CONSTITUTION
of the
BOARD OF TRUSTEES
of the
CHRISTIAN REFORMED CHURCH IN NORTH AMERICA

Note: Terms and designations are important in this constitution and the accompanying bylaws. The terms agency and agencies exclude the committees and educational institutions unless specifically stated to the contrary.

PREAMBLE

Our Lord Jesus Christ, upon his ascension into heaven, entrusted the proclamation of the gospel of the kingdom to his disciples and commanded them to be his witnesses, teaching all nations to obey everything he had commanded.

As followers of Jesus Christ, the church corporately and each of its members individually, led by the Holy Spirit, are called to share this gospel of the kingdom within the fellowship of the church and with people throughout the world by proclaiming God’s Word and giving God the worship and honor that are his due, in the confidence that Christ is building up the church and is establishing the kingdom.

To carry out this mission, the synod of the Christian Reformed Church in North America (hereinafter synod) has created the Board of Trustees of the Christian Reformed Church in North America and such agencies, committees, and institutions as are listed in its bylaws. These agencies, committees, and institutions function primarily within Canada and the United States, where the Christian Reformed Church is committed to being a binational denomination. Each organizational entity and each national expression of the Christian Reformed Church in North America makes its own unique contribution to God’s mission in the world as the whole denomination strives to live the fullness of the gospel.

Article I
Name

The name of this organization is the Board of Trustees of the Christian Reformed Church in North America (hereinafter the Board). The Board is a synodically appointed body and its members serve also as the directors of the CRCNA-Canada Corporation and the CRCNA-Michigan Corporation.

Article II
Purposes

The purposes of the Board are to transact all matters assigned to it by synod; to supervise the management of the agencies and committees established by synod and designated in the bylaws of the Board, including the planning, coordinating, and integrating of their work; and to cooperate with the educational institutions affiliated with the denomination toward integrating the respective missions of those institutions into the denominational ministry program. To fulfill its purposes, the Board will
A. Lead in developing and implementing a denominational ministries plan for the agencies, committees, and educational institutions established by synod.

B. Assure collaboration among agencies, committees, and educational institutions established by synod.

C. Exercise general oversight and authority in the manner stated in the bylaws of the Board.

   Nothing contained herein shall interfere with the authority of the Board of Trustees of Calvin College and the Board of Trustees of Calvin Theological Seminary to govern their respective institutions and to manage their personnel, facilities, educational programs, libraries, and finances according to their respective articles of incorporation and bylaws.

**Article III
Functions**

The functions described in this article are carried out by the Board under the authority of the synod of the Christian Reformed Church in North America, and by virtue of the Board’s legal status with respect to its corporate entities in accordance with applicable laws in Canada and the United States.

To achieve the purposes described in Article II hereof, the Board shall carry out the following functions:

A. Implement all matters committed to it by the specific instruction of synod, carrying out all necessary interim functions on behalf of synod, and execute all synodical matters that cannot be postponed until the next synod.

B. Lead in the development and implementation of a denominational ministries plan that reflects the biblical and Reformed mission commitment of the Christian Reformed Church. The denominational ministries plan provides a framework for the Board’s supervision of the management of the agencies, the planning, coordinating, and integrating of their work, and for the integration of the respective missions of the denomination’s educational institutions into the denominational ministry program.

C. Present to synod a unified report of all the agencies, committees, and educational institutions, as well as a unified budget inclusive of all agencies, committees, and educational institutions.

D. Serve synod with analyses, reviews, and recommendations with respect to the programs and resources of the denomination. In its discharge of this responsibility, the Board shall require reports from all the agencies, committees, and educational institutions.

E. Adjudicate appeals placed before it by the agency boards and committees. Such appeals shall be processed in accordance with the bylaws of the Board and the provisions of the Church Order. Appeals that deal with an action of the Board may be submitted to synod for adjudication.

F. Discharge all responsibilities incumbent upon directors of the Christian Reformed Church in North America, a Michigan not-for-profit corporation (CRCNA-Michigan), and the Christian
Reformed Church in North America, a federally registered charity corporation (CRCNA-Canada) organized under the laws of Canada.

G. Serve as the Joint-Ministries Management Committee (JMMC), which is responsible for any joint-venture agreements between the CRCNA-Michigan and CRCNA-Canada. Members of the Board also serving as directors of CRCNA-Canada are responsible for joint-venture agreements between CRCNA-Canada and the agencies and committees of the denomination that are not registered as Canadian charities.

H. Approve all joint-ministry agreements between or among agencies and committees.

### Article IV

**Membership**

A. **Nomination and election of members**

   The membership of the Board shall consist of not more than thirty (30) persons, each of whom shall be a member in good standing of a Christian Reformed church. Twelve (12) members shall each be elected from a designated geographic area in the United States, and twelve (12) members shall each be elected from a designated geographic area in Canada. There shall be six (6) members-at-large, three (3) elected from Canada and three (3) from the United States. The membership shall be divided into three (3) groups of ten persons each. At each annual meeting of synod, a group of members shall be elected by synod from a slate of nominees prepared in accordance with the provisions of Article V below for a term of office to expire on the first day of the month following the third annual meeting of synod after their election.

   All the members elected by synod to serve on the Board of Trustees from both the United States and Canada shall serve as the directors of the CRCNA-Michigan Corporation. The members who are from Canada shall also serve as directors of the CRCNA-Canada Corporation.

B. **Ex officio members of the Board and members of the corporate entities**

   By virtue of the office, the executive director of the Christian Reformed Church in North America shall be a nonvoting member of the Board, and for legal purposes shall be a voting director of the CRCNA-Canada and the CRCNA-Michigan Corporations.

### Article V

**Election of Members**

Members of the Board shall be elected by the synod of the Christian Reformed Church in North America in the manner described below.

Promptly after each synod, the executive director shall notify each classis within all synodical regions that have a member whose term expires at the following synod. This notice shall alert each classis in the region to nominate one or more persons to fill each vacancy on the Board and to submit its nomination(s) to the executive director by November 1. The Board shall
prepare a slate of nominees for presentation to synod. Normally, the slate shall be composed of persons who were nominated by the classes in a region.

If the procedure described above does not produce a sufficient number of persons who in the judgment of the Board meet the criteria for maintaining the synodically required diversity of Board members, the Board may add other names to the list of nominations submitted to synod for election.

In preparing nominations, the Board shall

A. Adhere to the synodical policy that no more than one-half the members of the Board shall be ministers of the Word.

B. Take into account applicable synodical policies that may be adopted from time to time, including, but not limited to, policies with respect to diversity, age, gender, ethnic representation, and specific expertise.

C. Develop and implement rotation cycles for the regions so that, as much as possible, fair representation is achieved.

Article VI
Term

Members shall serve three-year (3-year) terms. Members who have served two (2) consecutive three-year terms shall not be eligible for reelection to a third consecutive term. No person shall serve as a member for more than six (6) consecutive years.

Article VII
Officers, Meetings, and Committees

A. Officers

The CRCNA-Canada Corporation shall elect its officers from among the members of the Board elected from Canadian regions. The U.S. members of the Board from the CRCNA-Michigan Corporation shall elect the CRCNA-Michigan Corporation’s officers from among the members of the Board elected from U.S. regions except that the executive director also shall function as the secretary of that corporation. The Board shall elect its own officers from among the officers of the two corporations except that the executive director shall function as secretary of the Board.

B. Meetings

The Board shall meet as often as it deems necessary to fulfill its purpose but no fewer than three (3) times annually. The CRCNA-Canada Corporation shall also meet no fewer than three (3) times annually. The CRCNA-Michigan Corporation may meet as needed for legal purposes with only those members elected from regions within the United States and the executive director.
C. Committees

The Board shall designate its own committees.

Article VIII
Amendments

This constitution may be amended by synod upon the recommendation of the Board or by way of an overture to synod. Proposed amendments to the constitution brought to synod by overture need not first be considered by the Board.

When a proposed amendment is to be considered by the Board, this procedure shall be followed: any recommended amendment to any provision of this constitution shall be considered for adoption by the Board only after written notice thereof and any reasonably required explanation thereof are forwarded to each member within such time as is reasonably necessary for an understanding of the proposed amendment. No such amendment shall be effective unless and until ratified by the next synod following the adoption thereof by the Board.

First approved in 1993
Revised in 1996
Revised in 2001
Revised (editorially only) in 2005
Revised in 2006
Revised in 2008 (reference to alternate members removed)
Revised in 2011
BYLAWS
of the
BOARD OF TRUSTEES
of the
CHRISTIAN REFORMED CHURCH IN NORTH AMERICA

I. Introduction

The Bylaws of the Board of Trustees of the Christian Reformed Church in North America (hereinafter the Board and CRCNA) are designed to implement the provisions of the constitution. Should a conflict exist between the provisions of these bylaws and the provisions of the constitution, the provisions of the constitution shall prevail.

II. The Board of Trustees of the Christian Reformed Church in North America

A. The Board shall carry out its work by organizing itself into such committees as it deems necessary.

B. To fulfill the functions described in the constitution, the Board shall

1. Lead in the development and implementation of a ministry plan of the Christian Reformed Church, which will serve to guide the agencies, committees, and educational institutions in the fulfillment of their respective mandates. The ministry plan of the Christian Reformed Church provides a framework for the Board’s supervision of the management of the agencies, the planning, coordinating, and integrating of their work, and for the integration of the respective missions of the denomination’s educational institutions into the denominational ministry program. The Board may amend the ministry plan of the Christian Reformed Church from time to time as need arises.

2. Secure the participation of the directors of the agencies, the presidents of the educational institutions, and the chairpersons or designated representatives of all agency boards, committees, and educational institutions in developing and implementing the ministry plan of the Christian Reformed Church. Such designated representatives shall be members, preferably officers, of the boards or committees that designate them. On such occasions the directors, presidents, and chairpersons or designated representatives shall have the privilege of the floor but not the right to vote.

3. Serve synod with analyses, reviews, and recommendations with respect to the programs and resources of the denomination. To that end, as well as for purposes of general oversight, the Board shall require reports from the boards of agencies, committees, and educational institutions.

4. Require coordination and unity from the agencies, committees, and institutions in the fulfillment of their respective mandates in order to achieve effective and efficient ministries as they carry out the mission of the CRCNA.

5. Require that all synodically commissioned and directed work be done in such a manner that scriptural standards are maintained and the constitution and bylaws of the Board are observed in all aspects of the work.

6. Approve all new ministry directions and major expansions of the agencies and committees
in the light of the ministry plan of the Christian Reformed Church and other denominational priorities.

7. Approve policies and goals for the unified ministry of the Christian Reformed Church as expressed in the ministry plan of the Christian Reformed Church.

8. Require all agencies, committees, and educational institutions periodically to review their board size, composition, and structure. The Board may require agencies or committees to combine their activities to achieve greater effectiveness and better stewardship of resources.

9. Adjudicate appeals placed before it by the agencies, committees, and educational institutions. Such appeals shall be processed in accordance with the rules stated in these bylaws (Section VI) and the provisions of the Church Order.

10. Nominate a qualified candidate for the position of executive director to synod for appointment.

11. Endorse in its report to synod the nominations for the following positions:

   a. President of Calvin College.
   b. President of Calvin Theological Seminary.
   c. Editor in chief of *The Banner*.

   In the event the Board does not endorse a nominee, such lack of endorsement and the reasons therefore shall first be communicated to the agency or educational institution involved and, if necessary, to synod.

12. Approve appointments to the following positions and submit them to synod for ratification:

   a. The directors of the agencies (or their title equivalents).
   b. The director of Canadian ministries (DCM).
   c. The director of denominational ministries (DDM).
   d. The director of finance and administration (DFA).
   e. Position(s) responsible for theological content of Faith Alive Christian Resources’ products.
   f. Any other position as synod may direct.

13. Ratify the appointments of senior denominational staff whose service and performance falls within the oversight responsibility of the Board of Trustees, and whose appointments are not subject to synodical ratification. A list of specific positions is maintained by the Board of Trustees and included in the Board Reference Manual.

14. Provide for the establishment of a Ministries Leadership Council (MLC).

15. Attend to such church-polity issues as need to be addressed and render such advice to study committees the Board deems necessary, or as requested of it between the meetings of synod.

16. Prepare and distribute the *Agenda for Synod*, the *Acts of Synod*, the *Yearbook*, and such other official publications as synod shall authorize.
17. Make all arrangements related to the convening of synod.

18. Prepare an annually updated survey of ministers’ compensation for distribution to all councils for their guidance as a supplement to the Guidelines for Ministers’ Salaries, adopted by Synod 1970.

19. Administer the denominational address list.

20. Review the program, aims, and goals of any applicant nondenominational organization requesting synodical financial support and provide synod with a recommendation with respect thereto.

21. Enforce the provisions of the constitution; have the power to recommend to synod amendments to the constitution and the bylaws as it deems appropriate; and approve or disapprove amendments to the bylaws of each agency, committee, and educational institution that have been adopted by such agency, committee, or institution. The Board shall also require the maintenance of a Board Reference Manual, containing adopted policies and procedures, for the reference of Board members, agencies, and educational institutions.

C. The Board staff

1. The chief executive staff officer of the Board shall be the executive director who shall be appointed by synod from a single nomination provided by the Board. The specific functions and responsibilities of the executive staff officer is more fully described in the position description. (Cf. Board Reference Manual)

2. The Board shall establish guidelines for, supervise and annually evaluate the work of the executive director and provide advice with respect to the discharge of official duties.

D. The accountability of the Board shall be exercised as follows:

1. It shall present a full report of its actions to each synod.

2. It shall make periodic evaluations of its own programs and goals and shall submit appropriate recommendations to synod.

3. It shall, through its trustees or on their behalf, present regular reports to the constituent classes of the regions its trustees represent.

III. The Christian Reformed Church in North America-Canada Corporation (CRCNA-Canada)

A. Description

The CRCNA-Canada Corporation is the legal agent in Canada for the synod of the Christian Reformed Church. The directors of the CRCNA-Canada Corporation shall be elected in the manner, and for such terms of office, as prescribed in the constitution of the Board.
B. **Functions**

1. CRCNA-Canada directors shall perform all the functions required of a federally registered charity in Canada and as directed by the synod of the Christian Reformed Church in North America.

2. CRCNA-Canada directors shall be responsible for providing governance oversight for denominational ministries specific to Canada.


A. **Description**

   The CRCNA-Michigan Corporation is the legal agent in the United States for the synod of the Christian Reformed Church. The directors of the CRCNA-Michigan Corporation shall be elected in the manner, and for such terms of office, as prescribed in the constitution of the Board.

B. **Functions**

1. CRCNA-Michigan Corporation directors shall perform all the functions required of a 501, C, (3) charity in Michigan and as directed by the synod of the Christian Reformed Church in North America.

2. CRCNA-Michigan shall be responsible for providing governance oversight for denominational ministries within the framework of relationships described in the constitution.

V. **Agencies, committees, and educational institutions of the Christian Reformed Church in North America**

A. **Ministry program agencies**

1. Back to God Ministries International
2. Christian Reformed Home Missions
3. Christian Reformed World Missions
4. CRC Loan Fund Inc., U.S.
5. Faith Alive Christian Resources
6. World Renew
7. U.S. Board of Pensions
8. Canadian Pension Trustees

*Note:* Some of the agencies are incorporated and registered as charities in both the United States and Canada. For the purposes of this document all are treated here only as synodical agencies.

B. **Standing committees and ministry support functions**

1. Standing Committees
   a. Candidacy Committee
   b. Ecumenical and Interfaith Relations Committee
c. Historical Committee
d. Judicial Code Committee
e. Sermons for Reading Services Committee
f. Such additional committees as synod may appoint

2. Ministry support functions – Denominational Offices
   a. Chaplaincy and Care Ministry
   b. Committee for Contact with the Government
   c. CRC Communication
   d. Disability Concerns
   e. Financial Services
   g. Human Resources Office
   g. Information Technology
   h. Pastor-Church Relations
   i. Proservices
   j. Race Relations
   k. Safe Church Ministry
   l. ServiceLink
   m. Social Justice and Hunger Action
   n. Urban Aboriginal Ministries

C. Educational institutions
   1. Calvin College
   2. Calvin Theological Seminary

VI. General appeals

A. Appeals submitted by employees of the CRCNA or one of the agencies shall be directed first to the person or board whose decision is being appealed and then, if necessary, to successive levels of administration and authority. When the appeal is filed in the administrative line of authority, the successive levels go up to and include the office of the executive director. No appeal dealing with an administrative decision shall be submitted to an agency board until the administrative channel has been followed. In the event that an appeal is submitted to an agency board, the following regulations shall apply:

1. The decision of an agency board concerning an intra-agency or intra-committee appeal is binding except under the following conditions:
   a. The matter being appealed has ramifications beyond that agency.
   b. The matter being appealed concerns the personal performance of directors appointed by the Board or concerns the personal performance of agency appointees whose appointments are ratified by the Board.
   c. The matter being appealed falls within the provisions of the Grievance Appeal Procedure as approved by the Board.
   d. The matter being appealed falls within the provisions of the Employment-Termination Appeals Procedure as approved by the Board and synod.

2. In the event of an involuntary termination of employment, an appeal may be filed only according to the specific provisions of the Employment-Termination Appeals Procedure as identified in point five (5) below.
3. The Board’s right to hear and adjudicate appeals notwithstanding, the appeal procedure outlined in one (1) and two (2) above does not affect any right of appeal provided in Church Order Article 30 and Church Order Supplement, Articles 30-b and 30-c (commonly known as the Judicial Code Committee provisions).

4. The decision of the Board on an appeal dealing with an interagency administrative matter is binding. If the Board judges that an appeal regards a policy matter, the decision of the Board may be appealed to synod for adjudication.

5. The Board's right to hear and adjudicate appeals notwithstanding, the appeal procedure outlined in point four (4) above does not affect any right of appeal provided in Church Order Article 30 and Church Order Supplement, Articles 30-b and 30-c. Furthermore, appeals that deal with the termination of employment shall be dealt with according to the regulations of the Employment-Termination Appeals Procedure, as approved by synod (Acts of Synod 1995, pp. 584-87) and as amended from time to time.

B. An appeal submitted by a member of an agency board or by a member of a committee pertaining to actions of his or her own board or committee shall be made in the following manner:

1. An agency board member or committee member shall register a negative vote at the time the decision is made by the agency board or committee.

2. An agency board member or committee member, having registered a negative vote, may appeal in writing to the Board within sixty days on the matter on which the negative vote was recorded.

3. The Board shall hear the appeal at its next regularly scheduled meeting. If, in the judgment of the officers of the Board, an early adjudication is required, the officers may hear the appeal and render a decision subject to ratification by the Board.

VII. Amendments to the bylaws

These bylaws may be amended by synod upon the recommendation of the Board or by way of an overture to synod. If a proposed revision is to be considered by the Board, the following procedures shall be followed:

A. Proposed amendments shall be presented to the executive director in writing at least sixty (60) days prior to the meeting date of the Board at which the amendments are to be considered. Copies of such proposed amendments shall be mailed to each member of the Board and each agency or committee at least thirty (30) days prior to the meeting.

B. Representatives from each agency, each committee, and the Ministries Leadership Council (MLC) shall be given an opportunity to present written comments concerning a proposed amendment at the meeting of the Board prior to its vote on the proposed amendment.

C. Any amendment to these bylaws must be adopted by the Board, which shall then submit such amendment to the next synod for ratification.
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Revised in 2011
Revised in 2012