

## REFERRALS FROM GENERAL SYNOD 2021

### Response to *MGS 2021*, EC 21-23, p. 48

#### EC 21-23

To instruct the General Synod Council (GSC) to form a working group of 12 members, plus a facilitator, to seek clarity and resolution around the concerns that have been expressed to the GSC by the Commission on History, particularly with relation to oversight of the archives. This group would include three members of the Commission on History, three members of the General Synod Council, three members of the Commission on Church Order, and the denominational legal counsel, the current archivist, and the archivist emeritus, and would plan to meet via electronic means. The first meeting of this working group should take place before December 31, 2021.

Named to the task force were GSC members Carole Barber, Michael Meyer-Veen, and Eric Moreno; Commission on History representatives James Hart Brumm, Steve Pierce, and David Zomer; Commission on Church Order members Brian Andrew, Chris Jacobsen, and Joshua Scheid; as well as GSC staff members Paul Karssen and Matt Gasero and former staff member Russ Gasero. The GSC asked David Van Ningen to serve as facilitator for the group's meetings. The task force met four times via Zoom: December 16, 2021, and January 19, February 16, and March 8, 2022.

The task force ultimately brought two recommendations to the GSC at its March meeting, both regarding incorporating reporting around the Archives into the executive limitations reports that the general secretary submits to the GSC each year. One recommendation asked for the archives to be included in a current executive limitations policy dealing with protection of assets, and the other asked the GSC to develop a new executive limitations policy dealing specifically with the archives.

As stated in its March 22–23, 2022, minutes, the GSC approved two recommendations:

#### GSC 22-25

To ask for compliance information with Archives policies as it relates to the EL-7 monitoring report that the general secretary provides to the GSC at its spring meeting.

#### GSC 22-26

To explore the creation of a new Executive Limitations policy that deals explicitly with issues related to the Archives. The Archives policies could become a new EL policy in the GSC policy document, requiring an annual compliance report from the general secretary.

The task force also included in its report to the GSC two recommendations that the Commission on History planned to bring directly to General Synod 2022. The GSC assumed that the inclusion of those two recommendations were for informational purposes only; since those recommendations are already being brought to General Synod 2022 by the Commission on History, it would not be logical for the GSC to take any action if the General Synod was being asked to take the same action.

### **Response to *MGS 2021*, ONB 21-3, p. 113**

ONB 21-3

To instruct the Commission on History to study what constitutes a preferred process for keeping records permanently for report to the General Synod of 2023.

The Commission on History asked the digital archivist to prepare a report on a preferred process for keeping records permanently, which was presented to and accepted by the commission in November 2021 and is now being shared with this General Synod. See the report of the Office of Historical Services within the GSC as Executive Committee report to this General Synod, pages 74-79.

### **Response to *MGS 2021*, ONB 21-10, p. 123**

ONB 21-10

To direct the RF 21-1 team to consider affinity regional synods in accordance with principles 1 and 4 of the Vision 2020 report; and further,

To instruct the Commission on Church Order and the Commission on Theology to study the structure and implications of affinity synods, with a report to General Synod in 2022.

See the appropriate sections within the individual reports of the Commission on Church Order (pages 200-210) and the Commission on Theology (pages 226-236).

### **Response to *MGS 2021*, TE 21-5, p. 342**

TE 21-5

To refer TE 21-4 to the General Synod Council in consultation with the Commission on Church Order to work out details regarding:

- whether or not there should be a clause preventing the dilution and removal of the three General Synod appointed trustees
- whether WTS will be affiliated or officially related to the Reformed Church in America
- whether future amendments to the articles and bylaws should require approval of the General Synod, per *Book of Church Order* Chapter 1, Part IV, Article 7, Section 3 [2019 edition, p. 71]
- Put in a binding agreement with General Synod that RCA-affiliated students will receive a 25% tuition discount, and that students currently in ministry or with significant ministry experience can receive additional scholarships up to 40 percent off tuition.

Following General Synod 2021 and the subsequent referral of TE 21-4 (the proposed changes to the Western Theological Seminary (WTS) bylaws and articles of incorporation; *MGS 2021*, pp. 332-352), the Commission on Church Order did some initial work to identify some of the areas and issues where it felt further study and conversation was needed.

The moderator of the Commission on Church Order (CCO) shared this work with the GSC and with WTS, and several representatives from the CCO, WTS, and the GSC met via Zoom in January 2022.

Following that meeting, it was agreed that Western's board and the CCO would continue to work on refining Western's proposal for changes to its bylaws and articles of incorporation for submission to the GSC at its March 2022 meeting. From there, GSC would decide whether or not to bring the proposal back to the 2022 General Synod.

Both the CCO and Western brought reports to the March 2022 meeting of the GSC; Western's contained revised proposed changes incorporating their work with the CCO, and the CCO's contained additional information and rationale, along with a recommendation that the GSC consider bringing an additional recommendation to the synod alongside the articles and bylaws changes from WTS.

GSC agreed to bring both recommendations to General Synod 2022, so following the reports from both CCO and WTS, which the GSC feels provide important context for delegates to General Synod 2022, delegates will find RF 22-1, the revised proposed amendments to WTS's bylaws and articles of incorporation, and RF 22-2, a recommendation designating Western Theological Seminary as an agent of the General Synod.

\*Note: RF 22-2 will only be presented to the synod if RF 22-1 is approved, because RF 22-2 is only necessary if Western's request to become an "officially related" seminary is approved. If, however, RF 22-1 is not approved, Western remains an agent of the General Synod and no further action is needed.

### **Considerations from the CCO**

*The following information and considerations were sent by the CCO to the GSC's March 2022 meeting.*

Acknowledging that this is uncharted territory for the General Synod, the commission's goal is to help the GSC, WTS, and ultimately the General Synod itself make an informed decision regarding Western's request to reorganize from being owned and operated by the General Synod to becoming an independent but officially related seminary.

#### *A. What is "an RCA seminary" or "a seminary of the Reformed Church in America"?*

A seminary of the Reformed Church in America (RCA) is an institution of higher learning created, or conceivably adopted, by the General Synod to provide theological training that prepares candidates for ministry in the RCA. There are currently two RCA seminaries, both of which have grown from organic beginnings. New Brunswick Theological Seminary began in 1784 when the General Synod elected Rev. John Henry Livingston to be its professor. Western Theological Seminary began in 1866 when seven Hope College graduates petitioned the General Synod to provide theological training in West Michigan. Currently, both seminaries are incorporated with the General Synod as the sole member of the corporation—the *BCO* requires that the "members of all incorporated organizations, other than the colleges, shall be elected by the General Synod, or by those organizations upon nomination by the General Synod" (Chapter 1, Part IV, Article 7, Section 4 [2021 edition, p. 73]).

The boards of trustees of RCA seminaries are agents of the General Synod. While the boards are granted general independence in the administration of the seminaries, the General Synod retains "original authority over all matters pertaining to doctrine and denominational polity as

they relate to the theological seminaries of the Reformed Church” (BCO, Chapter 1, Part IV, Article 2, Section 7 [2021 edition, p. 70]).

Consistent with its ability to create or adopt a seminary, the Commission on Church Order believes that the General Synod can take action, at its discretion, to alter its relationship with one of its seminaries.

*B. What is membership versus directorship, and how would the WTS relationship be altered?*

WTS is proposing to restructure itself on a directorship basis rather than membership basis. The WTS board believes this will help it better adapt and be more responsive to the changing landscape of theological education so that it can continue to form women and men for faithful Christian ministry for generations to come. Practically, if approved, the General Synod would release its stake as the sole member of the WTS corporation, and WTS would instead be solely governed by its self-perpetuating Board of Trustees (subject to a few limitations noted in this document).

These are distinctions with specific legal considerations subject to the provisions and protections of the Michigan Nonprofit Corporation Act. While the commission cannot offer a legal opinion, the role of a corporation’s member generally is not to micromanage the board in its governance, but to approve or disapprove a number of fundamental corporate changes such as amending the organizational documents, transferring all or substantially all of the corporation’s assets, merging with another entity, or dissolving the corporation (and specifically in the case of the General Synod and RCA seminaries: authority over doctrine and polity). As a directorship, such decisions are made exclusively by the board. It may be helpful to think about it this way: on a membership basis, the General Synod exercises some “control” over WTS; on a directorship basis, it would not exercise such “control” except, specific to this request, through the influence of one-eighth to one-quarter of the board that is designated by the General Synod.

The immediate implication of releasing the General Synod’s membership is that WTS would effectively become an independent institution and thus would no longer be “an RCA seminary.” Such a significant change carries a number of theological, legal, and financial implications. One notable change with respect to church order is that WTS would no longer be granted automatic status as “an agent of the General Synod” (see Q&A D).

*C. What does it mean to be “officially related” to the General Synod or to the RCA?*

Although WTS would no longer be “an RCA seminary” by virtue of the General Synod being the sole member of the corporation, WTS wants to remain officially related to the RCA in a manner similar to the colleges.<sup>1</sup> In fact, its first organizational purpose would be to “maintain and operate a theological seminary (the ‘Seminary’) *officially related* to the Reformed Church in

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<sup>1</sup> While each is an institution of higher learning, the seminaries are not like the colleges in a number of notable ways: the seminaries are specifically named as agents of the General Synod; the seminaries are charged with supervision over candidates for ministry and have the responsibility of issuing Certificates of Fitness for Ministry; the seminaries may nominate faculty members to be General Synod Professors; the seminaries receive funding from the assessment for theological education; and the General Synod retains original authority over doctrine and polity as related to the seminaries, whereas the colleges are essentially autonomous.

America” (Restated Articles, Article II, emphasis added).

There are two requirements in the *BCO* for an institution of higher learning to be “officially related” to the RCA:<sup>2</sup>

1. “The constitution or enabling document of every agency, board, and institution officially related to the General Synod of the Reformed Church in America, with its amendments, shall be approved by the General Synod” (*BCO*, Chapter 1, Part IV, Article 7, Section 3 [2021 edition, p. 73]).

As originally proposed in TE 21-4, the amendment provisions requiring General Synod approval were removed from WTS’ articles and bylaws. As revised, the provisions were added back in part but not in whole. As newly proposed, General Synod approval would be limited to future amendments affecting the provision for board members or the reversion of assets. The Board would reserve the right to make any and all other amendments without General Synod approval (e.g., amending the organization’s purpose).

2. “The governing boards of all institutions of higher learning in the United States which are officially related to the Reformed Church in America shall at all times include at least three members who are designated by the General Synod” (*BCO*, Chapter 1, Part IV, Article 7, Section 5 [2021 edition, p. 74]).

As revised, the WTS bylaws provide for 3 of the 12–24 trustees to be designated by the General Synod: “As a condition to their election, three of the trustees must be approved by the General Synod of the Reformed Church in America” (Restated Bylaws, Article V, Sec. 4). At the commission’s suggestion, WTS has included a clause preventing the dilution of any General Synod–designated trustees beyond one-eighth of the representation: “no amendment to Article V, Sec. 3 will be effective which increases the authorized number of trustees and no amendment to the second sentence of Article V, Sec. 4 will be effective unless each of those amendments are approved by the General Synod if it is still in existence” (Restated Bylaws, Article XIII, Sec. 1). The commission notes that the Board “may remove a trustee with or without cause” in the amended bylaws (Restated Bylaws, Article V, Sec. 6), while currently the General Synod may do so.

It is possible for a non-RCA seminary to be officially related as long as the two conditions above are met, and an officially related status has significant implications for the candidate for ministry process.

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<sup>2</sup> In *Constitutional Theology*, Allan Janssen comments, “Not only does the General Synod cause corporations to be formed ... but it must also approve the constitution and amendments to its subsidiary bodies. In this way, such bodies maintain their organic connection to the assembly and consequently remain connected to the order of the church. ... The colleges are granted a special place in the order. They have become autonomous bodies that maintain their ‘official’ connection with the church without being directly responsible to the synod. The General Synod plays no role in their governance except to reserve for itself three positions on the governing boards of each institution” (second edition, p. 235).

#### *D. Would WTS still be considered an agent of the General Synod?*

An agent is a person or group that has been empowered to act on behalf of an assembly. The *BCO* presently specifies that the General Synod Council (cf. Chapter 3, Part I, Article 3, Section 6b [2021 edition, p. 110]) and the board of trustees of *an RCA seminary* or the Ministerial Formation Certification Agency (cf. Chapter 1, Part II, Article 11, Section 3 [2021 edition, p. 47] and Chapter 1, Part II, Article 12, Section 3a [2021 edition, p. 50]) are agents of the General Synod.

If WTS is approved to become an independent but officially related seminary, the commission believes it would no longer automatically qualify as an agent of the General Synod. However, it can be inferred that the General Synod may take some kind of action to designate WTS as an agent—it depends on the meaning of a single reference in the *BCO* to “the General Synod *or its designated agent*” (Chapter 1, Part II, Article 7, Section 6 [2021 edition, pp. 36-37]). The commission is inclined toward a permissive interpretation, although it remains unclear what the criteria would be for the General Synod to make such a designation and what the frequency or criteria would be for renewal of the designation. There are implications for candidates for ministry and for the Certificate of Fitness for Ministry (see Q&A E).

#### *E. Could WTS still grant Certificates of Fitness for Ministry?*

This question is not considered in a vacuum; a number of factors are relevant to this element of the request but beyond the scope of this particular action. If the WTS Board of Trustees is no longer an agent of the General Synod, it would not be authorized to grant the Certificate of Fitness for Ministry. That would be a significant change for currently enrolled students who are candidates for ministry in the RCA; presumably, they would need to transfer to the MFCA to continue that process. Should that become necessary, the commission is aware that WTS and the MFCA have had some conversation about a transitional plan to accommodate currently enrolled students.

However, there are broader questions and concerns being considered by various assemblies and agencies in this regard. For instance, the commission is aware that the Pastoral Formation Oversight Board (PFOB) is separately considering a proposal that would significantly change the Certificate of Fitness for Ministry process, and it may be well received amidst the broader denominational restructuring at hand.

In the meantime, here are two good questions to ask:

1. Does it make sense to ask an independent but *officially related* seminary to grant the Certificate of Fitness for Ministry? Presumably, yes is a reasonable answer.
2. Do the faculty and board of WTS still want to grant Certificates of Fitness for Ministry? The commission does not intend to speak for the seminary, but currently understands that the seminary is willing to do so for some immediate transitional years while other proposals are worked out.

Since the GSC has agreed to bring Western’s revised bylaws changes to the 2022 General Synod, the commission recommended that the GSC consider including as part of its report a recommendation for the General Synod to designate WTS as an agent, which the GSC has agreed to do (see RF 22-2).

This would, on the one hand, ensure essentially no disruption for students who are currently enrolled as candidates for ministry as they work toward their Certificate of Fitness for Ministry. On the other hand, in light of a seminary's core function to provide theological education to candidates for ministry, it is important to consider the degree of authority that the General Synod should have over the seminary's doctrine. The General Synod would not have direct authority over the doctrine of an independent but officially related seminary—certainly not in the way it exercises original authority over an RCA seminary. However, the General Synod would retain direct influence in the partnership and indirect authority over doctrine through a regular re-evaluation of this designation and the ability to remove such a designation at its discretion.

#### *F. What happens to WTS' General Synod Professors?*

To be eligible for the office of General Synod Professor, an RCA minister of Word and sacrament must exercise "a substantial and continuing role, under the authority of one of the seminaries or the Ministerial Formation Certification Agency board, *both* in preparing RCA candidates for ordination *and* in the process of recommending the Certificate of Fitness for Ministry" (BCO, Chapter 1, Part IV, Article 8, Section 3 [2021 edition, p. 74]). If WTS is no longer an agent authorized to grant the certificate, any of its General Synod professors would be at risk for not meeting the second half of that requirement, unless they also exercise "a substantial and continuing role" in doing so with the MFCA.

If the request is approved *and* WTS is designated as an agent, then the commission does not believe there is any immediate impact on current General Synod Professors. A future BCO amendment may be required to give the board of trustees of an officially related seminary the ability to nominate a candidate to be General Synod Professor, if that ability is desired (see BCO, Chapter 1, Part IV, Article 8, Section 3 [2021 edition, p. 74]).

#### *G. Other Considerations*

*Property and assets.* A thorough title search should be completed to ensure that all deeds are and would continue to be accurate. At the commission's suggestion, WTS is honoring its history and relationship with the RCA by keeping the General Synod in the "Dedication of Assets" reversion clause (Restated Articles, Article X). An observation: that's a worst-case scenario, and it is not a limitation on the board's right to "distribute the corporation's property in such manner as will best promote its objectives and purposes" (Restated Articles, Article IIc) without General Synod oversight.

*Tuition reduction for RCA students.* The WTS report introducing TE 21-4 promises a significant tuition discount for RCA-affiliated students. While such a discount is not suitable content for WTS' organizational documents, the commission wonders how this would be implemented (presumably by the WTS finance department) and recommends that WTS document this plan in conjunction with the GSC's report on TE 21-5.

*Things to Ponder.* What is the true impact? While on the one hand this would be a substantial reorganization, the commission wondered in practice how different it would actually be, or is intended to be. In addition to what has been discussed here, there are other parallel and peripheral considerations that don't directly interact with the issues presented specifically by this request.

*Unintended consequences.* Review the BCO, the GS bylaws and special rules of order, and agency bylaws for any needed amendments if TE 21-4/TE 21-5 are approved.

- *Corresponding Delegates to General Synod.* “The presidents of the seminaries and the moderator or another member of the respective boards of trustees for the seminaries and for the Ministerial Formation Certification Agency shall be corresponding delegates” (BCO, Chapter 3, Part I, Article 9, Section 9 [2021 edition, p. 124]). This may already be sufficiently flexible language, or a possible amendment: “...presidents of seminaries officially related to the Reformed Church in America and...” would be consistent with the current language for the colleges.
- *Commission on Theology Membership.* “The membership shall include two persons from among the Reformed Church seminary faculties” (BCO, Chapter 3, Part I, Article 5, Section 9a [2021 edition, p. 119]). Possible amendment: “...among the faculties of officially related seminaries”?<sup>3</sup>
- *Agency Bylaws.* The commission has not reviewed agency or other bylaws for potential effects (e.g., PFOB or MFCA).

### **Rationale and Description of Revisions by WTS**

*The following is the information and rationale for approval of these bylaws and articles of incorporation changes sent by WTS to the GSC’s March 2022 meeting.*

According to the Association of Theological Schools (ATS), we are in the middle of a significant sea of change in theological education. ATS is projecting that sometime in this decade, the total number of racial/ethnic minority students enrolled in ATS schools will exceed that of white students.

Western Theological Seminary is experiencing some aspects of this change as well. Seven out of fourteen admitted in-residence students for fall 2022 are students of color, including five African American students; eight out of fourteen admitted distance-learning students for fall 2022 are students of color, including five Latino students from the Los Angeles area.

Altogether, theological education is in the midst of a demographic transition that will continue to accelerate through the end of the decade. According to ATS, 25 years ago, the most common student in ATS schools would have been a white male student from a mainline tradition, studying in-residence in the MDiv program, attending a seminary that belongs to the same denomination as their parents, funded by the denomination, and preparing for ministry in that same denomination.

By the end of this decade, the most common student in theological education will be a racial/ethnic minority student from an evangelical/protestant tradition, equally likely to be male or female, equally likely to enroll in an MA program as an MDiv program, studying part-time as a commuter/distance-learning student, attending a seminary that does not belong to the same denomination as their parents, or altogether non-denominational, not funded by a denomination,

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<sup>3</sup> Note a broader example in the membership of the Commission on Christian Discipleship and Education: “one shall be a member from the faculty of an RCA-affiliated institution” (BCO, Chapter 3, Part I, Article 5, Section 12a [2021 edition, p. 121]).

and not pursuing ministry in a denomination. Geographical proximity will become increasingly significant in the seminary selection process.

*Responding to these trends is the foundational motivation for Western's request to the General Synod. We seek to place the seminary in a position that will allow us to respond with agility and creativity to meet the changing demands for theological education so that Western can be increasingly sustainable for the future. We live in a time of increasing apathy and unfamiliarity toward denominations, and by extension, denominational seminaries. The perception of denominational seminaries is that they primarily employ faculty who are ordained in that denomination and are focused primarily on training students for that denomination (for example, any of the Southern Baptist seminaries, Covenant Theological Seminaries [Presbyterian Church of America], Trinity School of Ministry [Anglican Church of North America], and Calvin Theological Seminary [Christian Reformed Church]). Moving to an "officially related" status will allow Western to better recruit and foster relationships with a broader prospective student pool, including students from other denominations and church networks.*

As you may recall, the seminary's request was referred to the General Synod Council (GSC) in consultation with the Commission on Church Order (CCO) for further consideration. In January, the CCO made their advisory response available. Their response focused on four areas:

1. Instead of being "affiliated" with the RCA, the provision given by the *BCO* is for Western to become an "officially related" institution of the RCA.
2. The *BCO* outlines two criteria for an institution to become an "officially related" institution:
  - a. The institution's organizing documents must be approved by the General Synod. This requirement would be satisfied when the General Synod approves our request.
  - b. The institution's governing board must include three General Synod-appointed trustees at all times.
3. The CCO recommends that a reversion clause of the seminary's assets be included so that if the seminary ever ceases operation, the assets would revert to the RCA.
4. Any amendments regarding the three General Synod-appointed trustees, and the reversion of asset clause, would require approval by the General Synod.

Western Theological Seminary's Board of Trustees reviewed the response of the CCO and agreed to adopt all of the further changes as recommended.

## **Recommendations**

At its stated meeting on March 22–23, 2022, the GSC voted to bring the following recommendations to General Synod 2022 on behalf of Western Theological Seminary, in accordance with TE 21-5.

### **RF 22-1**

**To approve the following amendments to the Bylaws and the Articles of Incorporation of Western Theological Seminary (additions are underlined, deletions are struck; articles and/or sections to which no changes are being proposed are omitted here):**

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 others~~such assumed names as may be approved by the Board of Trustees of the Corporation (the “Board”).

Article II  
*Membership*~~Member~~

- Sec. 1 The Corporation has no members and is organized on a directorship basis.
- ~~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.~~
- ~~Sec. 2 The date, time, place within or without the state of Michigan 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 unless otherwise provided by the Michigan Nonprofit Corporation Act.~~

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. ~~The membership of the Board must at all times include one member from each of the regional synods of~~ As a condition to their election, three of the trustees must be approved by the General Synod of the Reformed Church in America (the "General Synod").
- 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.~~
- ~~**Sec. 7** The student council president of the Seminary is to serve as *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. 9-6** 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, ~~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 VII**  
***Officers***

**Sec. 6** The president of the Seminary must be elected by a majority of the Board by secret ballot.

**Article VIII**  
***Duties of Officers***

**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, Advancement, Development, Finance and Audit, and Continuing Education 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.

**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~~ of the Board; provided, however, no amendment to Article V, Sec. 3 will be effective which increases the authorized number of trustees and no amendment to the second sentence of Article V, Sec. 4 will be effective unless each of those amendments are approved by the General Synod if it is still in existence.

**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.

**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") officially related to the Reformed Church in

America 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 Belgic Confession, the Heidelberg Catechism, 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) in part by support of the Reformed Church in America;

~~(ab) 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 interested in promoting the advancement of The Reformed Church in America and/or religious and social education and welfare.~~

(c) by contributions from those interested in promoting the advancement of religious and social education and welfare; and

(d) by tuition payments.

~~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 13<sup>th</sup> 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 those purposes may be made or altered only by the General Synod.~~

**ARTICLE 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~~a) the amount of a financial benefit received by a trustee or volunteer officer to which he or she is not entitled;

(~~2~~b) intentional infliction of harm on the corporation or its member;

(~~3~~c) a violation of Section 551 of the Michigan Nonprofit Corporation Act;

**(4d)** an intentional criminal act; or

**(5e)** 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:

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

**(2b)** the volunteer was acting in good faith;

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

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

**(5e)** 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 of the Reformed Church in America (the "General Synod") or if the General Synod is no longer in existence then 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 XXIX** **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; provided, however, no

**amendment to Article X eliminating any distribution to the General Synod will be effective unless the amendment is approved by the General Synod.**

The following recommendation will be presented to the General Synod *only* if the preceding recommendation (RF 22-1) is approved, making WTS an “officially related” seminary.

**RF 22-2**

**To designate Western Theological Seminary as an agent of the General Synod for the purpose of granting Certificates of Fitness for Ministry; and further,**

**To re-evaluate this designation for recommendation to be renewed by the General Synod in five years.**

**Restated WTS Bylaws and Articles of Incorporation – Final Versions**

Following are Western’s revised bylaws and restated articles of incorporation as they will read, with changes incorporated, if RF 22-1 is approved.

**RESTATED BYLAWS  
OF  
WESTERN THEOLOGICAL SEMINARY**

**Article I**

*Name*

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

**Article II**

*Membership*

- 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. As a condition to their election, three of the trustees must be approved by the General Synod of the Reformed Church in America (the "**General Synod**").
- 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; provided, however, no amendment to Article V, Sec. 3 will be effective which increases the authorized number of trustees and no amendment to the second sentence of Article V, Sec. 4 will be effective unless each of those amendments are approved by the General Synod if it is still in existence.

#### **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 Western Theological Seminary.

**ARTICLE II**

**Purposes**

The purpose or purposes of this corporation are:

(a) To maintain and operate a theological seminary (the "**Seminary**") officially related to the Reformed Church in America 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 Belgic Confession, the Heidelberg Catechism, 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) in part by support of the Reformed Church in America;
- (b) 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;
- (c) by contributions from those interested in promoting the advancement of religious and social education and welfare; and
- (d) by tuition payments.

**ARTICLE IV**  
**Registered Office and Resident Agent**

The street address (which is the mailing address) of the corporation's registered office is 101 East 13<sup>th</sup> 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:

- (a) the amount of a financial benefit received by a trustee or volunteer officer to which he or she is not entitled;
- (b) intentional infliction of harm on the corporation or its member;
- (c) a violation of Section 551 of the Michigan Nonprofit Corporation Act;
- (d) an intentional criminal act; or
- (e) 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:

- (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) the volunteer was acting in good faith;
- (c) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (d) the volunteer's conduct was not an intentional tort; and
- (e) 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 the General Synod of the Reformed Church in America (the "**General Synod**") or if the General Synod is no longer in existence then 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; provided, however, no

amendment to Article X eliminating any distribution to the General Synod will be effective unless the amendment is approved by the General Synod.