Report of New Brunswick Theological Seminary

This report offers an overview of the life and work of New Brunswick Theological Seminary (NBTS) during the 2025–2026 academic year, a season marked by both challenge and possibility for theological education and for the church we serve. Grounded in the seminary's historic commitment to Reformed theological formation, NBTS continues to respond faithfully to changing ecclesial, cultural, and educational contexts while stewarding the resources entrusted to it with care and vision.

Across academics, admissions, advancement, operations, and special initiatives, the seminary has focused on developing accessible and innovative pathways for ministerial formation, strengthening institutional sustainability, and supporting the well-being of pastors and leaders. This report highlights key developments, measurable outcomes, and strategic efforts underway as NBTS seeks to equip leaders for faithful, resilient, and transformative ministry in congregations and communities locally and globally.

Academics

In fall 2025, our faculty planned and launched two graduate credit–bearing micro-credential courses before we were awarded a $997,248 grant from Lilly Endowment Inc. for its **STAR (Seminary Through Alternative Routes)** initiative. After receiving the grant, Rev. Dr. Sherri Meyer-Veen was appointed program director, and NBTS has begun developing additional leadership-focused credentials and online offerings tailored to congregational and denominational needs. These efforts reflect a strategic response to changing patterns of vocational discernment and ministry preparation.

Effective spring 2026, NBTS finalized an agreement with Blanton-Peale allowing graduates of its psychoanalytic training program to apply up to 12 credits toward the doctor of ministry concentration in Pastoral Care and Counseling. This agreement reflects NBTS's commitment to providing a pathway for pastors and paraprofessionals to earn a doctor of ministry degree that integrates rigorous psychoanalytic training with theological and pastoral formation. Eligible graduates hold a master of divinity from an accredited institution and a Blanton-Peale psychotherapy certification recognized by regulatory agencies in New York and New Jersey. Significant progress has been made in streamlining the doctor of ministry third-year research and dissertation process. The sequence—which includes the research course, proposal development and defense (including IRB review), project research, writing, and revision—has been clarified and tightened, resulting in a more effective process for students approaching graduation this academic year.

Faculty scholarship continues to be a source of strength and visibility for NBTS. In fall 2025, three faculty members published significant works in their fields:

- Dr. Beth Tanner, *Ancient Israel and Judah: Why History and Cultural Context Matter for Reading the Hebrew Bible* (Westminster John Knox Press, 2025)

- Rev. Dr. Terry Ann Smith, *Ezra and Nehemiah* (Volume 14, Wisdom Commentary Series), (Liturgical Press, 2025);
- Rev. Dr. Raynard Smith and Rev. Dr. Terry Ann Smith, *God Help Us: The Bible and Pastoral Care for Black Churches* (Pilgrim Press, 2025).

Faculty also participated in and attended conferences across their disciplines, including biblical studies, genocide studies, pastoral care and counseling, church history, urban ministry, and worship, as well as denominational gatherings and international mission experiences. Many continue to preach and teach regularly in their local congregations.

Rev. Dr. James Hart Brumm and Dean Charles Rix are coordinating the Netherlands Study Abroad Experience for NBTS, scheduled for July 6–10 and July 13–18, 2026. This year's program explores themes of politics, economics, the digital world, and the environment. Presenters include NBTS faculty Rev. Dr. Micah McCreary, Dr. Charles Rix, Rev. Dr. Nathan Jérémie-Brink, and Rev. Dr. James Hart Brumm, alongside faculty from the Protestant Theological University and other European institutions. Scholars and students from around the world will participate, offering global perspectives on these pressing issues.

Following the Netherlands program, Dean Rix will lead a five-day experiential study trip to Holocaust historical sites in Poland (July 13–18). A certified Poland Holocaust Study guide through the Johannesburg Holocaust and Genocide Centre, Dr. Rix was also a speaker at the International Association of Genocide Scholars in October 2025. This year's program focuses on the role of the Christian church, broadly defined, in identifying and resisting processes of systematic othering and hate speech, both within the church and in broader social contexts. These programs are also available to all NBTS community members.

Admissions

For spring 2026, NBTS welcomed 24 new students, including 17 graduate students and seven certificate students. Across the fall 2025 to spring 2026 period, total new enrollment stands at 63 students (45 graduate and 18 certificate students).

Looking ahead, we are developing a comprehensive marketing strategy aimed at increasing enrollment in both micro-credential and doctoral programs while strengthening overall institutional visibility. Efforts include expanding NBTS's social media presence to better engage prospective students and highlight the distinctive value of our programs. The Blanton-Peale partnership also presents a promising opportunity to strengthen the doctoral pipeline by attracting candidates seeking integrative pastoral and theological formation.

One of our most pressing challenges remains building a sustainable pipeline of individuals discerning a call to ministry amid national shifts in theological education and declining enrollment in traditional seminary pathways. As a small, standalone seminary, NBTS must be especially intentional in expanding visibility and

strengthening relationships with pastors, denominational leaders, and discernment guides. We believe that our fully online model offers a significant opportunity to expand geographic reach and serve students seeking flexible pathways while actively engaged in ministry.

Advancement

From July 1, 2025, through February 3, 2026, NBTS received $1,003,799 in total gifts and commitments, including $500,000 in grant funding and $130,157 in endowment contributions. These results reflect sustained donor confidence in the seminary's mission and priorities. Advancement efforts continue to focus on strengthening annual support while positioning NBTS for long-term growth and impact. In October, we celebrated the 150th anniversary of the Gardner A. Sage Library, highlighting the seminary's enduring commitment to scholarship and learning.

NBTS is in the quiet phase of a $13 million comprehensive initiative designed to strengthen the Annual Fund, grow the endowment, expand scholarships, and invest in long-term institutional priorities, including the Livingston Society planned giving program. To date, $2,479,000 has been raised, including $674,980 in grant funding and $794,822 directed to the endowment. In the coming months, trustees and other NBTS leaders will be invited to help lead this effort with vision and confidence, beginning with their own commitments.

Operations

During this year, NBTS adopted a new Investment Policy Statement outlining procedures for spending and distribution, investment objectives, fiduciary responsibilities, asset allocation, performance evaluation, and review processes.

NBTS continues to advance toward a more sustainable financial future. Year-to-date expenses are below budget, reflecting ongoing efforts to operate with greater efficiency and effectiveness. Overall net assets have increased compared to the previous year, indicating strengthening financial health. Tuition and fee revenue remain below budget, largely due to ambitious stretch goals established during a period of leadership transition within Admissions. Despite this shortfall, student engagement remains strong. The seminary continues to refine its recruitment, retention, and enrollment strategies to better align outcomes with institutional goals. Progress is also being made toward achieving a surplus in the annual operating budget, underscoring NBTS's commitment to long-term financial stability.

In December, NBTS received a $10 million Lilly Endowment grant in partnership with AdminWise and nine other seminaries (**Strengthening Seminaries Through Shared Service**, or SSTSS; https://adminwise.org). These funds will support the launch of shared services, from which NBTS will benefit through both operational efficiencies and overhead support.

In January, NBTS restructured facilities management by engaging an external facilities management company, resulting in increased efficiency and cost savings. That same month, NBTS contracted with AdminWise as a full-service human resources provider, assuming responsibility for hiring, training, compliance, and HR operations. These changes reflect ongoing efforts to streamline operations and strengthen institutional sustainability.

NBTS WELL Program

The WELL Program, funded through a Lilly Endowment Thriving in Ministry grant, provides mental health and wellness resources for Black and Latinx pastors. It has addressed a critical need among alumni and clergy leaders. The program reflects NBTS's commitment to transformative ministry within Black and Latinx communities in New Jersey, the New York metropolitan area, and beyond.

The WELL Program's signature one-year clergy cohorts have equipped 78 Black and Latinx ministers across four cohort cycles. While early cohorts primarily served RCA pastors, participation has grown increasingly ecumenical, including Presbyterian Church (U.S.A.), United Church of Christ, Baptist, African Methodist Episcopal, Pentecostal, and nondenominational leaders. This evolution affirms the broader relevance and impact of WELL Program resources.

Over its five-year implementation (2019-2024), the WELL Program has offered virtual conferences, workshops, intensive learning days, and a travel retreat to Ireland. Two in-person conferences held at NBTS in June 2024 and October 2025 drew nearly 100 participants and featured worship, keynote addresses, workshops, and plenary sessions. Participants consistently reported deep appreciation for the program's attention to burnout, stress, trauma, and pastoral well-being.

During the past year, the WELL Program has focused on long-term pastor sustainability while maintaining excellence and cultural responsiveness. In spring 2025, NBTS received a sustainability grant to continue the WELL Program. More recently, the program was invited to apply for a one-time supplemental grant addressing the ongoing mental health challenges pastors face amid sociopolitical instability and polarization.

NBTS Board of Trustees

The Board of Trustees has been deeply engaged this year in governance related to restructuring, sustainability, and institutional health. The board's Accountability Committee developed a new policy on presidential evaluation, affirming the board's responsibility to conduct annual evaluations as well as comprehensive reviews every three to five years. These evaluations support the board's mandate to supervise presidential leadership in alignment with the seminary's constitution and bylaws.

The Accountability Committee also developed a policy for biennial board self-assessment to evaluate board performance and institutional health.

The board's Fiduciary Committee led a restructuring of financial management, approving the hiring of a new auditing firm (Capin Crouse) and a new investment management firm (Creative Planning). The board has expressed satisfaction with both the quality and cost-effectiveness of these services.

Finally, the Board of Trustees of New Brunswick Theological Seminary is proposing changes to our bylaws for the following reasons.

1. Revisions to reflect the restructuring of the RCA and the realities of our smaller denomination. Some of our board seats were dedicated to the regional synods, which will be eliminated later this year. Our proposed bylaws now require representation from at least five middle assemblies. Relatedly, we also propose reducing the board seats required to be filled by RCA members from one-half to one-third, which will make it easier for us to fill our board seats while remaining strongly connected to the RCA.
2. Modernized language to permit meetings to take place using remote technologies.
3. Revisions that reflect our current board committees.
4. Typographical changes for consistency and clarity.

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To approve the following amendments to the Bylaws of New Brunswick Theological Seminary (additions are underlined, deletions are stricken; articles and sections to which no changes are being proposed are omitted here):

ARTICLE IV: Function

Sec. 2 **The General Synod entrusts to the Board of Trustees of New Brunswick Theological Seminary all authority and power necessary for the proper oversight and direction of the ~~Corporation~~ Seminary, as well as the control of ~~its~~ the Seminary's finances, securities, and property.**

Sec. 3 **The Board of Trustees shall assume responsibility for providing the ~~Corporation~~ Seminary with such property and buildings; faculty, administration, and staff; library and information resources; equipment and supplies as are necessary for the effective accomplishment of the Seminary's purpose.**

ARTICLE V: Membership of the Board of Trustees

Sec. 1 **All members of the Board of Trustees (Each, a "Trustee") shall 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. ~~They~~ Trustees must be willing to give of their time and talents to further the mission of New Brunswick Theological Seminary.

Sec. 2 **The Board of Trustees shall consist of a minimum of twelve and a maximum of twenty-four members. Unless otherwise approved by General Synod, ~~members~~ Trustees shall be elected for a term of three years beginning the first day of July following their election by the General Synod and continuing until their term expires, except in the cases of death, resignation, or declaration of incompetence by the Board of Trustees as described in Article VI, Sec. 2. Ex officio members shall not be considered when determining the number of members of the Board of Trustees.**

Sec. 3 **The membership of the Board of Trustees must always include one member from ~~each of the regional synods~~ at least five different Middle Assemblies of the Reformed Church in America. These members shall be nominated and elected as are all other members, but they shall be designated as ~~Regional Synod~~ Middle Assembly Trustees. The transfer of the membership of a minister or layperson who is a Trustee to a ~~classis~~ Middle Assembly or church outside the ~~regional synod~~ Middle Assembly of which the individual is the designated ~~Regional Synod~~ Middle Assembly Trustee shall create a vacancy.**

Sec. 4 **~~A majority~~ At least one-third of all ~~trustees~~ Trustees must be members of the Reformed Church in America. At least half of ~~these trustees~~ all Trustees shall be either women or ~~ethnic minority persons~~ from historically marginalized or underrepresented groups. The disciplinary suspension or termination of the membership of a Reformed Church in America ~~trustee~~ Trustee in his/her church or ~~classis~~ Middle Assembly shall create a vacancy.**

Sec. 5 **Each ~~trustee~~ Trustee will be asked to read and sign annually a Declaration for Board Members of New Brunswick Theological Seminary. This Declaration will include a statement of commitment to faithful participation in the work of the Board.**

Sec. 6 **Unless otherwise approved by General Synod, no ~~trustee~~ Trustee who has served two full terms (appointment or election to fill a vacancy of more than one half of a term shall constitute a full term for this purpose) shall be eligible for re-election until at least one year has elapsed.**

ARTICLE VI: Nomination and Election

Sec. 1 **The ~~Board Affairs~~ Formation Committee shall present the Board of Trustees with a slate of possible trustees. All ~~trustees~~ Trustees shall be recommended by the Board of Trustees, reviewed and nominated by the General Synod's Commission on Nominations, and elected by the General Synod.**

Sec. 2 **The death, resignation, or incompetence of a ~~trustee~~ Trustee (determined by a two-thirds vote of the Board of Trustees at two successive meetings) shall create a vacancy. Vacancies shall be filled for the remaining portion of the term by the General Synod Council at any regular or special meeting after recommendation by the Board of Trustees.**

ARTICLE VII: Meetings

Sec. 1 **The Board of Trustees shall meet at least three times a year. The annual meeting shall be in the spring. The date, time, ~~and~~ place, and manner of meetings, including whether a meeting may be by means of remote communication, shall be determined by the ~~Officers. Written~~ Executive Committee. The Secretary or another designated person shall provide notice of each stated meeting ~~shall be sent~~ to the Trustees at least thirty days prior to the date of the meeting. Any notice or other communication required by these bylaws may be by electronic transmission to a Trustee in a manner authorized by the Trustee.**

Sec. 2 **Special meetings may be called by the Moderator of the Board of Trustees or by the ~~Officers~~ Executive Committee. The Moderator is obliged to call such a meeting if so requested in writing by any five members of the Board of Trustees. If the Moderator fails to call such meeting within ten days, the Secretary shall issue the call based on the members' written request. ~~Written~~ The Secretary or another designated person shall**

provide notice of any special ~~meetings~~ meeting, stating the nature of the business to be considered, ~~shall be given~~ to the ~~trustees~~ Trustees not less than ten days prior to such meeting. No other business shall be considered at such special meetings except by two-thirds vote of those present at the meeting.

Sec. 3 A majority of all members of the Board of Trustees shall constitute a quorum, but the affirmative vote of a two-thirds majority of all ~~trustees~~ Trustees shall be requisite for the election or removal of the President.

Sec. 4 If a ~~trustee~~ Trustee cannot attend a meeting, ~~he or she~~ the Trustee must notify the Moderator of the Board of Trustees for report to the Board. The Executive Committee shall ensure to the greatest extent reasonably possible that any Trustee may attend any meeting using means of remote communication.

Sec. 5 When the Board of Trustees or the Moderator of the Board of Trustees deems it appropriate, a member of the ~~Board Affairs~~ Accountability Committee ~~is to~~ shall contact a ~~trustee~~ Trustee who has been absent from two consecutive meetings to communicate the Board of Trustee's concern.

Sec. 6 The Board of Trustees may, upon a two-thirds majority vote at two successive meetings, seek the replacement of a ~~trustee~~ Trustee who has been absent from three consecutive Board meetings.

Sec. 7 The Secretary or another designated person shall send the agenda ~~shall be sent~~ for any meeting to the ~~trustees~~ Trustees at least ten days prior to the meeting of the Board of Trustees.

Sec. 9 The Board of Trustees may meet in Executive Session for a portion of any business meeting at which time only voting ~~trustees~~ Trustees shall be present unless the Board of Trustees shall expressly invite other persons to be present.

Sec. 11 Any action permitted to be taken under authorization voted at a meeting of the Board of Trustees, or a committee of the Board of Trustees, may be taken without a meeting if, before or after the action, all Trustees then in office or who are members 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 of Trustees or Committee. The consent has the same effect as a vote of the Board of Trustees or Committee for all purposes.

ARTICLE X: Election of Officers

Sec. 1 **In the election of the ~~moderator, vice moderator, secretary~~ Moderator, Vice Moderator, Secretary, and ~~treasurer~~ Treasurer, the ~~Board Affairs~~ Formation Committee shall present the Board of Trustees with a slate of nominees. Additional nominees may come from the floor and be added to the slate. The Board of Trustees shall then proceed to an electing ballot. A majority of the total votes cast shall be necessary for election.**

Sec. 2 **~~With the exception of the President, each~~ Each of the officers shall be elected at the annual meeting of the Board of Trustees for a term of one year and, with the exception of the ~~treasurer~~ Treasurer, may not serve more than three years, irrespective of when served.**

ARTICLE XI: Duties of Officers

Sec. 4 **The Treasurer or his or her agent shall be responsible for the proper custody of all corporate funds and securities. The Treasurer shall be responsible for making certain that proper books of account setting forth all corporate receipts, disbursements, and assets are kept and shall be responsible for making certain that all corporate funds are deposited in such banks and other depositories as the Board of Trustees shall designate. ~~The~~ If required by law, the Treasurer shall be bonded with the premium being paid by the ~~Corporation~~ Seminary. The Treasurer shall also perform such other duties as may be directed by the Board of Trustees.**

ARTICLE XIII: Committees

Sec. 2 **At the first meeting of the Board of Trustees following General Synod and at other times as necessary, the Moderator, in consultation with the President and the chair of the ~~Board Affairs~~ Formation Committee, shall**

appoint chairpersons and assign members of the standing committees. Chairpersons of any committees must be ~~trustees~~ Trustees and shall serve one-year terms.

Sec. 6 The name, purpose, responsibilities and membership of the ~~Standing Committees~~ standing committees of the Board of Trustees shall be published in the Trustee Meeting Workbook.

Sec. 7 The Board of Trustees has established the following standing committees: Formation Committee, Accountability Committee, and Fiduciary Committee.

ARTICLE XIV: Faculty Council

Sec. 3 The Faculty Council has responsibility for:

g. Evaluating students of the Reformed Church in America for the ~~Certificate of Fitness for Ministry~~ Certificate of Readiness for Examination and making similar review of non-RCA students;

ARTICLE XIX: Conflict of Interest

Sec. 1 A ~~trustee~~ Trustee shall be considered to have a conflict of interest if such ~~trustee~~ Trustee has existing or potential financial or other interests ~~which~~ that impair or might reasonably appear to impair such ~~trustee's~~ Trustee's independent, unbiased judgment in the discharge of his or her responsibilities to the Corporation. All ~~trustees~~ Trustees shall disclose to the Board of Trustees any possible conflict of interest at the earliest practical time. No ~~trustee~~ Trustee shall vote on any matter under consideration at a Board of Committee meeting in which such Trustee has a conflict of interest, and the minutes of the meeting shall reflect any such declaration and abstention from voting.

Appendix: Proposed Amended Bylaws of New Brunswick Theological Seminary

Following is how the full bylaws of New Brunswick Theological Seminary will read if the amendments are approved (including articles and sections without changes that were not included in the recommendation text).

ARTICLE I: Name

Sec. 1 The name of this corporation shall be New Brunswick Theological Seminary, herein after referred to as the "Corporation" or "Seminary."

ARTICLE II: Purpose

Sec. 1 Called in Jesus Christ, empowered by the Holy Spirit, New Brunswick Theological Seminary participates in God's own laboring to fulfill God's reign on earth.

Rooted in the Reformed tradition and centered in its trust of God's sovereignty and grace, the Seminary is an inter-cultural, ecumenical school of Christian faith, learning, and scholarship committed to its metro-urban and global contexts.

Our purpose is to educate persons and strengthen communities for transformational, public ministries in church and society. We fulfill this mission through creative, contextual, and critical engagement with texts, traditions, and practices.

ARTICLE III: Membership

Sec. 1 The General Synod of the Reformed Church in America ("General Synod"), or its successor by any merger or consolidation, shall be the sole member of the Corporation for all purposes of the corporate statutes of the State of New Jersey. The General Synod, acting in accordance with the governing law, shall exercise all rights granted to members by the laws of the State of New Jersey.

ARTICLE IV: Function

Sec. 1 The General Synod, as the sole member of the Corporation, reserves to itself the responsibility of developing, enacting, publishing, reviewing, and amending the standards for the preparation of candidates for the office of Ministry of Word and Sacrament within the Reformed Church in America.

Sec. 2 The General Synod entrusts to the Board of Trustees of New Brunswick Theological Seminary all authority and power necessary for the proper oversight and direction of the Seminary, as well as the control of the Seminary's finances, securities, and property.

Sec. 3 The Board of Trustees shall assume responsibility for providing the Seminary with such property and buildings; faculty, administration, and staff; library and information resources; equipment and supplies as are necessary for the effective accomplishment of the Seminary's purpose.

ARTICLE V: Membership of the Board of Trustees

Sec. 1 All members of the Board of Trustees (Each, a "Trustee") shall 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. Trustees must be willing to give of their time and talents to further the mission of New Brunswick Theological Seminary.

Sec. 2 The Board of Trustees shall consist of a minimum of twelve and a maximum of twenty-four members. Unless otherwise approved by General Synod, Trustees shall be elected for a term of three years beginning the first day of July following their election by the General Synod and continuing until their term expires, except in the cases of death, resignation, or declaration of incompetence by the Board of Trustees as described in Article VI, Sec. 2. Ex officio members shall not be considered when determining the number of members of the Board of Trustees.

Sec. 3 The membership of the Board of Trustees must always include one member from at least five different Middle Assemblies of the Reformed Church in America. These members shall be nominated and elected as are all other members, but they shall be designated as Middle Assembly Trustees. The transfer of the membership of a minister or layperson who is a Trustee to a Middle Assembly or church outside the Middle Assembly of which the individual is the designated Middle Assembly Trustee shall create a vacancy.

Sec. 4 At least one-third of all Trustees must be members of the Reformed Church in America. At least half of all Trustees shall be either women or from historically marginalized or underrepresented groups. The disciplinary suspension or termination of the membership of a Reformed Church in America Trustee in his/her church or Middle Assembly shall create a vacancy.

Sec. 5 Each Trustee will be asked to read and sign annually a Declaration for Board Members of New Brunswick Theological Seminary. This Declaration will include a statement of commitment to faithful participation in the work of the Board.

Sec. 6 Unless otherwise approved by General Synod, no Trustee who has served two full terms (appointment or election to fill a vacancy of more than one half of a term shall constitute a full term for this purpose) shall be eligible for re-election until at least one year has elapsed.

Sec. 7 The President of the Seminary shall be an ex-officio member, without vote, of the Board of Trustees.

Sec. 8 The General Secretary of the Reformed Church in America shall be an ex-officio member, without vote, of the Board of Trustees. The General Secretary may appoint a representative in his or her absence.

ARTICLE VI: Nomination and Election

Sec. 1 The Formation Committee shall present the Board of Trustees with a slate of possible trustees. All Trustees shall be recommended by the Board of Trustees, reviewed and nominated by the General Synod's Commission on Nominations, and elected by the General Synod.

Sec. 2 The death, resignation, or incompetence of a Trustee (determined by a two-thirds vote of the Board of Trustees at two successive meetings) shall create a vacancy. Vacancies shall be filled for the remaining portion of the term by the General Synod Council at any regular or special meeting after recommendation by the Board of Trustees.

ARTICLE VII: Meetings

Sec. 1 The Board of Trustees shall meet at least three times a year. The annual meeting shall be in the spring. The date, time, place, and manner of meetings, including whether a meeting may be by means of remote communication, shall be determined by the Executive Committee. The Secretary or another designated person shall provide notice of each stated meeting to the Trustees at least thirty days prior to the date of the meeting. Any notice or other communication required by these bylaws may be by electronic transmission to a Trustee in a manner authorized by the Trustee.

Sec. 2 Special meetings may be called by the Moderator of the Board of Trustees or by the Executive Committee. The Moderator is obliged to call such a meeting if so requested in writing by any five members of the Board of Trustees. If the Moderator fails to call such meeting within ten days, the Secretary shall issue the call based on the members' written request. The Secretary or another designated person shall provide notice of any special meeting, stating the nature of the business to be considered, to the Trustees not less than ten days prior to such meeting. No other business shall be considered at such special meetings except by two-thirds vote of those present at the meeting.

Sec. 3 A majority of all members of the Board of Trustees shall constitute a quorum, but the affirmative vote of a two-thirds majority of all Trustees shall be requisite for the election or removal of the President.

Sec. 4 If a Trustee cannot attend a meeting, the_Trustee must notify the Moderator of the Board of Trustees for report to the Board. The Executive Committee shall ensure to the greatest extent reasonably

possible that any Trustee may attend any meeting using means of remote communication.

Sec. 5 When the Board of Trustees or the Moderator of the Board of Trustees deems it appropriate, a member of the Accountability Committee shall contact a Trustee who has been absent from two consecutive meetings to communicate the Board of Trustee's concern.

Sec. 6 The Board of Trustees may, upon a two-thirds majority vote at two successive meetings, seek the replacement of a Trustee who has been absent from three consecutive Board meetings.

Sec. 7 The Secretary or another designated person shall send the agenda for any meeting to the Trustees at least ten days prior to the meeting of the Board of Trustees.

Sec. 8 Every meeting of the Board of Trustees shall be opened and closed with prayer.

Sec. 9 The Board of Trustees may meet in Executive Session for a portion of any business meeting at which time only voting Trustees shall be present unless the Board of Trustees shall expressly invite other persons to be present.

Sec. 10 Any action considered and taken in Executive Session must be ratified by a positive vote of the Trustees in open session.

Sec. 11 Any action permitted to be taken under authorization voted at a meeting of the Board of Trustees, or a committee of the Board of Trustees, may be taken without a meeting if, before or after the action, all Trustees then in office or who are members 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 of Trustees or Committee. The consent has the same effect as a vote of the Board of Trustees or Committee for all purposes.

ARTICLE VIII: The Organization of the Board of Trustees

Sec. 1 The Board shall have power to choose its own officers, to adopt its own rules not inconsistent with this constitution or with the articles of incorporation, to alter and amend such rules, and generally to organize itself and to allocate its time, resources, and business in whatever order appears most likely to serve the continued well-being of the Seminary and to further its purpose.

ARTICLE IX: Officers

Sec. 1 The elected officers of the Board of Trustees shall consist of a moderator, a vice moderator, a secretary, and a treasurer, all of whom shall be members of the Board of Trustees.

Sec. 2 The President of the Seminary shall serve as the Chief Executive Officer of the Corporation.

Sec. 3 The Board of Trustees may, upon a two-thirds vote of all members of the Board of Trustees, remove any officer at any time with or without cause, including the President of the Seminary.

ARTICLE X: Election of Officers

Sec. 1 In the election of the Moderator, Vice Moderator, Secretary, and Treasurer, the Formation Committee shall present the Board of Trustees with a slate of nominees. Additional nominees may come from the floor and be added to the slate. The Board of Trustees shall then proceed to an electing ballot. A majority of the total votes cast shall be necessary for election.

Sec. 2 Each of the officers shall be elected at the annual meeting of the Board of Trustees for a term of one year and, with the exception of the Treasurer, may not serve more than three years, irrespective of when served.

Sec. 3 The term of each office shall begin July 1, and the person shall serve until their successor has been elected. A vacancy in any office shall be filled at the next regular or special meeting of the Board of Trustees.

Sec. 4 The President of the Seminary shall be elected by a two-thirds majority of all members of the Board of Trustees by secret ballot for a term not to exceed five years. A person may be re-elected as the President of the Seminary.

ARTICLE XI: Duties of Officers

Sec. 1 The Moderator shall all and preside at all regular and special meetings of the Board of Trustees, shall be an ex-officio member of all committees of the Board of Trustees, and shall perform such other duties and exercise such other powers as usually pertain to the office. The Moderator shall be entitled to vote on all matters coming before the Board of Trustees for decision.

Sec. 2 The Vice Moderator shall assist the Moderator in the performance of the duties of the office of Moderator, and in the absence of the Moderator

shall perform all the duties and exercise all the powers of that office, and shall be responsible for worship and devotional services at the meetings of the Board of Trustees.

Sec. 3 The Secretary shall keep a true and accurate record of all proceedings of the Board of Trustees and perform such other duties as usually pertain to the office.

Sec. 4 The Treasurer or his or her agent shall be responsible for the proper custody of all corporate funds and securities. The Treasurer shall be responsible for making certain that proper books of account setting forth all corporate receipts, disbursements, and assets are kept and shall be responsible for making certain that all corporate funds are deposited in such banks and other depositories as the Board of Trustees shall designate. If required by law, the Treasurer shall be bonded with the premium being paid by the Seminary. The Treasurer shall also perform such other duties as may be directed by the Board of Trustees.

Sec. 5 The duties of the President of the Seminary shall be defined in the position description as adopted by the Board of Trustees, and such other responsibilities as may, from time to time, be assigned by the Board of Trustees.

ARTICLE XII: Executive Committee

Sec. 1 The Executive Committee of the Board of Trustees shall be its Officers.

Sec. 2 The President of the Seminary shall be an ex-officio member of the Executive Committee but without vote.

Sec. 3 Other members of the Board of Trustees may be invited into meetings of the Executive Committee at the discretion of the Moderator but without vote.

Sec. 4 The Executive Committee shall meet at the request of the Moderator or the request of three officers of the Board of Trustees.

Sec. 5 The Executive Committee has the authority to conduct the business of the Board of Trustees between its stated meetings. Its actions are to be reviewed and ratified by the Board of Trustees at its next meeting.

Sec. 6 Minutes shall be kept of all meetings of the Executive Committee and, within two weeks after each meeting, the minutes shall be sent to the Board of Trustees. A complete report of the acts and proceedings of the Executive Committee shall be made by the Moderator at the next meeting of the Board of Trustees.

ARTICLE XIII: Committees

Sec. 1 The Board of Trustees shall establish or disband committees as it deems necessary to carry on its work.

Sec. 2 At the first meeting of the Board of Trustees following General Synod and at other times as necessary, the Moderator, in consultation with the President and the chair of the Formation Committee, shall appoint chairpersons and assign members of the standing committees. Chairpersons of any committees must be Trustees and shall serve one-year terms.

Sec. 3 Standing committees shall meet at or before each regularly scheduled Board of Trustees meeting, and at other times as necessary, to fulfill assigned responsibilities and to prepare and submit reports and recommendations to the Board of Trustees.

Sec. 4 The Moderator, in consultation with the President, shall structure the agenda of all Board of Trustees meetings to include and reflect the work of the standing committees.

Sec. 5 Each standing committee shall work within the limits of power granted to members of the Board of Trustees by the *Book of Church Order* of the Reformed Church in America, and the Constitution and Bylaws of New Brunswick Theological Seminary.

Sec. 6 The name, purpose, responsibilities and membership of the standing committees of the Board of Trustees shall be published in the Trustee Meeting Workbook.

Sec. 7 The Board of Trustees has established the following standing committees: Formation Committee, Accountability Committee, and Fiduciary Committee.

ARTICLE XIV: Faculty Council

Sec. 1 The Faculty Council shall consist of the President, the Dean of the Seminary, the Librarian, the professors and instructors, who hold regular appointment and other administrators with faculty status. Adjunct professors may be invited to attend Faculty Council meetings and participate in Faculty Council activities at the will of the Faculty Council.

Sec. 2 The President shall preside at all meetings of the Faculty Council. In her/his absence, the Dean of the Seminary shall preside.

Sec. 3 The Faculty Council has responsibility for:

a. Providing leadership and oversight of the worship and spiritual life of the Seminary;

b. Designing and overseeing all academic degree programs and any other educational activities of the Seminary, both curricular and extracurricular.

c. Determining admissions policies and admitting students;

d. Articulating and maintaining academic standards;

e. Determining policies and regulations concerning academic programs and overseeing their application to individual cases;

f. Dismissal of students;

g. Evaluating students of the Reformed Church in America for the Certificate of Readiness for Examination and making similar review of non-RCA students;

h. Determining annually the list of candidates to be recommended to the Board of Trustees for the granting of degrees;

i. Determining the annual recipients of prizes at Commencement; and

j. Reviewing Library policies and programs as these pertain to the academic life of the Seminary.

Sec. 4 A quorum of the Faculty Council must include the President and/or the Dean of the Seminary and a majority of its members. The Faculty Council shall fix the time and place of their meetings, making their own rules for the efficient conduct of their business, and keep a record of their proceedings, which shall be open at all times to the Board of Trustees.

Sec. 5 For additional roles and responsibilities of the Faculty Council, consult the Faculty Handbook.

ARTICLE XV: The Administrative Council

Sec. 1 The Administrative Council shall consist of the President, the Dean of the Seminary, the Librarian, and senior staff with responsibilities in Administration, Finance, Development, and Student Services.

Sec. 2 The Administrative Council has responsibility for:

a. The establishment and approval of administrative and staff positions, with recommendation to the Board of Trustees for those requiring Board action;

b. The establishment and management of employment standards, including issues such as vacation, work disputes, the benefits packages of employees, expenses proposed beyond allocated budgets, and the like, with recommendation to the Board of Trustees of those requiring Board action;

c. Managing the financial condition of the Corporation, including approval of operational expenditures;

d. The management of the physical resources of the Corporation.

e. The management of the community relations of the Seminary;

f. The approval of the Seminary calendar (incorporating the academic calendar as received from the faculty) including the use of facilities by groups not part of the Seminary;

g. The monitoring of relationships with accrediting agencies;

h. The establishment and specification of terms for the acceptance and implementation of scholarships.

Sec. 3 The President shall preside at all meetings of the Administrative Council. In the absence of the President, the dean of the Seminary shall preside.

Sec. 4 A quorum of the Administrative Council must include the President, an/or the Dean of the Seminary and a majority of its members. The Administrative Council shall fix the time and place of its meetings, maintaining a record of its proceedings. This record shall be open at all times to the Faculty Council and to the Board of Trustees.

Sec. 5 For additional roles and responsibilities of the Administrative Council, consult the Administrative Supplement to the Faculty Handbook.

ARTICLE XVI: Fiscal Agent

Sec. 1 All securities and valuable papers of the Corporation shall be deposited with such bank or trust company, organized under the laws of the United States of America or of the State of New Jersey, as the Board of Trustees may from time to time appoint as the Fiscal Agent of the Corporation, and shall be held by such Fiscal Agent subject to the direction of the Board of Trustees, in safekeeping and for the collection

of the income and the principal thereof and the transmission of the same to the Corporation.

ARTICLE XVII: Depository

Sec. 1 All monies of the Corporation shall be deposited in such accounts in banks or trust companies as the Board of Trustees may from time to time designate. The Board of Trustees shall determine signatories and procedures for deposits, withdrawals, and transfers of monies.

ARTICLE XVIII: Indemnification of Trustees and Officers

Sec. 1 To the full extent authorized and permitted by law, the Corporation shall indemnify any person made, or threatened to be made, a party to any civil or criminal action or proceeding by reason of fact that the person, is or was a Trustee, officer, faculty member, administrator, or employee of the Corporation and was acting within the scope of his/her Corporation responsibilities and duties. The foregoing shall not obligate the Corporation to purchase officers' and directors' liability insurance, but should applicable law permit, the Corporation shall purchase such insurance when authorized and approved by the Board of Trustees.

ARTICLE XIX: Conflict of Interest

Sec. 1 A Trustee shall be considered to have a conflict of interest if such Trustee has existing or potential financial or other interests that impair or might reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of his or her responsibilities to the Corporation. All Trustees shall disclose to the Board of Trustees any possible conflict of interest at the earliest practical time. No Trustee shall vote on any matter under consideration at a Board of Committee meeting in which such Trustee has a conflict of interest, and the minutes of the meeting shall reflect any such declaration and abstention from voting.

ARTICLE XX: Corporate Seal

Sec. 1 The corporate seal shall be in the form of an elliptical shield with the words "Theological Seminary, New Brunswick, N.J." around the inside of the outer edge, surrounding the emblem of the Reformed Church in America within a smaller elliptical shield.

ARTICLE XXI: Distribution of Assets on Dissolution

Sec. 1 In the event of dissolution of the Corporation, its assets and properties remaining after payment of its liabilities shall be distributed and assigned to the General Synod as the sole member of the Corporation.

ARTICLE XXII: Adoption of the Constitution and Bylaws

Sec. 1 When this Constitution and Bylaws has been approved by a majority vote of the Board of Trustees and a majority vote of the General Synod, it shall supersede all previous documents controlling the affairs of New Brunswick Theological Seminary, excepting the Articles of Incorporation as amended.

ARTICLE XXIII: Amendment

Sec. 1 This Constitution may be amended by a majority vote of the General Synod at any regular meeting upon recommendation from or after consultation with the Board of Trustees of New Brunswick Theological Seminary.