

1 SALEM EVANGELICAL FREE CHURCH
2 Moorhead, Minnesota
3 BYLAWS

4 Revised May 4, 2025

5 Most recent revisions: Revised 5/4/2025; 5/1/2022; 5/7/2018; 5/9/2016; 11/12/2012;
6 5/12/2008; November 2003; November 1999

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1 PREAMBLE

2 The members of the congregation of Salem Evangelical Free Church shall commit themselves to
3 promoting the following scriptural truths through the strength Christ provides (Philippians 4:13). These
4 truths should characterize the member's participation in this body:

- 5 1. an acknowledgment that worship of God is central to the life of the Body (Hebrews 13:15,
6 Psalm 150);
- 7 2. a reliance and waiting upon the Holy Spirit to guide the member's contributions to the Body
8 (John 16:13-14);
- 9 3. a demonstration of the fruit of the Holy Spirit in the member's life (Galatians 5:22-23);
- 10 4. a commitment to the spiritual growth and maturity of one's self and the other members
11 (Ephesians 4:13-16);
- 12 5. a recognition of the priesthood of all believers (I Peter 2:5, 9);
- 13 6. a focus on Christ as the center of the fellowship (I John 1:3 & 7, Colossians 1:17, 18);
- 14 7. a commitment to the concept of the Body of Christ and the importance of each individual
15 member (I Corinthians 12);
- 16 8. a visible witness to the person of Jesus Christ (Matthew 28:18-20, John 13:33-35);
- 17 9. a desire to build church unity on the basis of love (Ephesians 4:2-3, John 17:20-23); and,
- 18 10. a demonstration of justice in the member's action and a commitment to speak out against
19 injustice (Hosea 6:8).

20 ARTICLE I. MEMBERSHIP

21 Section 1. QUALIFICATIONS

22 Any person who confesses faith in the Lord Jesus Christ, who has the assurance of salvation, and whose
23 character, conduct, and reputation are in accord with their confession, who subscribes to the
24 Statement of Faith, is of an age to understand and accept the Constitution and Bylaws of this
25 organization, and who is willing to participate in it through attendance, prayers, service, and material
26 means, may become a Member of this organization, hereinafter referred to as "the Church."

27 Section 2. ADMISSION

28 Admission as a Member of the Church shall be as follows:

- 29 1. Persons interested in membership shall be given a copy of the Constitution and Bylaws of the
30 Church and be instructed in church doctrine, core values, mission, vision, and policy by the
31 Ministry Staff, Elders, or Elder designates.
- 32 2. Following such instruction, persons interested in membership shall submit a written
33 application form and meet with at least two current Elders or pastors or former Elders to give
34 personal testimony of their salvation through faith in the Lord Jesus Christ and evidence of
35 their understanding of and agreement with the Statement of Faith, the Constitution, Bylaws,
36 core values, mission, and vision of the Church.
- 37 3. The names of the candidates shall be included in a church-wide communication at least two
38 weeks prior to the date of their acceptance as Members. If any Member has a valid reason for
39 objecting to the acceptance of any candidate into the Church, the Member shall immediately

- 1 present to the Senior Pastor and/or Elders their reasons for the objections. The Elder Board
 2 shall consider the scriptural validity of the objections.
- 3 4. Candidates shall be approved by the Elder Board and introduced as new Members to the
 4 congregation at the next business meeting. Membership is effective at the time of final Elder
 5 Board approval.

6 Section 3. CONDUCT

- 7 Members are expected to live a life worthy of the Lord, bearing fruit in every good work, and growing
 8 in the knowledge of God (Col. 1:10). This includes:
- 9 1. Living daily to please the Lord, through the power of the Holy Spirit and in accordance with
 10 the Scriptures (1 Cor. 6:10, 19-20; Rom 6:13; Col 3:1-17).
 - 11 2. Studying the Bible and praying faithfully and diligently (2 Tim. 3:16-17; Col. 4:2; Psalm 119:9-
 12 11; 1 Peter 4:7; 1 Thes. 5:17).
 - 13 3. Supporting the people and ministries of the church (1 Peter 4:8; Acts 2:42-47).
 - 14 4. Being faithful, in so far as possible, in attending worship and prayer services, business
 15 meetings, and other ministries of the church which will aid in spiritual growth (Heb. 10:25).
 - 16 5. Using the spiritual gifts and abilities God has given to serve others in the church
 17 (1 Peter 4:10-11; 1 Cor. 12:7-11).
 - 18 6. Giving regularly, proportionately, generously, and cheerfully for the work of the Lord (Malachi
 19 3:8-10; 1 Cor. 16:2; 2 Cor. 9:7).
 - 20 7. Being accountable to the church for correction and discipline relating to sinful behavior not in
 21 harmony with scriptural principles (Gal. 6:1; Matt. 18:15-17).

22 Section 4. ABSENCE AND WITHDRAWAL

- 23 1. Members may be removed from membership at their own request by communicating their
 24 intention to withdraw and the reasons therefore, either to an elder, a pastor, or to the church
 25 office. If a Member requests to withdraw because of specific problems or disappointments
 26 with the Church, the Elder Board shall attempt to resolve those matters so that the Member
 27 may remain in the Church and enjoy greater fruitfulness and personal spiritual growth. If the
 28 Elder Board is unable to resolve those matters, it shall offer to assist the Member in locating a
 29 church of like faith and practice that can respond more effectively to his/her gifts and needs.
- 30 2. A Member may be considered "Inactive" if absent from Church services for a period of twelve
 31 months or longer. Inactive Members shall not have the privilege to vote at congregational
 32 meetings and not be counted for determination of a Quorum.
- 33 3. Any person, absent more than one year, from whom no communication has been received,
 34 may be dropped from the roll by the Elder Board after an attempt has been made to contact
 35 the absentee Member.

36 Section 5. DISCIPLINE

- 37 1. If, in the studied opinion of the Elder Board, a Member is living in a manner which is not in
 38 harmony with Scriptural principles, the Member shall be interviewed and counseled by the
 39 Elder Board according to Matthew 18:15-17 and Galatians 6:1. The restoration of the erring
 40 Member should be the primary purpose, and love the primary motivating force in these
 41 interviews.

- 1 2. If, after the interview, the Member should choose to be unrepentant, the Member shall be
2 removed from membership. Removal shall be accomplished upon recommendation from the
3 Elder Board and by a two-thirds majority vote of the Assembled Members.

4 Section 6. PROPERTY RIGHTS

5 The private property of the individual Members of the Church shall be exempt from corporate debt
6 and corporate legal liability.

7 ARTICLE II. GOVERNMENT

8 We believe that it is critical that we be led and directed by the head of the Church, Jesus Christ. In that
9 spirit and based on our understanding of the pattern of Scripture, we set forth the following on how
10 this Church will be governed.

11 Section 1. THE CONGREGATION

- 12 1. Our government shall be congregational in its form in the sense that all leaders are
13 accountable to the congregation. Under Christ, ultimate authority in the Church shall reside in
14 the Members.
- 15 2. The Members shall entrust Church policy matters, ministry oversight, and operations
16 oversight to a group of godly men called Elders. These will be Members who by virtue of
17 giftedness and character can be trusted to strive to act in accordance with the mind of Christ.
- 18 3. The Elder Board is empowered to make decisions and act in all matters except the following,
19 which must be brought before the Members for approval:
- 20 A. Hiring the Senior Pastor.
- 21 B. Any of the following which exceeds 5% of the most recently approved General/Missions
22 Fund Budget: Building new buildings, remodeling existing structures, or buying or selling
23 real estate.
- 24 C. Incurring debt with principal or signing leases in excess of 5% of the General Fund Budget
25 most recently approved by the Members.
- 26 D. Changing the Bylaws.
- 27 E. Annual General Fund budget.
- 28 F. Affirmation of the corporate Treasurer, corporate Secretary, lay Elders, and Nominating
29 Committee members as established elsewhere in the Bylaws.

30 Section 2. MEETINGS

- 31 1. Active Members are the Members who are not Inactive Members. (see Article I, Section 4,
32 Subsection 2)
- 33 2. All church meetings may allow virtual attendance and participation for relevant attendees
34 who are unable to be present on site for the meeting. The principle will apply to meetings of
35 the congregation, elder board, and other committees and subcommittees recognized as part
36 of the church. Virtual attendance must make provision that the virtual attendee can fully hear
37 and meaningfully participate in meeting content and decision making.
- 38 3. Twenty-five percent (25%) or more of the Active Members 18 years of age or older
39 represented in person or by proxy shall constitute a Quorum for the transaction of Church

1 business. Once a Quorum is determined to be present, it shall remain in effect throughout the
 2 meeting. Congregational business meetings will normally be hosted on-site, but upon
 3 decision of the elder board fully-virtual meetings may also be conducted.

- 4 4. The Church shall meet at least twice a year to conduct business. Elders, Nominating
 5 Committee members, the corporate Secretary and the corporate Treasurer shall be affirmed
 6 at the Spring meeting. The General Fund Budget shall be approved by a simple majority vote.
- 7 5. Special business meetings may be called by the Senior Pastor, Chairman of the Elder Board, or
 8 by a request presented by 25% or more of the Active Members.
- 9 6. Notice of regular and special meetings shall normally be published at least two weeks prior to
 10 the date of the meeting. Under special circumstances, the elder board is empowered to call a
 11 special meeting with reduced advanced notice.
- 12 7. The Elder Board Chairman shall conduct Church business meetings. In his absence, the Vice
 13 Chairman shall preside. If both are absent, then a lay Elder selected by the Elder Board shall
 14 preside. In all matters of parliamentary procedure not provided for in these Bylaws, the
 15 current edition of *Robert's Rules of Order (Revised)* shall govern.
- 16 8. The Assembled Members for a particular vote consist of the Active Members at a Church
 17 business meeting who are (a) 18 years of age and older, (b) represented at the meeting in
 18 person or by proxy, and are (c) casting a vote on a matter. All Active Members who have
 19 attained the age of 18 years have the right to vote.
- 20 9. Unless otherwise provided by these Bylaws or by a rule of parliamentary procedure, any
 21 matter considered by the Members shall be decided by a majority of the votes cast by the
 22 Assembled Members.
- 23 10. Extended Voting: Extended voting may be allowed, perhaps including online voting, either
 24 upon decision of the elder board, or else by a two-thirds majority vote of the Assembled
 25 Members.
- 26 11. Actions without Meeting: Upon decision of the elder board, Church business may in special
 27 cases be transacted without a normal meeting, for example in order to perhaps allow
 28 extended voting, perhaps including online voting.
- 29 12. Quorums and motion passage percentages for particular matters addressed by groups such
 30 as, but not limited to, the Elders and Nominating Committee may be specified in the Policies
 31 and Procedures Repository.

32 Section 3. OFFICERS OF THE CORPORATION

33 The Church is incorporated under the laws of the State of Minnesota as a non-profit religious
 34 organization. The Officers of the Corporation shall have vested in them all the powers and authority
 35 usually ascribed to commercial corporate officers and will have authority to use these titles when
 36 necessary in handling corporate or civil matters involving the Church. They serve without
 37 compensation, other than normal and reasonable reimbursement for expenses they incur in their roles.
 38 Officers of the Corporation must be Members of the Church, must pass a background check, must be
 39 18 years of age or older, and must meet all other legal requirements for their positions. The Officers of
 40 the Corporation are as follows:

- 41 1. President
 - 42 A. The corporate President also serves as the Chairman of the Elder Board and presides over
 43 meetings of the Elder Board and the Church.
 - 44 B. The corporate President may serve as an *ex-officio* member of all teams and committees
 45 or may appoint a representative in his place.

- 1 2. Vice President
- 2 A. The corporate Vice President shall fill the role of corporate President and Chairman of the
- 3 Elder Board in that person's absence.
- 4 3. Treasurer
- 5 A. The corporate Treasurer shall be elected for a term of two years that begins June 1.
- 6 B. The corporate Treasurer shall have charge of accurate recording and reporting of church
- 7 funds, except the Deacons' Fund.
- 8 4. Secretary
- 9 A. The corporate Secretary shall be elected for a term of two years that begins June 1.
- 10 B. The corporate Secretary shall keep an accurate record of the proceedings and decisions at
- 11 all business meetings of the Church, such records to be approved at the following business
- 12 meeting.
- 13 C. The corporate Secretary shall preserve in a safe place all Church records including records
- 14 as may be required by the State of Minnesota.
- 15 5. Selection
- 16 A. The corporate President and Vice President are elected by the Elder Board from the Elder
- 17 Board. The term of office runs from June 1 of one year to May 31 of the following year or
- 18 until re-affirmed or until a replacement is identified.
- 19 B. The corporate Treasurer and Secretary shall be selected and presented to the
- 20 congregation by the Nominating Committee and be affirmed by at least 75% of the
- 21 Assembled Members.
- 22 C. The responsibilities of the Officers of the Corporation are defined in the Bylaws and in
- 23 their respective job descriptions.

24 Section 4. ELDER BOARD

25 The biblical role of Elder is that of overseer. The general role of the Elder Board, in addition to
 26 providing policy guidance and overall governance, is to provide for the spiritual life and direction of
 27 the Church. This includes serving the body through imparting vision, counseling, exhorting, teaching,
 28 encouraging, disciplining, and preserving unity. The Elder Board shall constitute the Board of
 29 Directors of the Corporation, as that term is defined by Minnesota law governing non-profit
 30 corporations.

- 31 1. Qualifications, Size, and Terms
- 32 A. An Elder shall be recognized as desiring to serve in the role (1 Pet 5:1-3), fulfilling the
- 33 Biblical requirements of I Timothy 3:1-7 and Titus 1, and being 18 years of age or older.
- 34 B. The Elder Board shall consist of a minimum of five lay Elders who are not Ministry Staff,
- 35 plus the Senior Pastor. The desired number shall be determined by the Elder Board.
- 36 C. Elder candidates shall be selected and presented to the congregation by the Nominating
- 37 Committee and be affirmed by at least 75% of the Assembled Members.
- 38 D. The term of an Elder shall be three years with terms starting on June 1; however, the Elder
- 39 Board may adjust the terms so that approximately one-third of the board is elected each
- 40 year.
- 41 E. All Elders serve on the Elder Board without compensation, other than normal and
- 42 reasonable reimbursement for expenses they incur for this role.
- 43 2. Meetings
- 44 A. The Elder Board shall meet at least twice a year with two weeks notice given to Elder
- 45 Board members.

- 1 B. Special meetings may be called on shorter notice by the Senior Pastor, the Chairman of
2 the Board, or any two members of the Elder Board.
- 3 C. A majority of Elder Board members shall constitute a Quorum for matters requiring
4 approval by the full elder board. A majority of Elder Board subcommittee members shall
5 constitute a Quorum for matters requiring approval by an Elder Board subcommittee.
- 6 3. Specific Elder Board Duties
- 7 A. Be a primary source of encouragement, support, and counsel for the Senior Pastor as he
8 provides spiritual leadership.
- 9 B. Administer confidential or sensitive matters of Church Discipline.
- 10 C. Determine what shall be the doctrinal teaching of the Church.
- 11 D. Serve as a council of appeal to determine scriptural appropriateness whenever Members
12 dispute an action taken or a decision made by the Ministry Staff, a Ministry Team, or an
13 Operations Team. The Elder Board shall have authority to overturn decisions of Ministry
14 Staff and any team.
- 15 E. Provide a written or oral report to the congregation annually regarding their activity
16 during the past year and plans for the coming year.
- 17 F. Approve delegates to the EFCA district and national meetings, as well as representatives to
18 other meetings and organizations such as the Park Christian School Board.
- 19 4. Conflict of Interest
- 20 If a conflict of interest by an Elder or Pastor should arise, that Elder or Pastor shall abstain
21 from being involved in the decision in which there is a conflict of interest.

22 Section 5. NOMINATING COMMITTEE

- 23 1. The Nominating Committee shall consist of a minimum of five members including at least one
24 Pastor, at least one Elder selected by the Elder Board, and at least three at-large members.
25 The number of at-large lay members shall be greater than or equal to the sum of the number
26 of Pastors and Elders. The Elder Board shall appoint the Chair of the Nominating Committee.
- 27 2. Nominations for The three at-large members will be presented to the Church by the
28 Nominating Committee and affirmed by the Assembled Members by no less than a 75%
29 majority.
- 30 3. Nominations for Officers of the Corporation, Elders, and Nominating Committee members are
31 not accepted from the floor.
- 32 4. The term for the at-large Nominating Committee members is two years. The term for lay Elder
33 Nominating Committee member(s) is one year. All Nominating Committee terms begin on
34 June 1.
- 35 5. Should a vacancy occur, the Nominating Committee may present candidates to the Church as
36 needed to fill un-expired terms. If the un-expired term has less than one year remaining at the
37 time of affirmation, the person chosen by the Members for the position shall serve the
38 remainder of that term plus a full term.
- 39 6. Nominees for the various positions may seek the office themselves; or may be nominated by
40 someone from within the congregation; or may be nominated by the Nominating Committee
41 itself. In any case, nominees should be willing to serve in the proposed office, having been
42 contacted and having consented to do so prior to their name being placed on the ballot that is
43 presented to the Members. The Nominating Committee shall normally present the ballot to
44 the congregation no less than two weeks prior to the business meeting through a church-wide
45 communication. Additional directives to the Nominating Committee may be found in the
46 Policies and Procedures Repository.

- 1 7. The Nominating Committee shall normally present the ballot to the congregation no less than
 2 two weeks prior to the business meeting through a church-wide communication.
 3 8. Additional directives to the Nominating Committee may be found in the Policies and
 4 Procedures Repository.
 5 9. If a candidate presented by the Nominating Committee to the Church for a position is not
 6 affirmed by the Assembled Members, the matter shall be referred back to the committee. The
 7 committee shall seek input from the Church and may present another candidate to the
 8 Church for affirmation at a subsequent business meeting. The current holder of the position
 9 may serve until a replacement is affirmed.

10 Section 6. MINISTRY AND SUPPORT STAFF

- 11 1. Role of the Elder Board
 12 A. The Elder Board shall be responsible for development, maintenance, and implementation
 13 of a Church staffing plan.
 14 B. The Elder Board shall approve and oversee implementation of the Personnel Policy
 15 Manual for church employees. Except as otherwise noted, the Senior Pastor shall be
 16 treated as Ministry Staff.
 17 C. The title given to each Ministry Staff member shall be determined by the Elder Board
 18 based on the nature of their ministry, their training, and their background.
- 19 2. Senior Pastor
 20 A. The Senior Pastor shall minister to the congregation by preaching and teaching the
 21 Scriptures, discipling individuals and groups, watching over and promoting the spiritual
 22 welfare of the Church, and leading the congregation in a practical Christian life. Specific
 23 responsibilities shall be listed in the job description and approved by the Elder Board. He
 24 shall be a voting member of the Elder Board and an ex-officio member of all committees
 25 and teams.
 26 B. The Senior Pastor shall be chosen by not less than a three-fourths (75%) majority of the
 27 Assembled Members at any regular or special business meeting of the Church, or via
 28 extended voting if an extended-voting process is approved by the elder board. The vote to
 29 call a Senior Pastor shall also include acceptance into Church membership for the
 30 candidate and, if the candidate is married, his wife. He shall be called for an indefinite
 31 period of time.
 32 C. A two-month written notice of termination is required both of the Senior Pastor and the
 33 Church unless changed by mutual agreement or unless the Senior Pastor is being
 34 terminated for misconduct.
 35 D. The Senior Pastor Search Committee shall submit qualified Senior Pastor candidate(s) to
 36 the Church for consideration. The committee shall consist of four at-large members
 37 elected by the congregation and one member selected by the Elder Board. The
 38 Nominating Committee shall provide a slate of four to eight candidates. The congregation
 39 may nominate candidates from the floor, as long as their consent has been obtained at
 40 least one week before the congregational meeting where the at-large committee
 41 members are being elected. Online voting and/or extended voting may be allowed, upon
 42 decision of the elder board. The four candidates receiving the largest number of votes
 43 shall be elected. The committee shall select its own chairperson. Members of the Senior
 44 Pastor Search Committee must be Members of the Church.

3. Ministry Staff and Support Staff

- A. The Ministry Staff shall consist of men and women who are called of God to dedicate themselves to vocational ministry. They shall give servant leadership to the area of ministry where they have been called to serve.
- B. The Support Staff shall consist of people who are employees of the Church who do not have leadership responsibility and have roles that support the Elder Board, Ministry Staff, and/or Ministry Teams. Examples include, but are not limited to the following: administration, clerical, reception, and buildings and grounds.
- C. Ministry Staff and Support staff shall work under the direction of a supervisor designated by the Senior Pastor.

Section 7. DISMISSAL

1. Ministry Staff, Support Staff, Officers of the Corporation, Elders, and Nominating Committee Members may be dismissed from office by a two-thirds majority of the Elders voting on the matter. Any member(s) of the Elder Board being considered for dismissal is ineligible to vote on the matter and may be excluded from some or all of the discussions.
2. ~~No accusation shall be made by the congregation against the Senior Pastor, Elder, or any other Ministry Staff member except by the written complaint of at least two witnesses (1 Timothy 5:19).~~ If the Senior Pastor, Elder, or Ministry Staff member has committed an act of grievous misconduct, he/she may be terminated by the Elder Board without notice. In the event of misconduct allegation(s), the Safety at Salem Policy includes information regarding incident reporting and follow-up investigation. (I Timothy 5:19,20)

ARTICLE III. CHURCH MINISTRIES

Section 1. MINISTRY AND OPERATIONS

1. The Elder Board shall oversee the ministries of the church. Examples may include, but are not limited to, Ministry Teams focused on Children, Youth, Men, Women, Adult Small Groups, Worship, Congregational Care, Social Concerns, Outreach, and Missions. Oversight should be done in light of Biblical principles and the Church's values, mission, and vision.
2. The Elder Board shall approve and oversee the Policies and Procedures Repository for the Church. The Senior Pastor will be responsible for day-to-day compliance and matters that arise with respect to the Repository and make recommendations for exceptions or changes to the Elder Board.

Section 2. OTHER CHURCH ORGANIZATIONS

1. The Elder Board, Ministry Staff, and Ministry Team Leaders may form sub-teams or sub-committees as needed to carry out their ministry charters or job responsibilities. The parent group is responsible for each sub-group.
2. No other organization shall be formed or considered to be a part of the Church activities before the sponsors have submitted their plans to a Ministry Team Leader or the Elder Board for their approval and sanction.
3. The Policies and Procedures Repository shall contain a list of Partner Organizations that, while existing independently from the Church, have a complementary relationship to it. The Policies

1 and Procedures Repository shall define privileges available to Partner Organizations of various
2 kinds. The Elders are responsible for approving, reviewing, and removing organizations from
3 the list.

4 **ARTICLE IV. FISCAL POLICIES**

- 5 1. The Church fiscal year shall run from January 1 to December 31 of a given year.
- 6 2. The Elder Board shall approve fund raising methods used by the Church or Teams.
- 7 3. The Ministry Team responsible for the Deacons' Fund may expend money received and on
8 hand for that fund without prior approval from the Church. Disbursements must be consistent
9 with the Deacons' Fund Policy.

10 **ARTICLE V. AMENDMENTS**

11 These Bylaws may be amended or altered by a two-thirds majority vote of the Assembled Members
12 at any regular or special business meeting of the Church, providing notification of the proposed
13 alteration or amendment has been made to the congregation at least two weeks prior to such
14 meeting.