

Report of Western Theological Seminary

Mission Statement

By God's grace, Western Theological Seminary forms women and men for faithful Christian ministry and participation in the Triune God's ongoing redemptive work in the world.

As Western Theological Seminary (WTS) begins the 2021 academic year, we have much to be grateful for and much to celebrate.

Enrollment

At the time of this written report, the seminary projects to have over 400 students across all degree programs for the fall 2021 semester, which would be the highest enrollment in the institution's history. Growth in the Hispanic Ministry Program (113 students) and the Doctor of Ministry program (over 100 students) has been largely responsible for the seminary's overall growth of the past few years (the seminary had a total of 286 students enrolled in Fall 2016). This year, we are also seeing growth in the master's programs, including a 60 percent growth in the incoming in-residence master of divinity (MDiv) class (compared to the last two years) and a return to pre-pandemic level for the incoming distance-learning MDiv class.

In short, WTS has more students being equipped for ministry at this time than during any other time in the seminary's distinguished history. We give thanks to God for this incredible privilege and opportunity to train up leaders for the church!

The Eugene Peterson Center for Christian Imagination

Western Theological Seminary was selected by the family of Eugene Peterson to establish the Eugene Peterson Center for Christian Imagination. According to Eugene's son, Eric, "WTS is the school that Eugene exclusively recommended to prospective students preparing to serve the church." In 2010, Eugene said this: "It is everything I think a seminary needs to be— theologically focused, faculty accessible, personally relational, and God honoring. I never fail to feel at home there with its professors and students."

Under the leadership of Winn Collier, the Peterson Center exists to promote the pastoral theology of Eugene Peterson for future scholarship, the health of pastors, and the church's renewed imagination. The center will steward the Peterson papers and archives, promote robust learning, create generative models for pastoral formation, and provide resources to encourage pastors for sustainable, joyful, and courageous ministry.

For more information about the Peterson Center, please visit www.westernsem.edu/peterson-center.

Other Seminary News (in Chronological Order)

- Kristen Deede Johnson, professor of theology and Christian formation, was named the dean and vice president of academic affairs in July 2019. Additionally, Johnson will be installed as the G.W. and Edna Haworth Chair of Educational Ministry and Leadership on April 7, 2022. A graduate of the University of St. Andrews, Johnson is a well-respected scholar and sought-after teacher who focuses on the areas of theology,

discipleship, formation, culture, and political theory. In 2018, she was named by *Christianity Today* as one of “10 New or Lesser Known Female Theologians Worth Knowing.” Dean Johnson is an outstanding leader who has provided visionary, excellent, and faithful leadership to the academic affairs of the seminary.

- In October 2019, WTS established the Center for Disability and Ministry under the leadership of Ben Conner. The center exists to support ministry leaders of all abilities in nurturing and receiving the gifts and contributions of persons with disabilities through formational opportunities, including theological education, consultation, forums, and publications. For more information, visit www.westernsem.edu/center-for-disability-and-ministry.
- On March 1, 2020, two-time WTS alumnus Stephen Kaziimba was enthroned as the archbishop of Uganda, the head of the Anglican church in Uganda. We congratulate the Church of Uganda for this significant selection.
- During the May 2020 meeting of the Board of Trustees, the WTS board voted to defer the Certificate of Fitness for Ministry of a gay student who was in a committed relationship. As a theological agent of the General Synod, it is the board’s understanding that the seminary needs to act in a manner consistent with policies established by the RCA and to operate under the doctrines of the church as established by the General Synod. In light of this, the board determined that WTS would grant the student his master of divinity degree, but that it was necessary to defer the Certificate of Fitness for Ministry until the General Synod’s Vision 2020 work and report outcomes are finalized.
- The faculty successfully approved a new MDiv curriculum revision in March 2021. The new curriculum extends WTS’s commitment to formation by intentionally integrating formational objectives into every course, including a new foundational course that invites students to reflect on how God’s story, our own stories, and the story of our cultural moment and context are coming together in their preparation for ministry. Western has increased the number of required courses in the biblical field to help increase biblical literacy, while still reducing the total credit hours from 96 to 87 credit hours. To learn more about the new MDiv curriculum, visit www.westernsem.edu/curriculum-revision-announcement.
- WTS, along with Hope College, has launched the Hope–Western Prison Education Program to offer a Christian liberal arts education to long-term incarcerated men at Muskegon Correctional Facility in Muskegon, Michigan. Men housed there will be able to earn a bachelor of arts majoring in faith, leadership, and service. Classes will be taught by professors from Hope College and Western, and students from both institutions will have the opportunity to be teaching assistants. WTS professor of ethics and theology David Stubbs serves as the co-director of the program.

Faculty News

New Faculty

- Winn Collier, associate professor of pastoral theology, director of the Eugene Peterson Center for Christian Imagination

- Wesley Hill, associate professor of New Testament
- David Escobar Arcay, associate professor of theology and director of the Hispanic Ministry Program

Faculty Retirement

- Timothy L. Brown, president emeritus, Bast/Brown Professor of Preaching Emeritus, retired from Western Theological Seminary, effective June 30, 2020. Brown was named the 2021 distinguished alumnus of WTS. The Board of Western Theological Seminary requests that Timothy Brown be named General Synod Professor Emeritus.
- James V. Brownson, professor of New Testament, retired from Western Theological Seminary, effective August 27, 2021.

Faculty Publications

The following publications, presented in chronological order, were published by WTS faculty since the 2019 General Synod. We trust that their work will continue to be an immense resource to the Church.

- Han-luen Kantzer Komline, *Augustine on the Will: A Theological Account*, Oxford University Press (December 2019)
- Chuck DeGroat, *When Narcissism Comes to Church: Healing Your Community from Emotional and Spiritual Abuse*, InterVarsity Press (March 2020)
- J. Todd Billings, *The End of the Christian Life: How Embracing Our Mortality Frees Us to Truly Live*, Brazos Press (September 2020)
- David Komline, *The Common School Awakening: Religion and the Transatlantic Roots of American Public Education*, Oxford University Press (September 2020)
- David Stubbs, *Table and Temple: The Christian Eucharist and its Jewish Roots*, Eerdmans (September 2020)
- Winn Collier, *A Burning in My Bones: The Authorized Biography of Eugene H. Peterson, Translator of The Message*, Waterbrook (March 2021)
- James V. Brownson, *Questions Christians Aren't Supposed to Ask*, Eerdmans (June 2021)

Petitions Approved by the Board of Trustees of Western Theological Seminary

- A petition of the Holland Classis to substitute a period of supervised ministry (six months) as part of the 24-month requirement of the Certificate of Fitness for Ministry for Trey Tirpak.
- A petition of the Holland Classis to substitute a period of supervised ministry for part of the 24-month requirement of the Certificate of Fitness for Ministry for Bryce VanderStelt.

Trustee Changes

Trustee Doug Honholt resigned, effective February 2020. Trustees James Poit and James Veld completed their terms of service on June 30, 2020.

Four new members joined Western's Board of Trustees, effective July 1, 2020:

- David Izenbart is co-lead pastor of Living Springs Community Church in Glenwood, Illinois.
- Beth Snyder is the grant director of the *in*Vocation Project at Hope College and a member of Pillar Church in Holland, Michigan.
- Tite Tiéno is professor and dean emeritus at Trinity Evangelical Divinity School in Deerfield, Illinois.
- Emilie Prince Wierda is a transitional deacon in the Anglican Church of North America.

Trustees Alberto Salazar Gaviria and Brian Vriesman resigned, effective June 30, 2021. Trustee Philip Miller completed his term of service on June 30, 2021.

RESOLUTIONS

Declaring Tim Brown General Synod Professor Emeritus

Timothy Brown retired from his faculty position at Western Theological Seminary in June 2020. As a result, he is no longer eligible to be a General Synod professor. President Theonugraha and Dean Johnson, together with the WTS faculty and board of trustees, therefore recommend that he be declared retired and that a resolution be brought to the 2021 General Synod to declare him a General Synod professor emeritus.

TE 21-3

WHEREAS Timothy Brown was ordained as a minister of Word and sacrament in the Reformed Church in America in 1976 and served in a variety of ways throughout his years of ministry; and

WHEREAS the Rev. Dr. Timothy Brown has served the Reformed Church in America as a General Synod professor since 2002; and

WHEREAS Dr. Brown has served the Reformed Church in America faithfully on its boards, committees, and commissions and in ecumenical bodies; and

WHEREAS Dr. Brown has contributed in very significant ways to the life of Western Theological Seminary as Henry Bast Professor of Preaching, recruiting generations of students to Western; forming students as preachers of God's Word through his teaching of homiletics; inviting students to practice the contemplation, memorization, and interiorization of Scripture; and sending students forth to serve the church and proclaim the word of God throughout the country and world;

WHEREAS Dr. Brown has also made an indelible mark on the seminary as its eleventh president, launching innovative programs and forging important partnerships; leading the renovation and addition of significant spaces within Western Theological Seminary, including Mulder Chapel, Cook Library, the DeWitt Learning Center, and the Haworth Leadership Center; and recruiting key faculty and staff and successfully completing the Our New Day campaign to

enable Western to head into its future with strength and vitality upon his retirement;

THEREFORE, BE IT RESOLVED that the 214th regular session of the General Synod of the Reformed Church in America, meeting at the Westin La Paloma in Tucson, Arizona, from October 14–19, 2021, expresses its deepest gratitude to Dr. Brown for his years of service, and offers its prayers for a fulfilling retirement along with his wife, Nancy;

AND BE IT ALSO RESOLVED that the Rev. Dr. Timothy Brown be declared a General Synod professor emeritus as of October 19, 2021.

For Amended Bylaws and Articles of Incorporation to Become an Affiliated Institution of the RCA

The Board of Trustees of Western Theological Seminary requests permission from the General Synod to allow the seminary to become an affiliated institution of the RCA like Hope College, Northwestern College, and Central College. We believe that moving to affiliated status, which reflects how the RCA website already refers to WTS, will result in many mutually-beneficial outcomes for both organizations. We desire to remain the preferred seminary of the RCA and to be the leading provider of candidates for ordained ministry of Word and sacrament, while also expanding our mission to serve the broader church. Moving to an affiliated status with the RCA will allow us to explore additional partnerships and train even more pastors and Christian leaders around the world, thus also furthering the RCA's goal of equipping congregations for ministry and being the very presence of Christ in the world.

Over the years, our students and faculty have become much more denominationally diverse. Today, one-third of our students are RCA-affiliated while more than another third of our students identify as non-denominational or "other." The rest are affiliated with other denominations. Additionally, only about half of our faculty is ordained in the RCA. These are trends we only expect to continue.

WTS seeks to be responsive to this growing reality. We desire to become the preferred theological education institution in the Reformed tradition for added representation and service. Beyond that, we believe that a more denominationally diverse WTS is also a positive for the RCA. Given the religious landscape within the United States, graduates of Western who become ordained in the RCA will find a greater diversity of denominational backgrounds in their churches. Exposure to the wider church and learning about and from the global church while still being faithfully rooted, steeped in, and formed by Reformed doctrines and theology will not only reflect the RCA heritage, but also better prepare students for the ministry and congregational reality that they will encounter in the coming decades.

Finally, becoming an affiliated institution will also help strengthen WTS. With this change, the seminary board would be organized on a directorship basis with ultimate oversight of WTS. This would allow the institution to be more nimble, agile, and responsive to emerging needs and to develop new partnerships and collaborations which are increasingly necessary given the current and continually evolving landscape of theological education.

Should this request be approved, the RCA can continue to expect the following from Western Theological Seminary.

- We will continue to affirm the Theological Identity Statement of WTS, which was unanimously approved by the board in 2019 and which affirms the creeds and confessions of the RCA.
- In accordance with the *Book of Church Order* (Chapter 1, Part IV, Article 7, Section 5 [2019 edition, p. 72]), the WTS board will continue to include three trustees who are officially designated by the General Synod as General Synod representatives to the Board of Western Theological Seminary.
- WTS will continue to provide all requisite courses so that candidates for the ministry of Word and sacrament can meet their ordination requirements.
- All RCA-affiliated students will receive a 25 percent tuition discount. Additionally, students currently in ministry or with significant ministry experience can receive additional scholarships up to 40 percent off tuition. Simply put, any RCA members who are serving in an RCA church can expect to receive significant benefit and notable discounts off Western's tuition, which we steadfastly strive to make affordable.

In conclusion and for all these noted reasons to support and strengthen both the denomination and WTS, the Board of Trustees of Western Theological Seminary formally requests approval from the General Synod for WTS to become an affiliated institution of the RCA. Following are the revised texts of both the bylaws and articles of incorporation of Western Theological Seminary, which we are submitting for General Synod approval.

TE 21-4

To approve the request of the Board of Trustees of Western Theological Seminary for Western Theological Seminary to become an affiliated institution of the Reformed Church in America by approving the following amendments to the Bylaws and the Articles of Incorporation of Western Theological Seminary as follows (additions are underlined, deletions are struck; articles to which no changes are being proposed are omitted here):

BYLAWS

Article II Member

Sec. 1 ~~The General Synod of the Reformed Church in America (the "General Synod"), or its successor by any merger or consolidation, will be the sole member of the Corporation. The General Synod, acting in accordance with applicable law, may exercise all rights granted to members of nonprofit corporations by the laws of the state of Michigan.~~ Corporation has no members and is organized on a directorship basis.

Sec. 2 ~~The date, time and purpose of the annual or any special meeting of the General Synod intending to take any action required or permitted to be taken by the General Synod pursuant to the Articles of Incorporation of this Corporation (the "Articles") or these Bylaws will be determined by the General Synod.~~

Article V
Trustees

Sec. 1 ~~The General Synod entrusts to the Board all~~has authority and power necessary for the proper oversight and direction of the Corporation and its seminary (the "Seminary"), as well as the control of the Corporation's finances, securities, and property.

Sec. 2 All members of the Board must be confessing Christians who acknowledge a commitment to the authority of the Bible over all matters of faith and practice, the sovereignty of God, and the Lordship of Jesus Christ over all of life. The members also must be interested in and willing to contribute their wealth, wisdom, work and witness.

Sec. 3 The Board must consist of a minimum of twelve and a maximum of twenty-four members who are to be elected for a term of three years beginning the first day of July following their election by the ~~General Synod~~Board and continuing until the end of June when their successors have been elected. Members may serve three consecutive full terms but must be off the Board for two years before becoming eligible again for re-election to the Board.

Sec. 4 All trustees must be recommended by the Board Governance and Church Relations Committee and elected by the ~~General Synod~~Board at its annual meeting or at any special meeting. Three of the trustees must be designated General Synod of the Reformed Church in America (the "Synod") members of the Board, each of whom must be approved by the Synod as a condition to their election.

Sec. 5 The president, one member of the faculty, and the student council president of the Seminary will be an *ex-officio* member, without vote, of the Board.

Sec. 6 ~~One member of the faculty of the Seminary who is tenured or who holds the office of General Synod Professor of Theology of the Seminary must be elected by the faculty to~~

~~serve as an ex-officio member, without vote, of the Board. The faculty may waive the tenure / General Synod Professor requirement.~~

~~Sec. 7 The student council president of the Seminary is to serve as an ex-officio member, without vote, of the Board.~~

~~Sec. 8 The general secretary of the Reformed Church in America, or a representative appointed by the general secretary, is to be an ex-officio member, without vote, of the Board.~~

Sec. 96 A trustee may resign by written notice to the Corporation's secretary. The death or resignation of a trustee will create a vacancy. Vacancies must be filled for the remaining portion of the term by the Executive Committee, ~~subject to approval by General Synod, at any regular or special meeting of the General Synod.~~ The Board may remove a trustee with or without cause.

Sec. 107 The Board assumes the responsibility for providing the Corporation with such property and buildings, information resources, equipment, and supplies as are necessary for the effective accomplishment of the Corporation's mission.

Article IX Committees

Sec. 1 The Board has established the following standing committees:

Executive, Student and Community Life, Academic, ~~Advancement, and Development,~~ Finance and Audit Board of Governance and Church Relations. The Board may establish such ad hoc committees as it deems necessary to carry out the business of the Seminary.

Sec. 2 The Executive Committee is to consist of the officers of the Board and the chairs of the other standing committees. The Board may designate one or more individuals who are not trustees to receive notice of, attend, and be heard at a committee meeting, but such individuals cannot vote. The Executive Committee is empowered to conduct all the business of the Board between its stated meetings. The Executive Committee has no power to:

- a. amend the Articles of Incorporation or these Bylaws;
- b. change the mission of the Corporation;
- c. adopt an agreement of merger or conversion;

- d. recommend to the member the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- e. fill vacancies in the Board;
- f. fix compensation of the trustees for serving on the board or committee; or
- g. terminate memberships.

All Executive Committee actions are to be reviewed and are subject to ratification by the Board at its next meeting. The Executive Committee is responsible for the annual performance review of the president of the Seminary with recommendation to the full Board regarding compensation. When unexpected vacancies on the Executive Committee occur, the vacancy is to be filled by election by the remaining members of the Executive Committee. The elected member is to serve until the next annual meeting of the Board.

- Sec. 3 The Executive Committee must review the vitality, effectiveness and appropriateness of the Board's functioning and make recommendations for change; continuously develop a list of potential Board members; gather information regarding their qualifications and preparedness to serve if nominated; prepare nominations of Board members for consideration by the Board; arrange and oversee the orientation and training of members of the Board; arrange for the full involvement of members of the Board in the activities of the Board; give leadership in encouraging members to evaluate their own performance; and provide appropriate recognition for the service of members of the Board.
- Sec. 4 All other standing committees must consist of trustees. All ad hoc committees established by the Board are to consist of such persons as are selected by the Board and may or may not consist of individuals who are trustees or officers. All other standing committees and ad hoc committees serve solely to assist in the conduct of the Corporation's affairs and cannot exercise any of the Board's powers or authority. The resolution that establishes the committee must state the purpose and functions of the committee, the terms and qualifications of the committee members, and the ways in which the members of the committee are selected and removed.

Article XII
Dedication of Assets

- Sec. 1 The Corporation's funds and property must be used exclusively for the Corporation's purposes set forth in the Articles. No part of the income or assets of the Corporation may inure to the benefit of any individual or trustee.
- Sec. 2 The Corporation must hold and administer all of the Corporation's assets and accumulated income to effectuate the Corporation's tax-exempt purposes. No part of the income or assets of this Corporation will inure to the private benefit of any individual or trustee. If the Corporation's purposes fail or if the Corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the Corporation voluntarily dissolves, then all of the Corporation's assets and accumulated income must be distributed to the General Synod. The Corporation must be dissolved after all of the Corporation's property has been so distributed as provided in the Articles.

Article XIII
Amendment of the Bylaws

- Sec. 1 These Bylaws may be amended by a majority vote of the Board at any regular meeting after ten days' notice to the trustees and the approval of the ~~General Synod~~Board.

Article XIV
Adoption of the Bylaws

- Sec. 1 These Bylaws, when adopted by the Board and the ~~General Synod~~, will supersede all previous Bylaws controlling the affairs of the Corporation.

ARTICLES OF INCORPORATION

ARTICLE II
Purposes

The purpose or purposes of this corporation are:

- (a) To maintain and operate a theological seminary (the "Seminary") for the purpose of providing courses of study in theology, religion, church history, and other subjects suitable for the training of men and women for the Gospel ministry, and for the teaching of religion according to the Holy Scriptures and secondarily the doctrines and standards of The Reformed Church in

America, as based on the Holy Scriptures, the Heidelberg Catechism, the Belgic Confession, the Canons of Dort and the Belhar Confession as historic and faithful witness to the word of God in Scripture.

(b) To acquire by purchase, gift, or otherwise, property of every description, real and personal, for the use and benefit of the Seminary, and to exchange, sell, or dispose of such property.

(c) To do each and everything necessary, suitable, or proper for the accomplishment of the above purposes or which at any time appear convenient for or conducive to the accomplishment of such purposes; and which a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise. The corporation may deal with and distribute the corporation's property in such manner as will best promote its objectives and purposes, without limitation except such, if any, as may be contained in instruments under which such property is conveyed to the corporation.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity or have any purpose that is not permitted for (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code (the "Code") and other related legislation and regulations as they now exist or may hereafter be amended or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Code and related legislation and regulations as they now exist or may hereafter be amended. No substantial part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III

Form of Organization and Financing

The corporation is formed on a nonstock directorship basis.

The general plan under which the corporation is to be financed is as follows:

(a) By income derived from endowment funds previously acquired by the corporation and/or by the trustees of the corporation, by gift, bequest, or devise and by such other

endowment funds as may be acquired in the future by gift, bequest, devise, or otherwise.

(b) ~~By contributions and appropriations from the General Synod of the Reformed Church in America (the "General Synod"), from the particular synods, classes and churches of The Reformed Church in America, and from individuals from those interested in promoting the advancement of The Reformed Church in America and/or religious and social education and welfare.~~

~~The corporation is formed on a membership basis.~~

ARTICLE IV Registered Office and Resident Agent

The street address (which is the mailing address) of the corporation's registered office is 101 East 13th Street, Holland, Michigan 49423.

The name of the resident agent at the registered office is Dr. Timothy L. Brown Felix Theonugraha.

ARTICLE VI Member

~~The sole member of the corporation is the General Synod.~~

ARTICLE VII Seminary

~~The Seminary shall be under the control and support of the General Synod, subject to the remaining provisions of the Articles.~~

ARTICLE VIII Degrees

Upon the recommendation of the faculty of the Seminary, the trustees of the corporation are authorized to grant the degrees of Bachelor of Divinity or Master of Divinity (M.Div.), whichever is by custom and usage recognized as the terminal award for the first professional degree program, and the degrees Master of Theology (Th.M.), Doctor of Ministry (D.Min.) and Master of Arts (M.A.), as well as certificate programs.

ARTICLE ~~IX~~VII
Trustees

The affairs of the corporation will be conducted by a board of trustees. The board of trustees has the power to provide for the organization of the board, the conduct of the affairs of the board, the performance of the function of the corporation, and in general to have all of the powers legally vesting in such boards by virtue of the law of the State of Michigan. Without limiting the above, the board is to hold in trust such property, either real, personal or mixed, as may be granted, conveyed, given, or in any other manner acquired by the corporation and to hold, invest, sell, transfer, or dispose of the such property for the purposes of the corporation.

The number, qualifications, classifications, terms of office, and manner of election or removal of the trustees of the corporation are as prescribed in the corporation's bylaws. ~~Any bylaw for these purposes may be made or altered only by the General Synod.~~

ARTICLE ~~XVII~~XVIII
Limitation of Trustee's and Volunteer Officer's Liability

A trustee or volunteer officer shall not be personally liable to the corporation for money damages for any action taken or any failure to take any action as a trustee or volunteer officer, except liability for any of the following:

- (1) the amount of a financial benefit received by a trustee or volunteer officer to which he or she is not entitled;
- (2) intentional infliction of harm on the corporation or its member;
- (3) a violation of Section 551 of the Michigan Nonprofit Corporation Act;
- (4) an intentional criminal act; or
- (5) a liability imposed under Section 497(a) of the Michigan Nonprofit Corporation Act.

Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

If the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a trustee or volunteer officer, then a trustee or volunteer officer (in addition to the circumstances

in which a trustee or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, not be liable to the corporation. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any trustee or volunteer officer of the corporation for or concerning any act or omission of such trustee or officer occurring before such amendment, alteration, modification or repeal.

The above limitation of liability will not apply to the extent it is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code.

ARTICLE ~~XIX~~
Assumption of Liability for Acts of Volunteers

The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer trustee incurred in the good faith performance of the volunteer trustee's duties as such. The corporation shall assume the liability for all acts or omissions of a volunteer trustee, volunteer officer or other volunteer, if all of the following conditions are met:

(1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;

(2) the volunteer was acting in good faith;

(3) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;

(4) the volunteer's conduct was not an intentional tort;
and

(5) the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided by Section 3135 of the Michigan Insurance Code of 1956.

No amendment to or alteration, modification or repeal of this article shall reduce the scope of the corporation's assumption of liability under this article for or concerning any volunteer's acts or omissions that occur before such amendment, alteration, modification or repeal. Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

The above assumption of liability will not apply to the extent it is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code.

ARTICLE ~~XIX~~
Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual or trustee. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to ~~the General Synod~~ such other organizations or units of government as the trustees (or in default of designation by the trustees, the Circuit Court for the County of Ottawa) shall designate as best accomplishing the purposes for which the corporation was formed, provided that (i) each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws and (ii) each distribution to a unit of government is made for a public purpose to the United States federal government or to a state or local government. The corporation shall be dissolved after all its property has been so distributed.

ARTICLE ~~XIX~~XI
Amendments

The Synod board of trustees may amend or repeal any provision contained in these Articles and add additional articles in the manner prescribed by statute.

Restated Bylaws and Articles of Incorporation – Final Versions

Following is how the Bylaws and Articles of Incorporation of Western Theological Seminary will read if the proposed amendments above are approved by the General Synod.

**RESTATED BYLAWS
OF
THE WESTERN THEOLOGICAL SEMINARY
OF THE REFORMED CHURCH IN AMERICA**

Article I

Name

- Sec. 1 The name of this corporation is The Western Theological Seminary of the Reformed Church in America (the “**Corporation**”).
- Sec. 2 The Corporation will operate under the assumed name Western Theological Seminary and such other assumed names as may be approved by the Board of Trustees of the Corporation (the “**Board**”).

Article II

Member

- Sec. 1 The Corporation has no members and is organized on a directorship basis.

Article III

Purposes

- Sec. 1 The purposes of this Corporation are as stated in the Articles.

Article IV

Powers

- Sec. 1 The Corporation may exercise any power that is consistent with the purposes described in the Articles and that a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise. The Corporation may deal with and distribute the Corporation’s property in any manner as will best promote the Corporation’s objectives and purposes, without limitation except as may be contained, if any, in instruments under which the property is conveyed to the Corporation.
- Sec. 2 Notwithstanding any other provision of the Articles or these Bylaws, the Corporation must not carry on any activity or have any purpose that is not permitted for (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may in the future be amended or (b) an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may in the future be amended. No substantial part of the Corporation’s direct or indirect activities is to consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation must not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Article V

Trustees

- Sec. 1 The Board has authority and power necessary for the proper oversight and direction of the Corporation and its seminary (the “**Seminary**”), as well as the control of the Corporation’s finances, securities, and property.

- Sec. 2 All members of the Board must be confessing Christians who acknowledge a commitment to the authority of the Bible over all matters of faith and practice, the sovereignty of God, and the Lordship of Jesus Christ over all of life. The members also must be interested in and willing to contribute their wealth, wisdom, work and witness.
- Sec. 3 The Board must consist of a minimum of twelve and a maximum of twenty-four members who are to be elected for a term of three years beginning the first day of July following their election by the Board and continuing until the end of June when their successors have been elected. Members may serve three consecutive full terms but must be off the Board for two years before becoming eligible again for re-election to the Board.
- Sec. 4 All trustees must be recommended by the Board Governance and Church Relations Committee and elected by the Board at its annual meeting or at any special meeting. Three of the trustees must be designated General Synod of the Reformed Church in America (the “**Synod**”) members of the Board, each of whom must be approved by the Synod as a condition to their election.
- Sec. 5 The president, one member of the faculty, and the student council president of the Seminary will be an *ex-officio* member, without vote, of the Board.
- Sec. 6 A trustee may resign by written notice to the Corporation’s secretary. The death or resignation of a trustee will create a vacancy. Vacancies must be filled for the remaining portion of the term by the Executive Committee. The Board may remove a trustee with or without cause.
- Sec. 7 The Board assumes the responsibility for providing the Corporation with such property and buildings, information resources, equipment, and supplies as are necessary for the effective accomplishment of the Corporation’s mission.

Article VI
Meetings of the Board

- Sec. 1 The Board must meet at least three times per year, with the annual meeting to be in the spring. Notice of each meeting must be given thirty days prior to the date of the meeting.
- Sec. 2 A special meeting of the Board may be called by the chairperson or vice-chairperson of the Board. The chairperson or vice-chairperson is obliged to call such a meeting if so requested in writing by any five trustees. If the chairperson or vice-chairperson fails to call the meeting within ten days of such request, the secretary must issue the call to meeting based on the trustees’ written request. Notice of special meetings, stating the nature of the business to be considered, must be given to all trustees not less than ten days prior to each such meeting. No other business is to be considered at such special meetings except by two-thirds vote of those present at the meeting.
- Sec. 3 Notice of the annual or any special meeting stating the time and place of the meeting must be given to each trustee by one of the following methods:

- a. by mailing a written notice to such address as the trustee designates from time to time or, in the absence of designation, to the last known address of the trustee;
- b. by personally delivering a written notice to the trustee;
- c. by orally notifying the trustee, either personally or by telephone; or
- d. by electronic transmission to the trustee in a manner authorized by the trustee entitled to the notice;

except that, if the transmitted notice is returned as undeliverable, a different permitted method of notification must be used.

- Sec. 4 A majority of all voting trustees of the Board constitutes a quorum. If there is less than a quorum present, the meeting will be adjourned. Motions may be passed by a majority of those present. Each trustee present in person at a Board meeting is entitled to one vote.
- Sec. 5 The Trustees must receive the agenda at least ten days prior to the meeting of the Board.
- Sec. 6 Every meeting of the Board must be opened and closed with prayer.
- Sec. 7 The Board may meet in executive session for a portion of any business meeting at which time only voting trustees and the president of the Seminary are to be present. The Board may also ask to meet without the president during executive session.
- Sec. 8 A trustee's attendance at or participation in a meeting waives notice to the trustee of the meeting, unless the trustee at the beginning of the meeting, or when the trustee arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting. A trustee may waive any right to notice before or at the meeting.
- Sec. 9 Trustees' meetings must generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.
- Sec. 10 Unless otherwise provided by the Articles or these Bylaws, any action permitted to be taken under authorization voted at a meeting of the Board or a committee of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office or of the committee consent to the action in writing or by electronic transmission. The written consent must be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect as a vote of the Board or committee for all purposes.
- Sec. 11 A trustee or a member of a committee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting constitutes presence in person at the meeting.

- Sec. 12 A trustee who is present at a trustees' meeting, or at a meeting of a committee of which the trustee is a member, at which action on a corporate matter is taken is presumed to have concurred in that action taken unless a dissent is entered in the minutes of the meeting or unless the trustee files a written dissent to such action with the person acting as the secretary of the meeting before or promptly after its adjournment. A trustee who is absent from a meeting of the Board or of a committee of which the trustee is a member at which any such action is taken is presumed to have concurred in the action unless the trustee files a written dissent with the secretary of the meeting within a reasonable time after obtaining knowledge of the action.

Article VII

Officers

- Sec. 1 The elected officers of the Board must consist of a chairperson, a vice-chairperson, a secretary, and a treasurer, all of whom must be members of the Board.
- Sec. 2 The president of the Seminary must serve as the chief executive officer of the Corporation.
- Sec. 3 The Executive Committee must present a slate of officers for Board approval at its annual meeting.
- Sec. 4 The term of each office begins July 1 and will be for one year or until successors are elected and properly qualified. A vacancy in any office must be filled at the next regular or special meeting of the Board.
- Sec. 5 In the event of the death or disability of both the chairperson and the vice-chairperson, the Executive Committee must appoint a member of the Board to serve as chairperson until the next annual meeting of the Board.
- Sec. 6 The president of the Seminary must be elected by the Board.

Article VIII

Duties of Officers

- Sec. 1 The chairperson must call and preside at all regular and special meetings of the Board, will be an *ex-officio* member of all committees of the Board, and is authorized to perform such other duties and exercise such other powers as usually pertain to the office. The chairperson is entitled to vote on all matters coming before the Board for decision.
- Sec. 2 The vice-chairperson must assist the chairperson in the performance of the duties of the office of chairperson, and in the absence of the chairperson, is to perform all the duties and exercise all powers of that office.
- Sec. 3 The secretary must keep a true and accurate record of all proceedings of the Board, a separate minute book for all actions taken in executive session, and perform such other duties as usually pertain to the office.

- Sec. 4 The treasurer or his/her agent will be the fiscal officer of the Corporation and is responsible for the proper custody of all corporate funds and securities. The treasurer is responsible for making certain that proper books of account setting forth all corporate receipts, disbursements, and assets are kept and is responsible for making certain that all corporate funds are deposited in such banks and other depositories as the Board designates. The treasurer must also perform such other duties as may be directed by the Board.
- Sec. 5 The duties of the president of the Seminary includes the position description as adopted by the Board and the provisions of the contract at the time of employment. The board must conduct an annual performance review of the president.

Article IX *Committees*

- Sec. 1 The Board has established the following standing committees:
- Executive, Student and Community Life, Academic, Development, Finance and Board of Governance and Church Relations. The Board may establish such ad hoc committees as it deems necessary to carry out the business of the Seminary.
- Sec. 2 The Executive Committee is to consist of the officers of the Board and the chairs of the other standing committees. The Board may designate one or more individuals who are not trustees to receive notice of, attend, and be heard at a committee meeting, but such individuals cannot vote. The Executive Committee is empowered to conduct all the business of the Board between its stated meetings. The Executive Committee has no power to:
- a. amend the Articles of Incorporation or these Bylaws;
 - b. change the mission of the Corporation;
 - c. adopt an agreement of merger or conversion;
 - d. recommend to the member the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
 - e. fill vacancies in the Board;
 - f. fix compensation of the trustees for serving on the board or committee; or
 - g. terminate memberships.

All Executive Committee actions are to be reviewed and are subject to ratification by the Board at its next meeting. The Executive Committee is responsible for the annual performance review of the president of the Seminary with recommendation to the full Board regarding compensation. When unexpected vacancies on the Executive Committee occur, the vacancy is to be filled by election by the remaining members of the Executive Committee. The elected member is to serve until the next annual meeting of the Board.

- Sec. 3 The Executive Committee must review the vitality, effectiveness and appropriateness of the Board's functioning and make recommendations for change; continuously develop a list of potential Board members; gather information regarding their qualifications and preparedness to serve if nominated; prepare nominations of Board

members for consideration by the Board; arrange and oversee the orientation and training of members of the Board; arrange for the full involvement of members of the Board in the activities of the Board; give leadership in encouraging members to evaluate their own performance; and provide appropriate recognition for the service of members of the Board.

- Sec. 4 All other standing committees must consist of trustees. All ad hoc committees established by the Board are to consist of such persons as are selected by the Board and may or may not consist of individuals who are trustees or officers. All other standing committees and ad hoc committees serve solely to assist in the conduct of the Corporation's affairs and cannot exercise any of the Board's powers or authority. The resolution that establishes the committee must state the purpose and functions of the committee, the terms and qualifications of the committee members, and the ways in which the members of the committee are selected and removed.

Article X *Indemnification*

- Sec. 1 The Corporation shall indemnify the Corporation's trustees and officers against expenses (including but not limited to attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Corporation, by reason of the fact that such person was serving as a trustee or officer, employee, non-trustee volunteer, or agent of the Corporation, to the fullest extent permitted by both the Michigan Nonprofit Corporation Act and Chapter 42 of the Internal Revenue Code. The Corporation may indemnify persons who are not trustees or officers to the extent authorized by resolution of the Board or by contractual agreement authorized by the Board. A change in the Michigan Nonprofit Corporation Act, the Articles, or these Bylaws that reduces the scope of indemnification does not apply to any action or omission that occurs before the change.
- Sec. 2 The Corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, non-trustee volunteer, or agent of this Corporation or is or was serving at the Corporation's request in any other enterprise against any liability incurred in such capacity.

Article XI *General Provisions*

- Sec. 1 All Corporation checks or demands for money and notes must be signed by such persons as the Board designates.
- Sec. 2 The Corporation's fiscal year is as fixed by the Board.

Article XII *Dedication of Assets*

- Sec. 1 The Corporation's funds and property must be used exclusively for the Corporation's purposes set forth in the Articles. No part of the income or assets of the Corporation may inure to the benefit of any individual or trustee.
- Sec. 2 The Corporation must hold and administer all of the Corporation's assets and accumulated income to effectuate the Corporation's tax-exempt purposes. No part of the income or assets of this Corporation will inure to the private benefit of any individual or trustee. If the Corporation's purposes fail or if the Corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the Corporation voluntarily dissolves, then all of the Corporation's assets and accumulated income must be distributed as provided in the Articles.

Article XIII

Amendment of the Bylaws

- Sec. 1 These Bylaws may be amended by a majority vote of the Board at any regular meeting after ten days' notice to the trustees of the Board.

Article XIV

Adoption of the Bylaws

- Sec. 1 These Bylaws, when adopted by the Board, will supersede all previous Bylaws controlling the affairs of the Corporation.

RESTATED ARTICLES OF INCORPORATION

ARTICLE I

Name

The name of the corporation is The Western Theological Seminary of the Reformed Church in America.

ARTICLE II

Purposes

The purpose or purposes of this corporation are:

(a) To maintain and operate a theological seminary (the "**Seminary**") for the purpose of providing courses of study in theology, religion, church history, and other subjects suitable for the training of men and women for the Gospel ministry, and for the teaching of religion according to the Holy Scriptures and secondarily the doctrines and standards of the Heidelberg Catechism, the Belgic Confession, the Canons of Dort and the Belhar Confession as historic and faithful witness to the word of God in Scripture.

(b) To acquire by purchase, gift, or otherwise, property of every description, real and personal, for the use and benefit of the Seminary, and to exchange, sell, or dispose of such property.

(c) To do each and everything necessary, suitable, or proper for the accomplishment of the above purposes or which at any time appear convenient for or conducive to the accomplishment of such purposes and which a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise. The corporation may deal with and distribute the corporation's property in such manner as will best promote its objectives and purposes, without limitation except such, if any, as may be contained in instruments under which such property is conveyed to the corporation.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity or have any purpose that is not permitted for (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code (the “Code”) and other related legislation and regulations as they now exist or may hereafter be amended or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Code and related legislation and regulations as they now exist or may hereafter be amended. No substantial part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III Form of Organization and Financing

The corporation is formed on a nonstock directorship basis.

The general plan under which the corporation is to be financed is as follows:

(a) By income derived from endowment funds previously acquired by the corporation and/or by the trustees of the corporation, by gift, bequest, or devise and by such other endowment funds as may be acquired in the future by gift, bequest, devise, or otherwise.

(b) By contributions from those interested in promoting the advancement of religious and social education and welfare.

ARTICLE IV Registered Office and Resident Agent

The street address (which is the mailing address) of the corporation's registered office is 101 East 13th Street, Holland, Michigan 49423.

The name of the resident agent at the registered office is Dr. Felix Theonugraha.

ARTICLE V Duration

The term of the corporate existence is perpetual.

ARTICLE VI Degrees

Upon the recommendation of the faculty of the Seminary, the trustees of the corporation are authorized to grant the degrees of Bachelor of Divinity or Master of Divinity (M.Div.), whichever is by custom and usage recognized as the terminal award for the first professional degree program, and the degrees Master of Theology (Th.M.), Doctor of Ministry (D.Min.) and Master of Arts (M.A.), as well as certificate programs.

ARTICLE VII Trustees

The affairs of the corporation will be conducted by a board of trustees. The board of trustees has the power to provide for the organization of the board, the conduct of the affairs of the board, the performance of the function of the corporation, and in general to have all of the powers legally vesting in such boards by virtue of the law of the State of Michigan. Without limiting the above, the board is to hold in trust such property, either real, personal or mixed, as may be granted, conveyed, given, or in any other manner acquired by the corporation and to hold, invest, sell, transfer, or dispose of the such property for the purposes of the corporation.

The number, qualifications, classifications, terms of office, and manner of election or removal of the trustees of the corporation are as prescribed in the corporation's bylaws.

ARTICLE VIII Limitation of Trustee's and Volunteer Officer's Liability

A trustee or volunteer officer shall not be personally liable to the corporation for money damages for any action taken or any failure to take any action as a trustee or volunteer officer, except liability for any of the following:

- (1) the amount of a financial benefit received by a trustee or volunteer officer to which he or she is not entitled;
- (2) intentional infliction of harm on the corporation or its member;
- (3) a violation of Section 551 of the Michigan Nonprofit Corporation Act;
- (4) an intentional criminal act; or
- (5) a liability imposed under Section 497(a) of the Michigan Nonprofit Corporation Act.

Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

If the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a trustee or volunteer officer, then a trustee or volunteer officer (in addition to the circumstances in which a trustee or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, not be liable to the corporation. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any trustee or volunteer officer of

the corporation for or concerning any act or omission of such trustee or officer occurring before such amendment, alteration, modification or repeal.

The above limitation of liability will not apply to the extent it is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code.

ARTICLE IX Assumption of Liability for Acts of Volunteers

The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer trustee incurred in the good faith performance of the volunteer trustee's duties as such. The corporation shall assume the liability for all acts or omissions of a volunteer trustee, volunteer officer or other volunteer, if all of the following conditions are met:

- (1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (2) the volunteer was acting in good faith;
- (3) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (4) the volunteer's conduct was not an intentional tort; and
- (5) the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided by Section 3135 of the Michigan Insurance Code of 1956.

No amendment to or alteration, modification or repeal of this article shall reduce the scope of the corporation's assumption of liability under this article for or concerning any volunteer's acts or omissions that occur before such amendment, alteration, modification or repeal. Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

The above assumption of liability will not apply to the extent it is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code.

ARTICLE X Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual or trustee. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to such other organizations or units of government as the trustees (or in default of designation by the trustees, the Circuit Court for the County of Ottawa) shall designate as best accomplishing the purposes for which the corporation was formed, provided that (i) each

organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws and (ii) each distribution to a unit of government is made for a public purpose to the United States federal government or to a state or local government. The corporation shall be dissolved after all its property has been so distributed.

ARTICLE XI Amendments

The board of trustees may amend or repeal any provision contained in these Articles and add additional articles in the manner prescribed by statute.