

**Parish Bylaws  
Diocese of the Midwest  
Orthodox Church in America**

**Official Text 1985**

**Diocesan Center  
Hinsdale, IL**



**Record of the Minutes from**

**The 24th Diocesan Assembly  
9 - 10 October 1984**

**BYLAWS COMMITTEE REPORT**

Father Prokurat explained that the Bylaws are a prototype to be tailored to each particular parish. Adam Wanaski presented a history of the work of the committee. Presentations addressing controversial issues were made by members of the bylaws committee.

Father Peter Rozdelsky moved that the 24th Diocesan Assembly "accept the Revised Uniform Parish Bylaws as the normative prototype for parish bylaws in the Diocese of the Midwest, Orthodox Church in America", seconded by Father Paul Sawchak.

The ensuing discussion revealed that by accepting the motion at the assembly level it is expected that each parish adopt bylaws which conform to the prototype. Acceptance of the motion will indicate an agreement with the spirit and intent of the bylaws. It was noted that each parish shall understand that the prototype, if passed, shall necessitate bringing their parish bylaws into conformity with the diocesan prototype. When the parish bylaws have been brought into conformity with the diocesan prototype, the revised parish bylaws shall be acted upon at a parish meeting, duly convened according to each parish's present functioning articles and bylaws. A time limit for passage of the Revised Uniform Parish Bylaws in the individual parishes was not included in the motion; but it was the consensus understanding that each priest and parish would actively work toward this end according to their several abilities in a timely fashion. Motion Passed

**Approved November 14, 1984  
+ BORIS  
Bishop of Chicago**

**PREAMBLE**

The \_\_\_\_\_ Orthodox Church, located in \_\_\_\_\_, \_\_\_\_\_ is a Parish in the autocephalous Orthodox Church in America, and incorporated as a religious (not-for-profit) corporation in the State of \_\_\_\_\_, on \_\_\_\_\_ (mo., date, year).

As the local community of the Church, the Parish exists for the purpose of worshiping God according to the Holy Scriptures and Tradition of the Holy Orthodox Church, to encourage union with God among the members of the Parish, to provide religious education and charitable aid for its members, and to defend and promote the Orthodox Faith in America.

The Parish is part of the Orthodox Church in America, and therefore, its organization and administration are subject to the Statute of the Orthodox Church in America, adopted by the Second All-American Council at October 19-21, 1971, and amended by subsequent All-American Councils, and to the decisions of the Diocesan Assemblies of the Diocese of the Midwest.

The Parish is primarily a spiritual body recognized by the canons and traditions, disciplines and regulations of the Orthodox Church in America. Its adoption of a civil corporate existence is done to allow it recognition in the secular world. If a discrepancy exists between the civil Certificate of Incorporation or civil Bylaws and ecclesiastical canons, traditions, disciplines, regulations of the then current Statute of the Orthodox Church in America, such discrepancy shall be eliminated. Until the Certificate of Incorporation of the Bylaws actually may be amended, the Parish meanwhile shall be bound to the canons, traditions, discipline, regulations of the Statute of the Orthodox Church in America with the same force and effect as if the same were fully recited therein. All other provisions of the Certificate of Incorporation or Bylaws not in conflict shall remain in effect as written.

The Parish shall be regulated by the following Bylaws which are intended to express the spirit of the Holy Orthodox Tradition, as interpreted by the Orthodox Church in America, on a practical level in the life of the Parish as a whole, so that the Parish might fulfill its divinely appointed mission in a peaceful and orderly way.

## **ARTICLE I THE PARISH MEMBERSHIP**

### **Section 1 Voting Member**

A voting member of the parish shall fulfill the following requirements,

- a) be a Baptized and Chrismated Orthodox Christian, and
- b) be at least 18 years of age, and
- c) partake of the Sacraments of Private Confession and Communion in one's home parish at least once a year, and
- d) have been a member of the Parish for a prior consecutive month period, and
- e) regularly fulfill such financial obligations as may be established by the Parish.

### **Section 2 Transfer Members**

- a) A person who was a "voting member" in another Parish of the Orthodox Church in America and who has transferred into another Parish, in accordance with the authorized transfer form (Appendix A), shall have full "voting member" status,

### **Section 3 Multiple Parish Membership**

Voting membership in two or more parishes of the Orthodox Church in America is not permitted.

### **Section 4 Assessments**

Each year the Parish shall remit to the Diocesan Treasurer its financial obligation to the Diocese and to the Orthodox Church in America as stipulated by the Diocesan Assemblies and the All-American Councils.

### **Section 5 Parish Membership Registration**

The Parish, through its Council and Secretary, is responsible for submitting annually the census and membership information to the office of the Diocesan Bishop, in accordance with the form as determined in current Diocesan Directives.

### **Section 6 Exclusion of Voting Membership**

The Parish Council together with the Rector shall, within its jurisdiction, initiate action to remove from voting membership that person who:

- a) directly or indirectly defies the Dogma or Canons of the Orthodox Church; or
- b) directly or indirectly obstructs those decisions rendered by the majority of the Parish or the Diocesan Bishop; or
- c) directly or indirectly causes such disruption so as to affect adversely the spiritual life of the Parish.

Action to remove rights of voting membership shall be referred to higher Diocesan authority in the manner set forth in the current Diocesan Directives.

## **ARTICLE II THE PARISH CLERGY**

### **Section 1 Vacancy**

Upon the death, retirement, or transfer of the Rector, the vacancy in office may be filled on a temporary basis by the Diocesan Bishop until the office is filled on a permanent basis.

### **Section 2 Assignment**

The Rector is assigned, transferred or removed by the Diocesan Bishop by virtue of the authority of his office and in accordance with the Canons, ecclesiastical procedure and the needs of the Parish and of the Diocese. The Rector cannot be removed or leave his assignment without the specific permission of the Diocesan Bishop. The Parish shall be responsible for the support and welfare of its Rector until such time as he is removed from his position by the Diocesan Bishop.

### **Section 3 Responsibility**

The Rector of the Parish shall:

- a) serve the liturgical and sacramental needs according to the order of the Typikon of the Orthodox Church in America;
- b) instruct members of the Parish in the tenets of the Orthodox Faith and piety;
- c) implement and be responsible for the religious education of the Parish and stimulate church growth;
- d) strive to raise the level of spirituality and morality of the members of the Parish;
- e) preside at all Parish Meetings;
- f) keep the Parish records of baptisms, chrismations, receptions into the faith, marriages, and burials; issue copies of the same, and report the statistics annually to the Diocesan Bishop;
- g) report as may be required by law to civil authority marriages performed;
- h) be the intermediary between the Parish and the Dean and the Diocesan Bishop;
- i) keep the church seal;
- j) be responsible for the well-being of the Parish;
- k) implement the decisions of the All-American Councils, of the Diocesan Assemblies, of the Diocesan Bishop, of the District Dean, of the Annual and Special Meetings of the Parish, and of the Parish Council;
- l) check and sign the Minutes of the Annual and Special Meetings of the Parish and of the Parish Council meetings;
- m) be responsible for the supervision of additional clergy who are appointed or assigned by the Diocesan Bishop;
- n) be an *ex officio* member of all Committees and of the Parish Council.

### **Section 4 Compensation**

To be free from material preoccupations and wholly committed to his sacred ministry, the Rector must be compensated by the Parish, the amount and terms of such compensation shall be determined prior to the time of his assignment and which shall conform to the then current Diocesan Guidelines concerning compensation and benefits for the clergy.

### **Section 5 Additional Clergy**

Additional clergy as appointed by the Diocesan Bishop shall assist the Rector. The provisions of Article II, Sections 1, 2 and 4, shall be applicable to them. In addition to the general pastoral duties, such additional clergy shall be responsible for those specific duties in the assignment in concurrence with the Rector and Parish Council as approved by the Diocesan Bishop.

## **ARTICLE III THE PARISH MEETING**

### **Section 1 Meetings**

a) Annual Meeting: An annual meeting of the voting members of the Parish shall be held on the \_\_\_\_\_ Sunday in the \_\_\_\_\_ month of every year (following the celebration of the Divine Liturgy) for the purpose of electing members of the Parish Council and for the transaction of such other business as may come before the Meeting. Should circumstances preclude having the annual Parish Meeting at its regularly appointed time, then an alternate date agreed upon by the Rector and the Parish Council can be selected.

b) Special Meetings: Special Meetings of the voting members of the Parish may be called by the Rector, the Parish Council, the Diocesan Bishop or his designee, or by not less than \_\_\_\_\_ % of the voting members of the Parish. When \_\_\_\_\_ % of the members of the congregation shall call a Meeting, they shall file with the President of the Parish Council at least \_\_\_\_\_ weeks prior to the date of said Meeting a written request signed by them stating the object of such Meeting. Arrangements shall then be made for notice to be given as per subsection d) hereof.

c) Place of Meeting: The Annual Meeting and any Special Parish Meeting shall be held on the Parish premises.

d) Notice of Meetings: Notice at the Annual and any Special Parish Meeting shall be given by the Rector from the ambo at the Divine Liturgy on three (3) consecutive Sundays prior to the Meeting and published in the Church bulletin (and written notice shall be mailed to all voting members not later than eight (8) days prior to the date of the Meeting). The agenda of any Meeting shall be included in the notice. In the case of Special Meetings, or when the Annual Meeting shall have as part of its agenda capital expenditures, the purchase, sale, mortgage, lease or encumbrance of real property of the Parish, or the amendment of these Bylaws, the notice shall specify the matter or matters to be acted upon at said Meeting.

### **Section 2 Quorum**

The quorum for all Parish Meetings shall be \_\_\_\_\_ % of voting members enrolled at the end of the calendar year preceding the date of the Meeting. In the absence of a quorum at the Annual Parish Meeting, that Meeting may be adjourned to a time determined by the majority of voting members present at that Meeting. (At the Adjourned Meeting those in attendance shall constitute a quorum at that Meeting.) These provisions for an Adjourned Meeting shall not apply either to any Special Meeting or to any subject matter at an Annual Meeting pertaining to the amendment of these Bylaws or the acquisition or alienation of Parish property or capital expenditures. In those instances the quorum requirements outlined in this Section must be applied.

### **Section 3 Voting**

a) A simple majority vote by those voting members shall determine the decision of any Parish Meeting except as provided in subparagraph b) below, and in Article V, Section 2, and in Article VIII, Section 1 concerning amendments to these Bylaws.

b) A two-thirds (2/3) vote of the voting members present shall be required in connection with any capital expenditures, including the purchase, sale, mortgage or lease of Parish property, but in no event may such expenditure be made with the approval of less than \_\_\_\_\_ % of all voting members of the Parish.

## **Section 4 Order of Meetings**

- a) Officers of the Parish Meeting
  - 1) The Rector is the Chairman and presiding officer at the Parish Meeting unless the Rector designates a substitute chairman.
  - 2) A Vice-Chairman, who may be the President of the Parish Council or a person elected at the Parish Meeting, may conduct portions of the Meeting as designated by the Rector.
  - 3) A Secretary, who may be the Secretary of the Parish Council or a person elected at the Parish Meeting, shall record the Minutes of the Parish Meeting.
- b) The Agenda of the Annual Meeting
  - 1) Opening Prayer
  - 2) Determination of a Quorum
  - 3) Minutes of Previous Meeting
  - 4) Reports
  - 5) Financial Statement and Auditor's Report
  - 6) Adoption of Parish Budget
  - 7) Election of the Parish Council, Auditing Committee, and representatives (to the Diocesan Assembly and) to the All-American Council
  - B) Unfinished Business
  - 9) New Business
  - 10) Adjournment
  - 11) Closing Prayer
- c) The Agenda of the Special Meeting
  - 1) Opening Prayer
  - 2) Determination of a Quorum
  - 3) Statement of Purpose of Meeting
  - 4) Resolutions
  - 5) Adjournment
  - 6) Closing Prayer
- d) Record of a Parish Meeting

Two copies of the Minutes of a Parish Meeting, Annual or Special, signed by the Secretary of the Meeting and the Rector, including financial data and attached reports, if any, shall be sent to the Diocesan Bishop with an additional copy to the District Dean within no more than twenty-one (21) days of such Meeting.

  - 1) In case of disagreement with one or several decisions of a Parish Meeting, a statement of dissent may be submitted in writing by the Rector, the Parish Council, or one tenth (1/10) of the voting members present at a Parish Meeting, and attached to the Minutes.
  - 2) After review of the Parish Meeting Minutes the Diocesan Bishop shall approve or disapprove the decisions and resolutions, including elections, in those Minutes. If approved, those decisions and resolutions, including elections, shall become effective as of the date of approval by the Diocesan Bishop. If disapproved, those decisions and resolutions, including elections, shall be remanded back to the Parish for correction or amendment. No decisions or action of a Parish Meeting shall become effective until approved in writing by the Diocesan Bishop.

## **ARTICLE IV THE PARISH COUNCIL**

### **Section 1 Election**

a) The Parish Council shall function as the Board of Trustees and shall be composed of the Rector, ex officio with vote, and \_\_\_\_\_ elected members.

#### **Alternate (A)**

b) The election of members of the Parish Council and at least a first and a second alternate shall take place at the regular Parish Meeting on an \_\_\_\_\_ basis. [See Alternate A, Sec 6 a)]

#### **Alternate (B)**

b) The election of members of the Parish Council shall take place at the regular Parish Meeting on an \_\_\_\_\_ basis. [See Alternate B, Sec. 6 b)]

#### **c) Eligibility of Elected Members**

Voting members of the Parish are eligible for election to the Parish Council with the following exceptions:

- 1) any full-time employee of the Parish is not eligible to serve on the Parish Council;
- 2) only one member of any household, including the Rector's household, is eligible to serve at the same time as a member of the Parish Council.

### **Section 2 Term of Office**

a) The term of office for members of the Parish Council shall be \_\_\_\_\_ years.

b) The term of office of the elected officers, as defined in Section 8, shall be \_\_\_\_\_ years.

c) No member of the Parish Council may serve more than \_\_\_\_\_ consecutive years.

Optional d) \_\_\_\_\_ members shall be elected for a term of \_\_\_\_\_ years at each Annual Meeting of the Parish so that there shall be staggered terms of membership on the Parish Council with some terms expiring annually.

e) Notwithstanding any provisions contained in this Section under a) and b), all officers and members of the Parish Council shall hold office until their successors are duly elected, qualified and confirmed, and installed.

### **Section 3 Composition**

#### **Alternate (A)**

a) The Officers of the Parish Council shall consist of at least the President, Vice-President, Secretary and Treasurer. Additional officers may be elected if deemed necessary by the Parish Council.

b) Immediately following the adjournment of the Annual Parish Meeting at which an election was held, the Rector shall assemble the (incumbent and) new members of the Parish Council and conduct the election of Parish Council officers.

#### **Alternate (B)**

a) The officers of the Parish Council shall consist of at least the President, Vice-President, Secretary, and Treasurer. Additional officers may be elected if deemed necessary by the Parish Meeting.

b) The Annual Parish Meeting shall elect Parish Council officers, and then the open balance of the members of the Parish Council to be elected at the meeting.

### **Section 4 Confirmation and Installation**

a) The Secretary of the Annual Parish Meeting shall attest by signature to the election of the Parish Council, and supply the data and list of officers and members of the Parish Council on the "Confirmation of Parish Council" form.

b) The Rector shall validate the "Confirmation of Parish Council" form by affixing the Parish Seal and his signature and shall forward the form to the Diocesan Bishop.

c) Only upon the confirmation of the election of the Parish Council by the Diocesan Bishop can the Parish Council be installed. It is then installed in accordance with the "Office of Installation of Parish Council", and its members can begin their term of office. Incumbents shall hold office until new officers or members are actually installed.

## **Section 5 Removal from Parish Council**

a) All Parish Council members must continue to fulfill the qualifications for membership in the Parish Council during their entire tenure of office. Failure to retain membership as described in Article I and Article IV, Section 1 c), will bring automatic dismissal from the Council.

b) All Parish Council members are expected to attend all Council Meetings during their tenure of office. The unexcused absence of any Council member for three (3) consecutive meetings will render him subject to dismissal by the Parish Council.

c) The Parish Council initiates all dismissal procedures. However, the Diocesan Bishop through the District Dean may intervene in cases in which a Council member becomes subject to dismissal for causes stated in a) or b) of this Section 5.

## **Section 6 Vacancies in Parish Council**

### **Alternate (A)**

A) Any vacancy which occurs shall be filled by the alternate, previously elected with the members of the Parish Council at their election for the remainder of the vacated term. [to be used with Alternate (A), Article IV, Section 1 b)].

### **Alternate (B)**

a) Any vacancy which occurs shall be filled by the Parish Council by electing a successor therefore with confirmation by the Rector, for the remainder of the vacated term. [to be used with Alternate (B), Article IV, Section 1 b)].

### **Alternate (C)**

a) Any vacancy which occurs shall be filled by special meeting of the parish.

b) Persons who fill vacancies must have all the qualifications of elected members of the Parish Council as outlined in Section 1 c) of this Article.

c) The filling of a vacancy, as outlined above, refers to the position of membership in the Parish Council and not to the position of elected officer.

d) With the exception of the office of President of the Parish Council, whose vacancy is filled by the Vice-President, the vacancies in the office of Vice-President, Secretary and Treasurer shall be filled by the Parish Council from qualified members of the reconstituted Council.

## **Section 7 Parish Council Meetings**

### **a) Day, Time and Place**

The Parish Council shall establish regular times for its monthly meetings, to be held on the Parish premises.

### **b) Chairman**

While the Rector is the head of the Parish, he does not have to be Chairman. A lay member of the Parish Council may be Chairman.

### **c) Agenda**

The Parish Council shall conduct its business from a pre-established agenda.

d) Quorum

A simple majority of the Parish Council shall constitute a quorum.

e) Voting

A majority vote of those members in attendance can decide issues brought before the Parish Council.

f) Implementation of Decisions

All decisions of the Council must be submitted to the Rector for confirmation before becoming effective.

g) Minutes

The Minutes of the Parish Council meetings shall be signed by the Secretary and the Rector. The original of the Minutes is the property of the Parish and becomes part of the Parish Archives.

h) Open Meetings

Parish Council meetings are open for attendance to all members of the Parish. An open forum may be held, at which time a member of the Parish, recognized by the Chair, may speak on an issue. However, only members of the parish Council may make a formal resolution or vote on any issue.

Optional

i) Closed Meetings

At its discretion the Parish Council may hold a Closed Meeting, i.e. one that is restricted to Council members and accordingly noted in the Minutes.

j) In the event that a matter is brought before the agenda of the Parish Council, which in the opinion of the Rector is in violation of the Canon Law of the Orthodox Church, The Statute of the Orthodox Church in America, or the Diocesan Directives, including, but not limited to matters of

- 1) Doctrine, or
- 2) Canon Law, or
- 3) Liturgical practice, or
- 4) sacramental observance, or
- 5) ecclesiastical discipline,

the Rector has the right to veto both discussion and vote on said matter within the Parish Council. Any appeals from this decision shall be handled as provided in Article IV, Section 9 c).

## **Section 8 Officers of the Parish Council**

a) President

The President shall:

- 1) be an *ex officio* member of all Standing Committees; and
- 2) represent the Council on all appropriate occasions.

b) Vice-President

The Vice-President shall:

- 1) act in the place of the President during the latter's absence;
- 2) automatically succeed to the office of President in the event of its vacancy; and
- 3) perform such other duties as may be imposed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Parish Council.

c) Secretary

The Secretary shall:

- 1) keep an accurate record of the transactions of all meetings of the Parish Council;
- 2) be responsible for posting notice of all Meetings of the Parish and of the Parish Council;
- 3) maintain a membership list of the Parish which shall contain the address and voting qualifications of each member, and shall record therein the fact and date of termination, if any, of the membership of any such member;
- 4) submit to the Diocesan Bishop and the District Dean copies of all appropriate reports, lists and Minutes; and
- 5) perform such other duties as may be imposed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Parish Council.

d) Treasurer

The Treasurer shall:

- 1) receive and safely keep all money and securities of the Parish and shall invest and disburse the same under the direction of the Parish Council;
- 2) render a statement at the Annual Parish Meeting and at such other times as may be requested by the Parish Council. The annual statement shall be audited and certified;
- 3) keep a complete account of the finances of the Parish which shall be and remain the property of the Parish and which shall be open for inspection at any reasonable time by the Parish Council;
- 4) prepare all appropriate financial reports and statements which are to be submitted by the Secretary to the Diocesan Bishop and District Dean; and
- 5) perform such other duties as may be imposed by law, by the Articles of Incorporation, or by these Bylaws, or as may from time to time be prescribed by the Parish Council.

## **Section 9 Parish Administration**

- a) The Rector as head of the Parish, by virtue of the ecclesiastical authority vested in him, shall guide and oversee the total Parish program, and is ultimately responsible with the Parish Council to the Bishop for the life and activity of the Parish.
- b) Each Parish shall be administered by the Rector and the Parish Council cooperatively.
- c) If a problem should arise between a Rector and the Parish Council, the matter shall not be brought before the Parish at a Parish Meeting. The Rector or the Parish Council shall have the right to refer the matter to the District Dean according to the then current "Deanery Guideline". However, in matters of appeal the decision of the Diocesan Bishop shall be deemed final.

## **ARTICLE V THE PARISH PROPERTY**

### **Section 1 Title of Ownership**

The Parish or Parish corporation is the sole owner of all Parish property, assets, and funds, subject to the following Sections of this Article and the Statutes and provisions of the Orthodox Church in America.

### **Section 2 Real Property**

The Parish may purchase real property, or sell, mortgage, lease or otherwise encumber its real property upon approval of a two-thirds (2/3) majority vote of the voting members of the Parish in attendance at the Annual Parish Meeting or a Special Meeting convened for that purpose, at which a quorum is present, due notice having been given, on a resolution presented by the Parish Council and Rector, and subject to final approval of the Diocesan Bishop. However, in no event may such action be taken with the approval of less than \_\_\_\_ % of all voting members of the Parish.

### **Section 3 Special Bequests**

As far as possible all special bequests, gifts and devises should be used by the Parish for the purpose for which they were made. In the event the purpose of such gift, devise, or bequest is not feasible or practical, as so determined by the Parish Council and Rector, an alternate use may be determined by the Parish Council and Rector upon consultation with the donor or the estate representative.

### **Section 4 Defection**

The Parish is an integral part of the Orthodox Church in America, therefore in the event the Parish were to decide to withdraw from the jurisdiction of the Orthodox Church in America, the Orthodox Church in America shall be entitled to full title to all the Parish assets and property. In the event that a group in a Parish decides to withdraw from the jurisdiction of the Orthodox Church in America, that segment of the Parish which remains loyal to the jurisdiction of the Orthodox Church in America shall retain full title to all the Parish assets and property.

### **Section 5 Dissolution**

A Parish may be dissolved by the decision of the Parish subject to the ratification of the decision to dissolve by the Diocesan Bishop. Only the Diocesan Bishop shall have the power to declare the Parish dissolved. Upon the dissolution of a Parish, the sacred and untouchable items, such as the Holy Antimension, the Tabernacle and the Sacred Vessels, shall be delivered directly to the Diocesan Bishop. After all encumbrances have been satisfied, all the remaining property, whether real, personal or mixed, or the proceeds from the sale thereof, shall be distributed by the District Dean, subject to the approval of the Diocesan Bishop, to institutions or charities of the Orthodox Church in America, preferably within the state of incorporation, or within the local Deanery.

## **ARTICLE VI THE PARISH ORGANIZATIONS**

### **Section 1 Organizations**

a) From time to time individually affiliated Parish Organizations may be established or recognized by the Parish for specific purposes deemed compatible with Parish life. Such Organizations shall have the approval of, and are accountable to, the Parish Council and Rector. The Bylaws of such Organizations shall be consistent with these Bylaws, the regulations of the Parish, the directives of the Diocesan Bishop, and the Statute of the Orthodox Church in America. Such Organizations shall make an annual report of activities and accountability, and shall make an annual financial statement available to the Parish Council. This section shall not apply to any chapters of a nationally affiliated organization, unless that chapter so provides in its own Bylaws.

b) In the event that any such Organization is dissolved, its assets shall be turned over to the Parish.

c) In the event that the Parish is dissolved, the Organizations which were subsidiaries of that Parish likewise shall be dissolved, with all of those Organizations' assets to be disposed pursuant to Article V, Section 5 of these Bylaws.

## **ARTICLE VII THE PARISH DEPARTMENTS**

### **Section 1 Parish Representation**

Each parish, through its Rector and parish Council, shall

#### **ALTERNATE (A)**

assign persons to be representatives within the Parish for the Departments of the Deanery established by the Diocese.

#### **ALTERNATE (B)**

elect persons to be representatives within the Parish for the Departments of the Deanery established by the Diocese.

### **Section 2 Election of Delegates**

The election of delegates from the parish to the All-American Council and the Diocesan Assembly will be subject to the appropriate provisions of the Statute of the Orthodox Church in America

## **ARTICLE VIII THE AMENDMENTS, REGULATIONS AND GENERAL PROVISIONS**

### **Section 1 Amendments**

These Parish Bylaws may be altered or amended by a two-thirds (2/3) majority vote of the voting members of the Parish in attendance at the Annual Parish Meeting at which a quorum is present or a Special Meeting convened for that purpose at which a quorum is present, provided that timely written notice is given to the membership specifying the proposed addition, change or amendment. All amendments, changes or additions so proposed shall not take effect unless approved by the Diocesan Bishop.

### **Section 2 Procedures**

For matters not covered by these Bylaws the Parish may enact procedures and regulations to meet the need of a particular situation in the Parish. Such additional procedures and regulations must be presented to the Diocesan Bishop for his approval before they become effective.

### **Section 3 Scope of Rights**

Notwithstanding any provisions contained herein or any provisions that might be assumed from the civil law concerning not-for-profit or religious corporations, nothing in these Bylaws shall be deemed to have granted any individual parishioners or group of parishioners any rights, as members of the present corporation, that are in conflict with, or at variance with, or superior to those recognized in the Statute of the Orthodox Church in America.

#### **Section 4 Text**

- a) For all purposes the English text of these Bylaws shall be deemed to be the Official text.
- b) In these Bylaws the word "Diocese" shall refer to the Diocese of the Midwest of the Orthodox Church in America, and the words "Diocesan Bishop" and "Diocesan Authority" shall refer to the Bishop of the Diocese of the Midwest and those persons or groups duly appointed by him for the governance of the Diocese, respectively.
- c) In the appropriate context the singular use of a word may refer to the plural, and the masculine may refer to the feminine.

#### **Section 5 Adoption**

These Bylaws were accepted at a Parish Meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at which the appropriate quorum was present, the Parish members having been duly notified, and have become effective on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by the approval of the Diocesan Bishop. They revoke, supplant and replace any and all Parish Bylaws, whether corporate or not, previously in use.

**COMMENTARY OF BYLAWS COMMITTEE CONCERNING REVISIONS**  
**AFTER REVIEW OF SUGGESTIONS OF PARISHES**  
**AND**  
**COMMENTARY OF DIOCESAN BYLAWS COMMITTEE**  
**DIOCESE OF THE MIDWEST**

**NOTE: The original commentary is in italics.**

**INTRODUCTION**

*In an attempt to present a set of Bylaws as precise and concise as possible, it was realized that some points, because of rarity, etc., should not be included in the actual Bylaws. Likewise, it appeared that certain matters might need clarification or an explanation as to their inclusion in the Bylaws. Finally, it appeared that in some instances, a record should be made to indicate that the Committee had considered some aspects of a problem or wished to preserve a particular deliberation.*

Questions have been posed as to the use of certain words in the suggested Bylaws.

In many cases, the words were utilized to be in conformity with the Statute of the Orthodox Church in America. Thus, the use of the words "Rector" And "Parish Council" instead of "Pastor" and "Board of Trustees".

**ARTICLE I**

- Sec. 1 b) The Statute makes no exception for a married or emancipated minor.
- Sec. 1 c) Objections concerning "leave of absence" (e.g. military duty, business, students, etc.) have been considered. As there will be no absentee voting, a member of the Parish who may be in the military service, for example, must be present to vote. As the Meetings take place on a designated Sunday, the sacramental obligation may be fulfilled on that day,
- As to members of the Rector's family, because of the sensitivity of the matter, it should be understood that such a person may fulfill the obligation of Confession by confessing to a canonically ordained Orthodox priest. See Statute, Article X, Sec. 5 b).
- Sec. 1 d) A minimum period of membership will be required in each Parish throughout the Diocese. Each Parish will insert a number which must be no less than 6 months or no more than 12 months.
- Sec. 1 e) The individual Parish has the responsibility to establish its policy concerning financial matters within the limitations set by the Diocesan Directives.

Article I  
Section 2

*Transfer members from another Diocese of the Orthodox Church in America, which may not have a 12 month residency requirement for voting membership, are too infrequent to warrant exception. Perhaps the matter should be settled uniformly for all Dioceses at the Synod level.*

*Transfers from another Orthodox Church (non O.C. In A.) or converts to Orthodoxy should observe the 12 month period to acclimate.*

*The question of Parish membership in one Diocese while living in another is a subject that should be settled uniformly for all Dioceses at the Synod level.*

There is no probationary for transfer of members in good standing from one Orthodox Church in America Parish to another. The probationary period, as with new members, will apply for members transferring from another Orthodox jurisdiction) the reason being that transfer members from other Orthodox Church in America Parishes should not be subjected to a probationary period as would be imposed on converts or transfers from non-Orthodox church in America Parishes.

Article I  
Section 6

*It is recognized that all of Article I, Section 6 is problematical. The underlying core of the problem is basically that the Parish is primarily an ecclesial entity in the Orthodox Church in America which uses the "aegis" of a civil not-for-profit corporation. As compatible as these ideas may appear at first glance, they are far from being exclusively mutual.*

*Obviously, one of the main purposes of the civil incorporation of a Parish is to ensure that there is a civil legal status given to the ecclesial entity that is the Parish for purposes of title to land, legal responsibility, etc. However, as the Parish is essentially that ecclesial entity, many of the attributes given to a civil not-for-profit corporation simply do not apply.*

*Diocesan experience has taught that the disruptive acts of dissident parishioners are not the same as the disruptive acts of a member of a social organization such as a fraternal lodge. Essentially such activities strike at the spiritual fabric of an ecclesial entity and represent an area where Tradition, Doctrine, Canon Law and the Statute of the Orthodox Church in America may take precedence over the right to membership in a civil not-for-profit corporation. The overt acts mentioned in Section 6 refer to action inconsistent with membership in the Orthodox Parish as that ecclesial entity, even though per se they might not represent a serious problem to a not-for-profit corporation from a purely civil point of view. In short, as the problems of serious dissent within a Parish affect more than mere membership in a civil corporation, the norms of conduct in treating the problems from a purely civil point of view quite often are inappropriate. It does become necessary to provide for the handling of such problems in the civil bylaws so that there are some civilly recognized standards. Thus at certain times the need to recognize and preserve the spiritual integrity of the Parish, by the appropriate reference to the Bylaws, may take precedence to any rights that normally have been deemed or thought to inure to individual parishioners or group of parishioners as members of a civil not-for-profit corporation.*

*This section deals with initial steps which can be taken by the Parish Council and Rector in cases of severe disruption, disobedience or schism. It is to be noted that this outlines general bases for the initiation of corrective action. The matter of discipline, expulsion, excommunication, etc. are the prerogatives of the Diocesan Bishop and not of the Parish Council.*

*A question was posed as to a decision of the majority and the Rector to leave the jurisdiction of the Orthodox Church in America. This decision, in itself, would be*

*improper. Should such a majority seek to quell the minority position, the affected minority has the right of referral to the Bishop.*

## ARTICLE II

Sec. 2 *In accordance with the Canons and Ecclesiastical Procedure in the Orthodox Church, neither the Parish at a Parish Meeting or the Parish Council is authorized to hire or dismiss a Rector without the Diocesan Bishop's permission. The same applies for all additional appointed clergy.*

*Prior to the assignment or transfer of a Rector or additional clergy, the Parish Council should be consulted and informed by the Bishop regarding his decision.*

*These Bylaws must presume that the Bishop will be attuned to the needs of the Parish and the reasonable requests of the Parish Council, so that no clergyman will be forced to serve on a permanent basis in a Parish which he does not want or does not want him. The fact that the Bishop will consult with the Parish Council in no way should be interpreted as a delegation of the Bishop's right to appoint or transfer to that Parish Council. Even though the Council will negotiate the terms of employment, in accord with Diocesan Guidelines, it is the Bishop, not the Council, who "hires or fires."*

Sec. 3 e) Statute indicates that the Rector presides at Parish Meetings [Statute X, 6, a].

Sec. 3 h) Statute indicates Rector acts as intermediary [Statute X, 6, b].

Sec. 3 i) The Rector, by virtue of his office, executes the vast majority of documents requiring the affixation of a parish seal.

Sec. 3 m) *Additional clergy used in this context includes the assistant, supply, attached or retired clergy at a parish, and those other persons permanently (as opposed to **pro tempore**) assigned to the parish, which therefore, may include **inter alia** monastics, nuns, deacons, subdeacons, readers and choir directors.*

Sec. 4 The compensation of a clergyman will be determined prior to appointment. The Guidelines are to insure adequate compensation for all clergy.

Sec. 5 Additional clergy and their appointment are covered in Sec. 1, 2 and 4 which consider the needs and input of the Parish.

## ARTICLE III

Sec. 1 a) It is up to the Parish to select the date of the Annual Meeting, as it will not be necessary for all Parishes to hold their Annual Meeting throughout the Diocese on the same day.

The phrase "following the celebration of the Divine Liturgy" is a suggestion, not a mandate. It has been proposed that some Parishes have such Meetings in the afternoon or evening. It is suggested that every set of Bylaws include a specific time, day of the year and place. As to the latter, the phrase "on the Parish premises" again is suggestive that the Meeting take place on Parish property, not in another place. Thus if Parish Meetings are held in the church, or in the church hall, or in a specific building owned by the Parish, that place of meeting should be identified specifically. A Parish may wish to include a specific time for the Meetings of the Parish Council.

Sec. 1 b) It is to be kept in mind that this Section refers to the person or group of persons who are able to call a Special Meeting, and does not refer to the quorum or voting at such Meeting. The percentage of voting members who can call such a Meeting has been left blank to allow each Parish to make such a determination in view of its own needs. In any event the percentage should not be less than 10%.

Under Subsection b) of this Section, we have attempted to insert a procedure to be followed for a Special Meeting called by a percentage of the congregation. The specific percentage has been left optional, but a 10% minimum would be suggested. As the requirements of individual States may vary, the minimum notice period of three weeks for any Meeting as required by the Statute of the Orthodox Church in America may have to be extended. In any event a period less than three weeks would not be in compliance with the Statute.

Article III  
Sec. 1 d)

*The Statute of the Orthodox Church in America requires notice of all Meetings of the Parish to be announced from the ambo for three consecutive Sundays prior to the Meeting, plus publication in the Parish bulletin. Thus this was adopted into the Bylaws.*

*However, individual States of incorporation have different requirements as to notice to members. In Illinois, for example, there is a provision of written notice to every voting member (Ill. Revised Statutes, Chap. 32 §163 a 12 and 13). Therefore, it is suggested that each Parish Bylaws Committee consult with local counsel as to the requirements, and that such requirements be inserted into the Bylaws in addition to the two required by the Statute of the Orthodox Church in America.*

*The question as to "emergency" Meetings of the Parish was considered. It was the consensus that Meetings concerning emergency matters are the appropriate subject matter of the Parish Council.*

Sec. 1 d)

The first part of this Section, exclusive of the portion in parenthesis, is taken from the Statute of the Orthodox Church in America. Each Parish may have to conform to state law as to additional notice. (Illinois Parishes will be required to adopt this section in its entirety.)

The agenda of any Meeting should be spelled out in the notice. The suggestion as to the Annual or Special Meetings with extraordinary items to be discussed, is a minimum suggestion as to occasions when special items on the agenda be included in the notice. Should a Parish consider other additional items important enough to merit specific reference in the notice, the Parish should state so in the Bylaws.

Sec. 2

As most comments indicated that the quorum percentage formula was too low, each Parish will be allowed to determine and insert its decision on the percentages required for a quorum. The formula originally proposed should act as a "bare minimum" guide.

1 to 100 voting members	20%
101 to 500 voting members	15%
501 or more voting members	10%

The use of an Adjourned Meeting is to allow the regular business of the Parish to be conducted. It should not apply to extraordinary business matters. Notice need not be required for an Adjourned Meeting since renotification would assume the need for the prescribed quorum.

The sentence "At the Adjourned Meeting, those in attendance shall constitute a quorum at that Meeting." is to be considered optional. Some Parishes indicated that lack of such a provision would not allow any business to be conducted.

If a Parish is of the contrary opinion, then the following sentence is suggested:

"The quorum as outlined in these Bylaws for Annual or Special Meetings still shall apply to any Adjourned Annual Meeting or Adjourned Special Meeting."

Sec. 3 When a special two-thirds majority of those voting members present at a Meeting having a quorum is required, it might be possible that this number is less than 10% of all the voting members of the Parish. In such an event the vote of two-thirds of those in attendance would not be sufficient; the approval of not less than 10% of all the voting members of the Parish shall be required.

Some Parishes have objected to the incorporation of the "safety valve" provision, "but in no event may such expenditure be made with the approval of less than \_\_\_\_\_ % of all voting members of the Parish". The rationale for this provision is explained above. It is, however, suggestive. If a Parish wishes not to incorporate it, it may do so.

### Article III

Sec. 4 Bylaws routinely should outline the appropriate subject matter of the agenda for regular and special meetings. For uniformity, there is a reference to "Parish Council." Reference to that Article in the Bylaws would indicate the composition of that Council, viz. the Officers and "Board of Trustees/Directors."

Sec. 4 b) 6) It had been suggested that the "Adoption of Parish Budget" be optional. However, the Diocese and the Committee would urge each Parish to initiate the practice of the preparation and approval of some type of budget.

Sec. 4 b) 7) The Statute of the Orthodox Church in America requires the election of the representatives to the All-American Council to be held at the Parish Meeting [Article III, Section 6 all. Representatives to the Diocesan Assembly can be elected either at the Annual Parish Meeting or by the Parish Council [Article VII, Section 7 a)]. The phrase within the parentheses may be included or omitted depending on Parish practice. In the event it is omitted, it must be included in the Article dealing with the duties of the Parish Council.

Sec. 4 d) Statute requires presentation of copy of the Minutes to the Dean. The Parish may designate other signatories in addition to the Secretary of the Meeting and the Rector. Some Parishes wish to include more signatories on the two copies of the Minutes. The Diocese will require the signature of the Secretary of the Meeting and the Rector. This does not prevent *additional* Signatories required by the Bylaws.

Sec. 4 d) 1) This section is more liberal than the Statute as to the recording of dissent. In the Statute this privilege is limited solely to the Rector. A Parish may adopt any recording of dissent provision *as long as* it conforms with the Statute in allowing this right at least to the Rector.

Sec. 4 d) 2) This represents the interpretation of the Statute of the Orthodox Church in America [Article VI, 4 n)] by the Diocesan Bishop. The approval of the Diocesan Bishop is not to be considered a mandatory rubber stamp ratification. As this independent approval is necessary, it follows that the resolutions or actions taken on the Parish and Parish Council level are not "complete" until such approval is given. The proffered version makes this point clear beyond a doubt as to just when a resolution or action becomes effective. The Diocesan Bishop has indicated that items submitted under this Section will be returned with approval or commentary normally within two weeks after receipt in the mail by the Diocesan Bishop. In accord with the philosophy of the Bishop, the ratification of Parish actions by the Diocesan Authority is essential. This paragraph outlines the methodology. Obviously deviations from the norm in emergency matters could be handled via telephone with the Bishop's office.

### ARTICLE IV

Sec. 1 a) In addition to the Rector, as a voting member, the number of elected members for any Parish shall not exceed fifteen. It is inappropriate to insert this maximum in the wording of this prototype Bylaws, as each Parish should include a specific number

not to exceed fifteen in its Bylaws. In accord with the Diocesan philosophy, the Rector is to be a member in every Parish Council in the Diocese of the Midwest. As he is not elected, he is described as *ex officio* but does have a right to vote. Any provisions seeking to exclude the Rector from participation by creating a "temporal/spiritual" distinction is not acceptable to the Diocese.

#### Article VI

##### Sec. 1 b)

Please note that this set of Alternates is tied into the Alternates in Section 3 only. It concerns the question of whether alternates (who would fill vacancies) are to be elected. Selection of Alternate (A) in Sec. 1 b) entails the corresponding Alternate (A) in Section 3; as Alternate (B) in Section 1 b) entails the corresponding Alternate (B) in Section 3. A cross over is illogical between Section 1 b) in Section 3.

The reference to the election was changed now to allow election of Officers on an annual, biennial or triennial basis, including staggered terms. Each Parish should complete this form in view of its decision as to term of office and whether staggered terms would be allowed.

##### Sec. 1 c)

While some Parishes thought this Section is unnecessary, it was retained, first to remind one that the Parish represents an ecclesial entity using a civil corporate existence, and second to reemphasize that in certain matters neither the Parish nor its Council have the competence to act, much less to have final authority.

##### Sec. 1 d) 1)

By reason of Section 1 a), this section is not to be interpreted as applying to the Rector.

##### Sec. 2 a), b)

Because of the wide variety of opinion as to the terms of office, it was decided to leave that matter up to the individual Parish. However, term should not exceed three years to prevent any stagnation in office or preservation of a *status quo*.

##### Sec. 2 b)

The term of office for any of the Officers, as defined in Section 8, must be compatible. Thus a Parish which has a one year term for Council members must have a one year term for Officers; a two year term of Council members would entail either a one or two year term; a three year term for Council members would entail a one or three year term for its Officers.

##### Sec. 2 c)

Again, because of the diversity of opinion, the limitation as to successive years of service on the Parish Council was left open. Therefore, it is suggested that a maximum of four to six successive years on the Council is sufficient. This then would entail a respite. In Parishes opting for staggered elections or having one year terms, this respite might be as short as one year.

The provision is suggestive. A Parish may use wording, whether in terms or years, that would be in accord with the requirements of the individual States of incorporation, but also within the open spirit to prevent a self-perpetuating Council.

##### Sec. 2 d)

Inclusion of this provision will allow staggered voting for Council membership. This is optional. If adopted, the appropriate number should be inserted to correspond with the total number on the Parish Council. It may be necessary to have an odd and an even number to be elected in alternate years.

##### Sec. 3a), b)

The Diocesan Authority indicated that the transmission of information as to election to the Parish Council should be via the Rector on the "Confirmation of Parish Council" form.

##### Sec. 4

This is in accord with Article X, Sec. 7 b) of the Statute of the Orthodox Church in America.

##### Sec. 6 a)

One Parish has suggested a third alternate, i.e. calling for a Special Parish Meeting for the purpose of filling vacancies. While this may be cumbersome, there is no objection to this alternative.

- Article IV  
 Sec. 7 f) The methodology of implementation of final effective decisions by the Bishop is in accord with the Bishop's policy for the Diocese. This matter has been discussed in other Sections of the Commentary.
- Sec. 7 g) The Secretary has the duty to write the Minutes. The Statute requires signature of Senior Officer and Rector [Article X, Sec. 7 c)]. The Parish membership should be apprised of the Parish Council's decisions in a manner determined by the Parish.
- Sec. 7 i) Sensitive agenda may not be appropriate to an Open Meeting. A private corporation need not have all its Meetings open. If a Parish wishes to delete i) (which allows it a discretionary Closed Meeting), it may do so realizing that it may create an untenable situation in the future.
- Sec. 8 The duties outlined for all the Officers is suggestive. Parishes may adopt any reasonable description of rights and duties. However, such duties cannot be in conflict with the Statute, which, for example, gives the Rector the right to preside at Parish Meetings.
- Sec. 8 c) 4) Required by the Statute.
- Sec. 8 d) The proper legal term is Treasurer of a corporation. A Parish could identify the position as "Treasurer/Financial Secretary."
- Sec. 9 "Deanery Guidelines" have been provided to each Rector and to each Parish Council through the President.

## ARTICLE V

- Sec. 1 The first line with modification was taken from the Statute.
- Sec. 2 As to the suggested bare minimum of 10% which occurs also in Article III, Sec. 3 b) (and VIII, Sec. 1) there is no objection to raising that absolute minimum. However, special care must be taken not to raise the minimum beyond a practical point. If this were done, it is conceivable that the matter of capital expenditure or relating to real estate could remain permanently stagnant without ever reaching a decision.
- Sec. 3 The last line of the paragraph is optional and should be considered in the same context as Article III, Sec. 3 b).
- Sec. 4 In compliance with the request of a large number of Parishes this section wording was tightened, first to emphasize that the Parish is an integral part of the Orthodox Church in America, and second to emphasize the seriousness of any defection and the resultant consequences.
- Sec. 5 Some question has been raised whether certain States of incorporation will allow a third party, viz. the Bishop, the right to dissolve a corporation. This paragraph is to emphasize the sole authority under the Canons for the Bishop to dissolve a Parish. In States where a third party might not have the power to ratify the dissolution of a civil corporation, local counsel will be needed to tailor appropriate language which would include the canonical and civil concepts.
- Under the same section it was suggested that the person or group who have the primary duty to make sure of appropriate distribution of the assets of dissolved corporation be identified.

## ARTICLE VI

- Sec. 1 Any auxiliary Parish Organization which acts on behalf of the Parish, especially using the Parish name in the solicitation funds, must have the duty of accountability to the Parish. This is done by an annual report. Also, it would be improper for any such auxiliary Organization to collect funds ostensibly for Parish or Parish-related

purposes without the obligation of accountability and the use of those funds for Parish purposes. Finally, such Organization should not unreasonably withhold funds or deem themselves totally independent of the Parish.

A dissolution of a Parish naturally would entail the dissolution of all auxiliary Organizations. Please note these provisions would not apply to local chapters of nationally-affiliated organizations.

## **ARTICLE VII**

Sec. 1 This section has been expanded to allow either the election or assignment of the representatives. The appropriate option should be chosen.

## **ARTICLE VIII**

Sec. 5 Some Parishes were not satisfied with the wording of this final paragraph. We consider it suggestive. The adoption paragraph should contain the following:

- a) date when adopted by Parish;
- b) at what type of Meeting, indicating due notice was given and a quorum was present;
- c) date ratified by the Bishop for effectiveness; and
- d) a statement that prior Bylaws are revoked.

# APPENDIX A

## LETTER OF TRANSFER

This is to Certify  
that the person(s) whose name(s) appear(s) below is (are) registered at

\_\_\_\_\_ Orthodox Church,

\_\_\_\_\_  
(Address of Church) .

in the Diocese of \_\_\_\_\_, as

Communicants in Good Standing      Date of Birth      Activities in Parish

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_
4. \_\_\_\_\_

\_\_\_\_\_  
New Address & Telephone (if known)

I, the undersigned, do hereby transfer the above-named Member(s) to the  
spiritual charge of the Rector of the Parish of \_\_\_\_\_

in the Diocese of \_\_\_\_\_.

Given under my hand (and seal), this \_\_\_\_\_ day of  
\_\_\_\_\_, A.D., \_\_\_\_\_.

(Signed) \_\_\_\_\_  
(Rector)

Additional comments on the back of this form.