directors between meetings of the Board of Directors, except as otherwise provided by law or except for the following, which the Executive Committee shall not have the power to do:
 - a. To accept or reject a member or elect a director of the Board of Directors;
 - b. To alter fundamental policies of the Board of Directors;
 - c. To make appropriations which are not in accordance with the general policies approved by the Board of Directors;
 - d. To modify, revoke or renew any contract or other obligation previously authorized or entered into by the Board of Directors;
 - e. To change the person or persons specifically designated by the Board to enter into or execute on behalf of the corporation a particular contract, obligation, agreement, or writing authorized by action of the Board of Directors.

4. Providing a written report at each meeting of the Board of Directors of its actions and proceedings since the last meeting of the Board of Directors.
- J. Carrying out the directives of the conference and being accountable to the member churches of EFCA East.
- K. The ARTICLE 5 STATEMENT OF FAITH does not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of the EFCA East District Office's faith, doctrine, practice, policy, and discipline, the Board of Directors is our interpretive authority on the Bible's meaning and application.

ARTICLE 11 - DUTIES AND POWERS OF OFFICERS

A. CHAIR

The Chair shall:

1. lead the Board of Directors in accomplishing its tasks;
2. preside at all regular and special district conferences and all regular and special meetings of the Board of Directors, and the Executive Committee;
3. assume or delegate the essential duties of the District Superintendent(s) when that office is vacant; and
4. be directly accountable to EFCA East for the work of the Board of Directors.

B. VICE-CHAIR

The Vice-Chair shall:

1. Assist the Chair in carrying out his duties;
2. Assume the duties of the Chair when that office is vacant or, temporarily, when the Chair is unable to serve.

C. SECRETARY

The Secretary shall:

1. Keep minutes recording the details of business transacted at any district conference, meeting of the Board of Directors, or meeting of the Executive Committee; and
2. Direct the printing and distribution of minutes for any district conference, meeting of the Board of Directors, or meeting of the Executive Committee.

D. TREASURER

The Treasurer shall:

1. Oversee the acceptance, receipt, and deposit of all funds received by EFCA East in a bank or banks designated by the Board of Directors;
2. Oversee the accounting of all funds received by EFCA East and all disbursements;
3. Oversee the preparation of a summary report of all receipts and deposits and disbursements to each annual conference, and report to the Board of Directors at their regular meetings and any other time at their request; and
4. Facilitate an annual review by certified accountants of all financial records and procedures.

E. DISTRICT SUPERINTENDENT(S)

The District Superintendent(s) shall be the Administrative Officer(s) of the District. Through that position the District Superintendent(s) shall:

1. Lead the District toward fulfillment of its purpose and mission as stated in Bylaws Articles 2 and 3;
2. Recruit, hire, train, and supervise all EFCA East District staff personnel, including annual performance reviews, and terminate such personnel as needed;
3. Prepare or provide an annual balanced budget which includes annual salaries for all EFCA East personnel for approval by the Board of Directors and district conference and shall implement and maintain the approved budget;
4. Work to facilitate partnership between the district, DBOMS, and the denomination as he (they) oversees responsibilities in ministerial areas such as credentialing, licensing, ordination and placement;
5. Be available for church consultation in all manners of ministry, such as conflict management and church evaluation;
6. Represent the Evangelical Free Church and EFCA East with godly excellence and servant-leadership at all levels of the movement and the kingdom at large.
7. Create any councils, and ministry teams that may enhance or further develop the ministry of EFCA East and shall be an exofficio member of such, as well as affiliated organizations; and
8. Report to the Board of Directors in a manner and schedule to be determined by the Board of Directors.

F. TERMINATION

1. The Board of Directors shall have the authority to terminate a District Superintendent upon a vote of two-thirds of all the members of the Board of Directors, with the recusal of the District Superintendent in such a vote. In the absence of extraordinary reasons for shorter notice, a three-month notice shall be given to the District Superintendent(s) so terminated. At the direction of the Board of Directors, removal from any or all responsibilities may be made effective immediately.
2. A non-binding review of the termination may be requested by the Superintendent, with due notice provided to the EFCA East Board of Directors. A review, and possibly hearing, will then be considered by at least three other EFCA District Superintendents. This may result in a reconsideration of the decision by the Board of Directors. However, any reconsideration by the Board of Directors shall be solely at its discretion, and no finding by the other EFCA District Superintendents shall have the authority to mandate a reconsideration.

ARTICLE 12 - EXISTENCE

The duration of this corporation shall be perpetual.

ARTICLE 13 - NO CAPITAL STOCK, NON-PROFIT CORPORATION

There shall be no capital stock issued by this corporation. This corporation is not organized for profit, nor shall any person or member derive any pecuniary profit or benefit therefrom. There shall be no personal liability for members for corporate obligations.

ARTICLE 14 - DISPUTE RESOLUTION

The Board of Directors shall ensure that any contract for employment, or the employee handbook, shall contain language for dispute resolution as follows:

Therefore, the parties agree that any claim or dispute arising out of, or related to, this agreement or any aspect of the employment relationship, including claims under federal, state, and local statutory or common law, the law of contract, and law of tort, shall be settled by mediation. The preferred organization for purposes of any mediation shall be Peacemaker Ministries or any similar organization which may be selected by the Board of Directors.

If resolution of the dispute and reconciliation do not result from mediation, the matter shall then be submitted to an independent and objective arbitrator for binding arbitration. Upon the submission to an arbitrator, each party shall agree to the selection of the arbitrator. The parties agree that if there is an impasse in the selection of the arbitrator, Peacemaker Ministries, or if Peacemaker Ministries is unable, then the Cumberland County Bar Association, division of Arbitration, shall be asked to provide the name of a qualified person who will serve in that capacity. Consistent with the applicable practice, the arbitrator shall issue a written opinion within a reasonable time.

The parties to this contract agree that these methods shall be the *sole remedy* for any controversy or claim arising out of the employment relationship or this agreement, and they *expressly waive* their right to file a lawsuit against one another in any civil court for such disputes, except to enforce a legally binding arbitration decision. The parties to this agreement have had an opportunity to consult legal counsel before signing this agreement. The parties agree that both sides will share the costs of the arbitrator equally.

The Board of Directors shall ensure that all employment handbooks contain the above dispute resolution language, that all employees are advised of the above dispute resolution process, and that this process shall apply to all employment, including non-contract or at-will employment.

In the event of any dispute involving these Bylaws, the above-stated process of Dispute Resolution shall be followed.

ARTICLE 15 - INDEMNIFICATION

GENERAL. To the full extent authorized under the laws of the Commonwealth of Pennsylvania, EFCA East shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of EFCA East, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

EXPENSES. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by EFCA East in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

INSURANCE. EFCA East may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not EFCA East would have the power or obligation to indemnify such person against such liability under this Article.

DURATION. Such indemnity may continue as to a person who has ceased to be a representative of EFCA East and may inure to the benefit of the heirs, executors, and administrators of such person.

RELIANCE. Each person who shall act as an authorized representative of EFCA East shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE 16 - DISSOLUTION

If EFCA East shall be dissolved, all of its property, real, personal, or mixed shall become the property of the Evangelical Free Church of America.

In the event EFCA East should dissolve, cease to exist as an active corporation and cease to use its property for purposes as set forth in these Articles, then all of its property, real, personal, or mixed shall become the property of the Evangelical Free Church of America, with full authority to sell the property or use it in any way it sees fit for the fulfillment of its purposes.

Should the Evangelical Free Church of America no longer exist at the time of dissolution of EFCA East, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 17 - AMENDMENTS

The procedure for amending the Bylaws of EFCA East shall be as follows:

1. Copies of all proposed amendments shall be sent to member churches not less than 60 days prior to the district conference at which they are to be presented.
2. Two-thirds of all votes cast will be required for adoption.