

Bylaws

Archdiocese of Washington, D.C. *Orthodox Church in America*

As passed at the Archdiocesan Assembly
September 17, 2016

2016

Washington, D.C.

ARTICLE I *GENERAL*

1. The Archdiocese of Washington (herein the Archdiocese) is a body of the Orthodox Church in America (herein the OCA). It consists of all parishes and missions (as defined by the OCA Guidelines on Missions, 1989) of the OCA within the geographical territory defined by the OCA Holy Synod of Bishops (herein the Holy Synod), administered by the canonically elected and confirmed Archbishop of Washington (herein the Bishop). The Archdiocese is a not-for-profit corporation chartered under the laws of the District of Columbia.
2. A parish is a unit of the Archdiocese, comprised of Orthodox Christians, clergy and laity, duly and canonically established or accepted by and under the authority of the Bishop. All parishes of the Archdiocese are subject to the Statute of the OCA as adopted by the All-American Council, July 21, 2015, effective on November 1, 2015, as may be amended (herein the Statute). All parishes are subject to the duly approved Bylaws of the Archdiocese and subsequent amendments. All duly official decisions of the All-American Council or the Archdiocesan Assemblies are binding on all parishes.
3. The Archdiocese is subject to the Canon Law of the Orthodox Church (herein Canon Law), the laws of the United States of America, the laws of the District of Columbia as they pertain to not-for-profit religious corporations and the laws of those states in which it operates (collectively herein the Laws). These Bylaws are to be read to comply with the Statute and Laws.
4. The Archdiocesan Assembly and the Archdiocesan Council have all rights, privileges and responsibilities granted by civil law, the Statute, and decisions of the All-American Council or the Holy Synod.
5. The principal office of the Archdiocese is located in the District of Columbia at 3512 Massachusetts Avenue, N.W. or at such a place as may be designated by the Bishop and the Archdiocesan Council within the Archdiocesan boundaries.
6. Meetings of the Archdiocese are to be conducted under the latest edition of Robert's Rules of Order.
7. If the Archdiocese is dissolved or ceases to exist, all its assets become the property of the OCA.

ARTICLE II *ARCHDIOCESAN HIERARCHY*

1. The Archdiocese is governed by the Bishop who is elected Primate of the OCA by the Holy Synod. The Bishop shall also administer the Archdiocesan Court in compliance with Article XV of the Statute.
2. The Bishop shall appoint a Chancellor of the Archdiocese. His qualifications, duties and responsibilities are determined by the Bishop, and he is an ex-officio member of all Archdiocesan committees.

ARTICLE III *MEMBERS*

A member of a parish within the Archdiocese is a member of the Archdiocese. (Statute, Article XII).

ARTICLE IV *ARCHDIOCESAN ASSEMBLY*

1. Annual and special meetings of the Archdiocesan Assembly are determined by the Bishop and Archdiocesan Council. The Archdiocesan Assembly meetings are held in accordance with the Statute.
2. To convene an Archdiocesan Assembly meeting, notice of the meeting date, time and place accompanied by an agenda must be prepared in advance by the Archdiocesan Council with the approval of the Bishop and shall be electronically distributed to all delegates no fewer than thirty (30) days prior to the meeting. An individual delegate, upon written request, may elect to receive such documents by first-class mail.
3. Official Lay Delegates and Alternates shall be (i) elected at a Parish Meeting or by the Parish Council and (ii) approved by the Bishop. They shall serve for a period that concludes thirty (30) days after the annual or special meeting for which they are elected. The Lay Delegate shall represent his/her parish at the Archdiocesan Assembly and report to the Parish Council all Archdiocesan business and activities. An Alternate may serve in lieu of a Lay Delegate if the Lay Delegate is unable to attend the meeting; however, such replacement is only permitted before the meeting is called to order.
4. Alternates that do not serve in lieu of Lay Delegates may attend Archdiocesan Assembly meetings as Observers. The assigned priest or priest-in-charge may approve up to three additional Observers from the parish. Observers have the right to attend Archdiocesan Assembly meetings, but may only address the Assembly upon the agreement of the majority of the Delegates.
5. A Credentials Committee is established by the Archdiocesan Council. The Committee members are appointed by the Archdiocesan Council with the approval of the Bishop and are responsible for implementing a delegate accreditation process in compliance with the Statute. After the meeting is called to order and the Credentials Committee Report is confirmed, the Assembly shall proceed to first elect two vice-chairpersons (one priest or

deacon and one lay person), to perform such functions as may be assigned to them by the President, and a Secretariat to record the minutes. Subsequent to the elections, the agenda shall be approved by a majority vote. Before the meeting is adjourned, the Bishop shall announce approval or disapproval of all items adopted by the Assembly.

6. The Archdiocesan Assembly is composed of:
 - a. The Bishop;
 - b. The Auxiliary Bishop(s) (if applicable);
 - c. The assigned priests, priests-in-charge, and assigned deacons of each parish, ex officio, and an equal number of Lay Delegates from each parish, which Lay Delegates shall (i) be elected by a Parish Assembly or by the Parish Council, (ii) be Parishioners in accordance with Article XII of the Statute, and (iii) be accredited to the Assembly in accordance with the procedures and documentation established by the Archdiocesan Council;
 - d. One Lay Delegate from each parish not having an assigned priest, priest-in-charge, or assigned deacon;
 - e. Attached clergy, if accredited by the Archdiocesan Council, with the permission of the Bishop, with the right to attend and to speak from the floor of the meeting, but without the right to vote;
 - f. Retired bishops and other retired clergy resident in the Archdiocese, if accredited by the Archdiocesan Council, with the permission of the Bishop, with the right to attend and to speak from the floor, but without the right to vote;
 - g. Members of special committees invited by the Archdiocesan Council to attend and participate in the discussions of the subject of their work;
 - h. Additional persons invited by the Archdiocesan Council with the permission of the Bishop, to attend sessions of the Archdiocesan Assembly with or without the right to participate in the discussions, but without the right to vote; and
 - i. Any such individuals as provided in the Statute.

7. At its annual meeting, the Archdiocesan Assembly shall:
 - a. Consider and approve measures to strengthen the life of the Archdiocese and encourage the growth of her parishes and faithful people in Orthodox faith and piety through the establishment and maintenance of educational, philanthropic, and other warranted or appropriate institutions, organizations, and programs;
 - b. Establish means for securing revenue necessary to fulfill these aims, to fund the Archdiocesan administration, and to fulfill the Archdiocesan financial obligations to the OCA, as determined by the All-American Council;
 - c. Receive reports on the operations and activities of the Archdiocesan Administration and institutions, the Deaneries (if applicable), the Auditing Committee, and organizations and programs;
 - d. Authorize the Archdiocesan Council to acquire, encumber, or dispose of Archdiocesan properties;
 - e. Approve the Archdiocesan budget and otherwise allocate and encumber Archdiocesan resources;
 - f. Propose matters for consideration by the Metropolitan and OCA Officers, the All-American Council, or the Metropolitan Council, as appropriate;

- g. Elect the members of the Archdiocesan Council and the Auditing Committee;
 - h. Elect Archdiocesan representatives and alternates to the Metropolitan Council, as provided in the Statute;
 - i. Cooperate in implementing decisions of the Holy Synod, the All-American Council, the Metropolitan Council, and other OCA authorities on the Archdiocesan and parochial levels; and
 - j. Conduct all business brought before the Assembly.
8. The quorum for annual and special meetings of the Archdiocesan Assembly shall be a majority of accredited and registered delegates. All decisions and actions of the Archdiocesan Assembly, except amendment of the Bylaws, are approved by a simple majority vote of those present and voting.

ARTICLE V

ARCHDIOCESAN COUNCIL

1. The Archdiocesan Council consists of the Bishop, Chancellor, Treasurer, Secretary, 2 (two) Metropolitan Council Members, 1 (one) clergy and 1 (one) lay person elected by the Assembly, all Archdiocesan Priests (limited to assigned priests, assigned deacons, and priests-in-charge), and Parish and Mission Council Presidents. All nominees for the Archdiocesan Council's elected positions must be members-in-good-standing of their parish, an accredited delegate, and present at the Archdiocesan Assembly.
2. Appointed and elected members shall serve three-year terms, or until the appointment/election of their successors. Metropolitan Council members may serve 2 (two) consecutive terms, provided, however, that after serving 2 (two) consecutive terms, at least 1 (one) year must elapse before they may serve again.
3. The terms of the Archdiocesan Council members and elected Auditors shall be staggered, so that each year, only a portion of the Council – specifically, only one of the three groups specified below – is up for election/appointment:
 - a. One Auditor, the Metropolitan Council Clergy member, and the Alternate Metropolitan Council Clergy member;
 - b. The Secretary and one Auditor; and
 - c. The Treasurer, the Metropolitan Council Lay member, the Alternate Metropolitan Council Lay member, and one Auditor.
4. The term of office for each appointed and elected Archdiocesan Council member and Auditor shall begin immediately after the installation ceremony.
5. If an elected Archdiocesan Council position becomes vacant, the Bishop shall appoint a member-in-good-standing from the Archdiocese to fill the vacancy until the next Archdiocesan Assembly meeting. The Archdiocesan Assembly shall then elect a replacement to complete the unexpired term.

6. If an appointed Archdiocesan Council position becomes vacant, the Bishop shall appoint a member-in-good-standing from the Archdiocese to complete the unexpired term. (It is not necessary for appointees to be official Lay Delegates or Observers or be present at the Archdiocesan Assembly to be appointed to fill a vacancy.)
7. The competency of the Archdiocesan Council is defined in Article X of the Statute. The Archdiocesan Council may not employ anyone without the consent of the Bishop. The Bishop appoints all committee chairpersons/unit heads and legal counsel who serve at his pleasure.
8. The Archdiocesan Council shall meet semi-annually.
9. Special meetings of the Archdiocesan Council may be called by the Bishop, or at the written request of at least one-half of the voting membership of the Council. Electronic notification, or if requested, written notification by first-class mail, will be given to all Archdiocesan Council members at least ten (10) days prior to the meeting.
10. A quorum consists of the presiding officer plus one-half of the voting membership of the Archdiocesan Council.
11. All motions are approved by a simple majority vote of those members present and voting. The Bishop must approve all minutes before implementation.

ARTICLE VI *OFFICERS AND COMMITTEES*

1. The officers of the Archdiocese shall consist of:
 - a. President – the Bishop
 - b. Vice-President – Chancellor, appointed by the Bishop
 - c. Secretary – Appointed by the Bishop
 - d. Treasurer – Appointed by the Bishop
2. Duties of the Archdiocesan Officers:
 - a. President – The President shall chair all Archdiocesan Council meetings and fulfill all duties prescribed by Canon Law, the Statute, Articles of Incorporation and these Bylaws.
 - b. Vice-President – The Vice-President shall act as directed by the President.
 - c. Secretary – The Secretary shall be responsible for keeping accurate minutes of all Archdiocesan Assembly and Council meetings, providing notice of meetings to all parishes, keeping a current list of all members of the Archdiocese, and performing other duties imposed by the Archdiocesan Assembly/Archdiocesan Council and the Bishop.
 - d. Treasurer – The Treasurer shall be responsible for receiving, safekeeping, recording and disbursing all monies and property entrusted to his care according to the Laws, Articles of Incorporation, Bylaws, and the direction of the Archdiocesan Assembly/Council and Bishop. A financial statement and budget

proposal shall be prepared for the Archdiocesan Assembly annual meeting and at other times when requested by the Archdiocesan Council. The annual statement must be audited and certified as directed in these Bylaws.

- e. Auditing Committee – The Auditing Committee shall be composed of three (3) members and at least annually shall review the work of the Treasurer of the Archdiocese. The Committee shall audit the annual financial report and perform its obligations in accordance with Article V of the Statute.
3. The Archdiocesan Council may establish other committees. Membership is open to all members of the Archdiocese. The Bishop will make all chairperson appointments. Chairpersons may attend Archdiocesan Council meetings with the right to speak, but shall not have the right to vote.

ARTICLE VII

MINUTES, REPORTS, RECORDS, AND SEAL

1. The Archdiocese will maintain the following records:
 - a. Minutes of all the Archdiocesan Assembly and Archdiocesan Council meetings
 - b. Financial records consisting of a general ledger, book of accounts and financial reports that record Archdiocesan real and fixed assets, liabilities, business transactions, gains and losses, and all records relevant to the value and costs of all property which the Archdiocese owns, claims, possesses, or controls. This may be in an electronic format and maintained in the Archdiocesan office.
2. The minutes of all meetings shall contain the date, time, place, attendance, business conducted, and the passage or failure of motions. All actions must be approved by the Bishop before implementation.
3. Administrative records and financial statements are open to members (or their agent or Attorney) of the Archdiocese upon written request. This action is to occur at a reasonable and mutually agreeable time. Abstracts of documents may be made.
4. The Archdiocesan Council will prepare an Annual Report to be distributed to each parish no fewer than thirty (30) days prior to the Archdiocesan Assembly annual meeting. The Annual Report will summarize the Archdiocese's projects for the year. It will project future activities and develop budget strategies. The Annual Report will include a complete financial statement certified by the Auditing Committee.
5. The fiscal year of the Archdiocese will be the calendar year.
6. The Archdiocesan Council will provide a corporate seal, which will be affixed to all official documents.
7. The Archdiocesan Chancellor will be the custodian of the seal.

ARTICLE VIII
EFFECTIVE DATES OF DECISIONS

All decisions of the Archdiocesan Assembly and the Archdiocesan Council are effective when signed by the Bishop.

ARTICLE IX
AMENDMENTS

1. Amendments to these Bylaws may be proposed by Parish Councils by decision of the Parish Meeting. Proposed amendments must be submitted to the Archdiocesan Council at least sixty (60) days prior to an Archdiocesan Assembly meeting.
2. The Archdiocesan Council will present proposed Bylaws amendments to all parishes of the Archdiocese and the Archdiocesan Assembly with recommendation for approval or disapproval. The proposed text of any amendment shall be electronically distributed, or mailed via first-class postal mail upon request, to all parishes for distribution to their membership no fewer than thirty (30) days prior to the Archdiocesan Assembly meeting.
3. Proposed amendments must be voted on at the Archdiocesan Assembly meeting at which they are proposed, provided a quorum of delegates is present. Bylaws are amended by a 2/3 (two-third) vote.
4. Amendments shall not be implemented until approved and signed by the Bishop.

ARTICLE X
SPECIAL PROVISIONS

These Bylaws are approved and effective when signed and dated by the Bishop.

Signed and Approved for Distribution:

The Most Blessed TIKHON
Archbishop of Washington,
Metropolitan of All America and Canada