

REFORMED CHURCH IN AMERICA

Bylaws of the Ministerial Formation Certification Agency of the Reformed Church in America

Preamble

The Ministerial Formation Certification Agency of the Reformed Church in America shall serve the Reformed Church in America (“RCA”) by:

Overseeing the education of, and awarding the Certificate of Fitness for Ministry to, candidates for the ministry who are seeking the degree of Master of Divinity or its academic equivalent from a seminary not officially related to the RCA (a “Non-RCA Seminary”);

Approving means by which candidates for the ministry may meet the requirements for the receipt of a Certificate of Fitness for Ministry (as provided in the RCA *Book of Church Order* (“BCO”)); and

Consulting with and providing counsel to congregations and classes in the care and nurture of candidates for the ministry who are seeking the Certificate of Fitness for Ministry and who are not attending a RCA Seminary as a matriculated student.

Its board of trustees (Board) will conduct its business in cooperation with the General Synod Council of the Reformed Church in America (GSC).

Article I Name

The name of this agency shall be “Ministerial Formation Certification Agency of the Reformed Church in America” (hereinafter referred to as “the Agency” or “MFCA”).

Article II Relationship to RCA; Functions and Responsibilities

Sec. 1. MFCA is an agency of the RCA, and as such is subject to all provisions of the *BCO* (as same may be amended from time to time) applicable to agencies, including, without limitation, *BCO* Chapter 1, Part IV, Article 7, Section 3 and *BCO* Chapter 3, Part I, Article 6.

Sec.2. The *BCO* (as the same may be amended from time to time) is incorporated herein by reference as though fully set forth. Any amendment to the *BCO* shall be effective and applicable to MFCA immediately upon its effectiveness. The MFCA, as an “agency” of the General Synod of the Reformed Church in America (General Synod) --solely as the term “agency” is defined in *BCO* Chapter 3, Part I, Article 6 -- is and at all times shall be subject to the *BCO*. If at any time any conflict or inconsistency exists between the *BCO* and these bylaws, the *BCO* shall control.

Sec. 3. The Board may fulfill its purposes and responsibilities by delegating to its Executive Director (described in Article VIII, Section 5 of these bylaws) in writing such power and authority as the Board may from time to time deem necessary or appropriate.

Sec.4. All members of the Board (each a Trustee and collectively the Trustees) shall have and fulfill fiduciary duties, including but not limited to the fiduciary duties of care and loyalty, with respect to all responsibilities assigned to them in these bylaws or by the General Synod and all assets that are entrusted to the Agency from time to time. By serving as such, individuals elected as Trustees agree that their personal interests must at all times be subordinated to the best interest of the Agency. Each Trustee is prohibited from using his or her position as a member to advance any personal interest or the interest of any third party or constituency.

Sec. 5. The central purposes and responsibilities of MFCA shall include the following:

- a. Providing guidance and assistance to candidates for the ministry who are seeking the degree of Master of Divinity or its academic equivalent from a Non-RCA Seminary and a Certificate of Fitness for Ministry from the General Synod.
- b. Determining whether ministry candidates who have received the degree of Master of Divinity or its academic equivalent from a Non-RCA Seminary meet minimum competencies as determined by the standards for the preparation of ministry established by the General Synod and designated as indispensable for the proper exercise of the ministerial office of the church.
- c. Providing superintendence over the supervised ministry of licensed candidates from other denominations who seek to be ordained in the RCA as a Minister of

Word and sacrament (when requested to do so as a result of a classis' petition to the General Synod, all as provided in *BCO* Chapter 1, Part II, Article 11, Section 5).

d. Awarding on behalf of the General Synod the Certificate of Fitness for Ministry to ministry candidates assigned to it as described in the *BCO* Chapter 1, Part II, Article 9, Sections 2 ("Candidates at Other Seminaries") and 4 ("Other Candidates").

e. Providing resources to classes in their care of ministry candidates as they proceed through the processes of supervised ministry, classis care, seminary studies, and examinations prior to the issuance of the Certificate of Fitness for Ministry.

Sec. 6. Specific responsibilities of the Agency shall include:

a. Guiding and assisting candidates for the ministry who pursue the degree of Master of Divinity or its academic equivalent from a Non-RCA Seminary in academic preparation, spiritual formation, ministerial development, personal wholeness, and the development of denominational identity with the RCA.

b. Overseeing and implementing the process that leads to the awarding of the Certificate of Fitness for Ministry in accordance with the *BCO*.

c. Awarding the Certificate of Fitness for Ministry to qualified ministry candidates who have fulfilled the requirements for the issuance thereof and who have not received the Certificate of Fitness for Ministry from a seminary of the RCA.

d. Offering and coordinating programs and courses in accordance with standards established by the General Synod and designated by the Agency as indispensable for the proper exercise of the ministerial office of the church.

Sec. 7. The Agency shall make an annual report to the General Synod.

Sec. 8. The Agency shall make itself available to congregations and classes as they participate in the formation of candidates for the ordained ministry of Word and sacrament.

Article III Structure; Membership of Board of Trustees

Sec. 1. The Agency shall be governed by the Board. The Board shall consist of eleven voting members, each of whom shall be a confessing member in good standing of the RCA. Voting membership of the Board shall include at least three people who are not ordained to the office of Minister of Word and sacrament, at least two people who are ordained to the office of Minister of Word and sacrament and serving an RCA congregation, at least one Minister of Word and sacrament who is engaged in specialized ministry such as Clinical Pastoral Education supervision or chaplaincy, one General Synod professor from an RCA seminary, the General Secretary of the RCA or his or her designee, and one GSC member recommended by the GSC. The presidents of the RCA seminaries are not eligible to be on the MFCA Board.

Sec. 2. Each Trustee (other than the general secretary or his or her designee) shall be nominated by the General Synod's Commission on Nominations (in consultation with the Agency and, in the case of the GSC member recommended by the GSC, in consultation with the GSC) and elected by the General Synod. The General Synod professor from an RCA seminary will be restricted to one term, and the term of the Trustee who is a GSC member recommended by the GSC shall be coterminous with his or her term on the GSC. Except as provided in the immediately preceding sentence, the eligibility, and the length, number, commencement date, and calculation of the terms of the Trustees shall be as set forth in the *BCO*.

Sec. 3. The Trustees shall reflect the diversity of the RCA with respect to geography, gender, age, cultural and social differences, RCA seminary board and faculty representation, academic and other appropriate expertise, and race and ethnicity, and shall possess an understanding and knowledge of theological education and ministry formation.

Sec. 4. The Executive Director shall be a member of the Board, *ex officio*, without vote.

Sec. 5. The Board may engage as consultants up to three persons with special qualifications if their work would assist the Board with the fulfillment of its duties and responsibilities. Such consultants may attend meetings, shall be engaged for a period not to exceed one year, and may serve for not more than three consecutive years. They shall serve without remuneration but may be reimbursed for expenses.

Article IV Officers

The Board shall have a treasurer (who shall be the person elected by the General Synod to serve as its treasurer) and three elected officers – namely, a moderator, a vice moderator, and a secretary. The elected officers shall be elected annually for one-year terms and shall be eligible for no more than two consecutive terms. Such elections shall occur during the annual meeting of the Board. The General Secretary and any Trustees who are

employed by RCA seminaries are not eligible to serve as officers. The terms of office of the elected officers shall commence and conclude in the same manner as is set forth in the *BCO* for members of agencies and commissions. For purposes of determining a person's eligibility to serve as an officer of the Board any officer who serves more than half a term in such office shall be deemed to have served a full term.

Article V Nomination and Election of Officers

Sec. 1. The nomination and election of the moderator, vice moderator, and secretary shall be by written ballot, and shall be by only those Trustees actually attending the meeting. The moderator shall be nominated and elected first, then the vice-moderator, and then the secretary. If more than half of the nominating ballots are cast in favor of one person, that person shall be deemed elected to the applicable office. Otherwise, all persons receiving nominations shall be eligible for election.

Sec. 2. A majority of the total votes cast on the electing ballot shall be necessary for election. If there is no majority on the first electing ballot, another electing ballot shall be cast and the persons eligible for election by that ballot shall be limited to the persons receiving the two largest numbers of votes on the immediately preceding electing ballot. This process shall continue until such time as a single person receives a majority of the votes cast on the electing ballot.

Sec. 3. In no event shall the term of office of an officer extend beyond his or her term as a member of the Board unless no successor is elected and willing to serve.

Sec. 4. A vacancy in any office shall be filled at the next regular or special meeting of the Board through the same nomination and election process as exists for the regular elections of officers.

Article VI Duties of Officers

Sec. 1. The duties of the officers shall be those ordinarily performed by such officers.

Sec. 2. The moderator shall call and preside at all regular and special meetings of the Board. The moderator may vote on matters coming before the Board for decision only when his or her vote will affect the outcome of the vote. The moderator shall be a member *ex officio*, without vote, of any committees established by the Board, and shall perform such other duties and exercise such other powers as usually pertain to the office.

Sec. 3. The vice-moderator shall act as moderator when the moderator is not able or available to serve.

Sec. 4. The secretary shall keep a true and accurate record of all proceedings of the Board and perform such other duties as usually pertain to the office or as the Board may direct.

Article VII Meetings of the Board of Trustees

Sec. 1. The Board shall hold at least one stated meeting each year, and may hold special meetings when necessary. If there is more than one stated meeting in any year then the annual meeting shall be the stated meeting immediately preceding the annual meeting of the General Synod.

Sec. 2. The moderator of the Board may call special meetings whenever special business requires it, and shall call a special meeting upon the written request of any three Trustees.

Sec. 3. Written notice of each regular and special meeting stating the nature of the business to be considered, together with an agenda, background information, and any proposed action, shall be given to each Trustee not less than ten days prior to each regular meeting and five days before each special meeting. The location of each regular or special meeting shall be specified in the notice of the meeting. Any Trustee may waive in writing his or her right to receive written notice of any meeting, and no Trustee who attends a meeting may object thereto on the grounds of not having received notice thereof.

Sec. 4. A majority of the voting membership of the Board shall constitute a quorum thereof. An affirmative vote of a majority of the voting members of the Board who are present at the meeting shall be necessary to take any action, but a lesser number present may adjourn a meeting to a later date.

Sec. 5. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Sec. 6. Any action required or permitted to be taken by the Board may be taken without a meeting if all Trustees consent in writing or by electronic transmission (including e-mail and electronic transmission) to the adoption of a resolution authorizing the action. The resolution and the written or electronically transmitted consents thereto by the Trustees shall be filed with the minutes of the proceedings of the Board.

Sec. 7. Each meeting of the Board shall be opened and closed with prayer.

Article VIII
Board Operations

Sec. 1. The Board shall establish and operate committees and task forces as it deems necessary to carry out its work. The Agency will undertake reasonable efforts to cause the composition of such committees and task forces to reflect the diversity of the RCA and to be appropriate for the duties and responsibilities assigned to them. The establishment of such committees and task forces shall be in writing, shall include their structure, membership, operation, duties, responsibilities, and duration, and shall be included in the Agency’s annual report to General Synod.

Sec. 2. Any Trustee may be removed at any time with or without cause by a resolution adopted by a vote of at least two-thirds of the full membership of the Board. Any Trustee may resign from the Board at any time by giving written notice to the moderator or secretary of the Board. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Sec. 3. A vacancy on the Board shall be filled in the manner prescribed in the *BCO*.

Sec. 4. The Agency shall have an Executive Director.

4.1 The Executive Director shall be employed by the Board.

4.2 The identification of an Executive Director for employment by the Board shall be accomplished through a search committee. The search committee for the Executive Director shall be appointed by the Board. The current Executive Director shall not be a member of the search committee

4.3 The Board shall be responsible for the supervision of the Executive Director. The Board shall review the performance of the Executive Director annually in a manner that is consistent with the Board’s policies. For all such reviews of the performance of the Executive Director the Board may appoint a committee of its own membership to conduct interviews (including with the Executive Director), gather data, and prepare a report. The report shall be submitted to the Board at its annual meeting.

4.4 The Board may terminate the employment of the Executive Director.

Article IX

Amendment of the Bylaws

These bylaws may be amended by a majority vote of the voting members of the Board at any regular meeting after ten days notice to all Trustees; *provided, however,* that such amendments shall become effective only upon the approval thereof by the General Synod.