

Notice of Proposed Bylaws Revision

The Parish Council has recommended adoption of the below Motion to Revise the Parish Bylaws at the 2018 Annual Meeting to be held on Sunday, February 4, 2018. The primary purpose of the proposed revisions is to bring our Parish Bylaws into conformity with the OCA Statute. If you have any questions or would like to propose a change in wording to the attached proposed revision, you are encouraged to email both Claire Nobles (sophia.nobles96@gmail.com) and Elena Forrest (elena_forrest@yahoo.com) **prior** to the Annual Meeting to allow adequate time for addressing your question and/or proposed amendment.

Motion to Revise the Parish Bylaws

With the primary purpose of bringing our Parish Bylaws into conformity with the OCA Statute, I move to revise the Parish Bylaws of the Russian Orthodox Church of St. Nicholas, of Washington, District of Columbia, as set forth in the document attached to the written Motion to Revise the Parish Bylaws, which was distributed at the 2018 Annual Meeting of the Parish, provided that the Legal and Bylaws Committee is authorized to correct article and section designations, grammar, punctuation, and cross-references and to make such other formatting, technical, and conforming changes as may be necessary to reflect the intent of the Annual Meeting before presentation of the revised Bylaws to the Archdiocesan Authority.

PARISH BYLAWS

As Revised on February 4, 2018

THE RUSSIAN ORTHODOX CHURCH OF ST. NICHOLAS, OF WASHINGTON, DISTRICT OF COLUMBIA

ARTICLE I. General Provisions

1. The "Russian Orthodox Church of St. Nicholas, of Washington, District of Columbia," also known as St. Nicholas Cathedral (hereinafter the "Parish"), is incorporated in the District of Columbia.
2. As a church unit, it exists as a parish of the Orthodox Church in America (the "OCA"), of which the Headquarters and ruling Archbishop-Metropolitan are located permanently in the United States of America.
3. The organization and administration of a Parish are subject to the Statute of the Orthodox Church in America (the "OCA Statute"); the Bylaws of the Archdiocese of Washington, DC; and the Parish Bylaws approved by the Archdiocesan Authority. The Orthodox Church in general and the OCA in particular are hierarchical in structure.
4. The clergy for this Parish shall be appointed by the Church authority in accordance with the OCA Statute. The Parish Priest and all other Parish Clergy (including Associate Priests, the Assigned Deacon, and attached clergy) possess the rights and exercise the responsibilities stipulated for their order by the Sacred Canons, the Statute, and the directives of the Holy Synod and the Archdiocesan Authority.

ARTICLE II. Objectives of the Parish

1. To provide for and foster religious worship in accordance with the faith, teaching, and rites of the Orthodox Christian Church.
2. To be a local community of the Church having as its head a duly appointed priest and consisting of Orthodox Christians who live in accordance with the teaching of the Orthodox Church, comply with the discipline and rules of the Church, and regularly support their Parish. Being subordinate to the Archdiocesan Authority, it is a component of the Archdiocese.
3. The Parish shall maintain, beautify and operate a church building in Washington, D.C. to serve not only as a house of worship but also as a national war memorial church and shrine dedicated to perpetuating the memory of the Russian Orthodox who died in struggle for their Christian faith, and of those who made the supreme sacrifice of life in defense of freedom and the United States of America; this church will serve as the Primatial cathedral of the OCA.
4. The Parish shall promote the spirit of brotherhood and mutual helpfulness, and render charitable aid to the needy.

ARTICLE III. Rights of the Parish

1. As a non-profit entity, established in accordance with Section 501(c)(3) of the Internal Revenue Code of 1954 and incorporated in the District of Columbia, the Parish shall enjoy all the rights

provided by the applicable laws of the District of Columbia. It shall have the right to make bylaws and to elect persons to conduct its affairs, including officers and agents, and may, subject to limitations provided by law, take, receive, hold, sell, and convey real and personal property necessary for the purpose of the Parish, the income from which shall be applied to the purposes of the Parish. It may enter into contracts and other legal transactions, and may sue and be sued.

2. The Parish shall be entitled to representation at the All-American Council and Archdiocesan Assembly through delegates chosen in accordance with the OCA Statute and Archdiocesan Bylaws, respectively.

ARTICLE IV. Membership

1. Membership of this Parish shall consist of:
 - a. Parishioners;
 - b. Parishioners in Good Standing (also known as "Voting Members"); and
 - c. Honorary Parishioners in Good Standing.
2. A Parishioner is an individual of the Parish who has been Baptized and Chrismated and who professes the faith of the Orthodox Christian Church and otherwise qualifies as a Parishioner under the OCA Statute, and abides by the Parish Bylaws. A Parishioner in Good Standing is a Parishioner who, in addition:
 - a. is at least 18 years of age;
 - b. fulfills his/her annual financial obligations collected by the OCA and the Archdiocese ("Assessments");
 - c. submits a monetary pledge for the upcoming year, specifying an amount sufficient to cover his/her OCA and Archdiocesan Assessments plus an additional amount to support the Parish, and made in accordance with the most recent "Guidelines for Parishioner Stewardship" (the "Guidelines") established by the Parish Council;
 - d. prayerfully endeavors to fulfill his/her monetary pledge of support for the Parish, in keeping with his/her financial abilities and mindful of the needs and goals of the Parish and the Orthodox Church;
 - e. is registered as a Parishioner in the books of the Parish;
 - f. receives the Sacrament of Confession at least once a year in the Parish or, with the permission of the Parish Priest, elsewhere;
 - g. receives Holy Communion at least once a year in the Parish; and
 - h. has no canonical impediments to Parish membership.
3. In the event a Parishioner, through financial hardship, is willing but unable to fulfill the requirement in Article IV.2.b for a particular year, that Parishioner may petition to have this requirement waived by the Parish Council for that year, in accordance with the Guidelines. The petition must be: (i) in writing, (ii) addressed to a Clergy Member, and (iii) cover only a one-year period. The Clergy Member shall bring the case before the full Parish Council without naming the Parishioner. The Parish Council shall decide (by majority vote) whether or not to grant the petition for the specified one-year period based on the facts presented by the Clergy Member.
4. In addition to their monetary contributions, Parishioners are expected to give their time and talents to the Parish.
5. Parishioners shall have the right to participate in the religious and charitable activities of the Parish and to be present at assemblies of the Parish. Parishioners in Good Standing and Honorary Parishioners in Good Standing may, in addition to the foregoing, take part in the discussions at

such assemblies of the Parish and have the right to vote at such assemblies, provided, however, that for a Parishioner to be a Parishioner in Good Standing eligible to vote at assemblies during the upcoming calendar year, the pledging, registration, sacramental and financial obligations for the current year must be satisfied on or before December 31 of the current year.

6. A Parishioner who fails to satisfy any of the obligations in accordance with Article IV.2 and IV.3, above, shall automatically cease to be a Parishioner in Good Standing.
7. Any new Parishioner may become a Parishioner in Good Standing provided that:
 - a. He/she submits a formal request in writing;
 - b. The request is formally approved by a priest of this Parish who will vouch for the canonical status of the applicant; and
 - c. He/she complies with the pledging, registration, sacramental and financial requirements under Article IV.2 and IV.3, which will render the new Parishioner eligible to vote at Parish assemblies during, but not before, the upcoming calendar year. An exception to this deferral of voting rights will be made for any new Parishioner who fully satisfies the current year's obligations (that otherwise would have been due by December 31 of the prior year under Article IV.3.) by June 30 of the current year, which will render the new Parishioner eligible to vote at Parish assemblies held during the remainder of the current year. Thereafter, the new Parishioner will be responsible for the obligations as required by Article IV.2 and IV.3.
8. Persons who have rendered meritorious service to the Parish may be elected Honorary Parishioners in Good Standing at an assembly of the Parish by a vote of three-quarters of the total votes cast. Honorary Parishioners in Good Standing shall enjoy the rights and privileges of Parishioners in Good Standing but are not required to satisfy the pledging and financial requirements as stated in Article IV.2 and IV.3.

ARTICLE V. Parish Assemblies

1. Organization and administration of the Parish shall be in accordance with the principles of the OCA Statute, the decisions of the All-American Council, and the Parish Bylaws.
2. The Fiscal Year of the Parish shall begin on the first day of January and end on the thirty- first day of December of the same calendar year.
3. An Annual Assembly of the Parish shall be held within the first quarter of each Fiscal Year, subject to possible rescheduling for good cause. The Annual Assembly of the Parish shall be held on such day and such hour and place as the Parish Council shall designate. All Annual Assemblies of the Parish must be announced by a Clergy Member (as defined below) from the Ambo on three consecutive Sundays prior to the Annual Assembly and published in the Parish Bulletin that is issued on those same Sundays. (If the Annual Assembly is held on a Sunday, that Sunday will be considered the third Sunday, with regard to the announcements from the Ambo and in the Parish Bulletin.) The Parish Priest (or the Archdiocesan Bishop, at his discretion) shall be the chairman of all Annual Assemblies.
4. Special Assemblies of the Parish may be called by (a) the Parish Priest together with a majority of the Parish Council or (b) the Archdiocesan Bishop to consider matters of specific concern or whenever they are requested to do so, in writing, by (1) at least twenty Parishioners in Good Standing who shall state in writing the purpose of said assembly, or (2) by the Auditing Committee (concerning exclusively financial issues). In either case, the assembly shall be called

within thirty days of the written request. If the Auditing Committee requests a Special Assembly of the Parish but the President and Parish Council fail to call it within thirty days of such request, the Auditing Committee is authorized to call the Special Assembly of the Parish. All Special Assemblies of the Parish must be announced by a Clergy Member (as defined below) from the Ambo on three consecutive Sundays prior to the assembly and published in the Parish Bulletin that is issued on those same Sundays. (If the Special Assembly is held on a Sunday, that Sunday will be considered the third Sunday, with regard to the announcements from the Ambo and in the Parish Bulletin.) The Parish Priest (or the Archdiocesan Bishop, at his discretion) shall be the chairman of all Special Assemblies.

5. At all assemblies of the Parish, a presence (actual or by proxy) of one-fifth of the Parishioners eligible to vote (that is, one-fifth of the Parishioners in Good Standing and Honorary Parishioners in Good Standing) shall be required to form a quorum. No business may be conducted at a Parish Assembly unless a quorum, as defined in this paragraph, is present in person or through proxies.
6. Voting by proxy is permitted, but limited to one vote only; that is, each Parishioner in Good Standing and each Honorary Parishioner in Good Standing present at the assembly may hold the proxy of one other Parishioner in Good Standing or Honorary Parishioner in Good Standing.
7. Notice of the time and place of any assembly of the Parish shall be given by mailing such notice to each Parishioner at his or her last known address or delivering the same to him or her personally at least one week, but not more than six weeks, prior to such assembly. The Parish Council shall oversee the maintenance and verification of the official roster of the Parish's general and voting membership.
8. All matters or questions at the assemblies of the Parish shall be decided by a majority vote of Parishioners in Good Standing and Honorary Parishioners in Good Standing who are present (either in person or by proxy) and voting thereon, except that the vote of three-quarters of the Parishioners in Good Standing and Honorary Parishioners in Good Standing who are present (either in person or by proxy) and who vote on the question is required (a) to adopt, amend, or repeal the Bylaws, (b) to approve the sale, purchase, or improvement of real property, and (c) to elect Honorary Parishioners in Good Standing.
9. At the Annual Assembly and at Special Assemblies, the Parish is authorized to take such action as is not specifically assigned by the present Bylaws or by the laws of the District of Columbia to the jurisdiction of the Parish Council.
10. In addition to the matters referenced in Article V.8, decisions in the following matters shall be made only by the Parish at an Annual Assembly or Special Assembly, and not by the Parish Council:
 - a. Election of the President, Council Members, Deputy Council Members, and lay delegates and alternates to the All-American Council;
 - b. Petitions in the name of the Parish to the proper Church authorities, mentioned in Article I.2, for appointment and discharge of Parish clergy;
 - c. Approval of any loans or other contractual obligations in the name of the Parish, including contracts for capital repairs or alterations, in excess of 5% of the current annual budget;
 - d. Any changes to the financial investment strategy of the Parish (other than investments in interest-bearing savings accounts or certificates of deposit); and

e. The transfer of any interest in (or change of ownership) and the incurring of indebtedness or otherwise encumbering Parish funds or property, subject to the approval of the Archdiocesan Authority.

ARTICLE VI. Parish Council

1. The day-to-day business of the Parish shall be conducted by the Parish Council, whose elected members assist the Parish Priest in the administration of the Parish and in the execution of the decisions made at Parish assemblies. The Parish Council shall be responsible as well for the spiritual and material needs of the Parish and for the Parish's unity and connection with its Archdiocese and the OCA. The Parish Council shall be composed of: the Archdiocesan Bishop (who may also be serving as Metropolitan of the OCA) or his designated representative; the Parish Priest; and, to the extent any other priest is assigned (such clerics are, collectively, "Clergy Members"); the President; and 9 elected persons ("Council Members"). The persons comprising the Parish Council shall act collectively as a body and make all decisions by majority vote.
2. The Parish Priest or his clergy representative shall chair meetings of the Parish Council. The Archdiocesan Bishop, at his discretion, may chair such meetings in lieu of the Parish Priest or his clergy representative.
3. Only Parishioners in Good Standing who have been Parishioners in Good Standing for at least the two immediately preceding consecutive years are eligible to be a candidate for President or Council Member. Candidates are expected to be present at the election, barring unforeseen circumstances (which shall be conveyed to the Parish Priest and the President).
4. Terms of office.
 - a. The terms of office of the President and Council Members shall be approximately three years, beginning at the close of the Annual Assembly at which they are elected and ending upon the election of their successors at the third consecutive Annual Assembly thereafter (unless limited by Article VI.4.c). The terms of Council Members shall be staggered into three groups of three individuals so that each year only one-third of the Council Members' terms expire.
 - b. The terms of office of the First and Second Deputy Council Members shall be approximately one year, beginning at the close of the Annual Assembly at which they are elected and ending upon the election of their successors at the next Annual Assembly. A Deputy Council Member may participate as a voting Council Member in the event of absence of a Council Member for that particular meeting. Both Deputy Council Members may otherwise attend any Parish Council meeting as non-voting participants.
 - c. An individual may not serve on the Parish Council or as a Deputy Council Member for a period that exceeds six consecutive Annual Assemblies (approximately 6 years). This period shall take into account all service, whether as President, Council Member, or Deputy Council Member. This prohibition resets when the individual has served a hiatus period that spans at least the period between two consecutive Annual Assemblies.
 - d. The President or any Council Member/Deputy Council Member shall automatically be removed from office when he or she (a) ceases to be a Parishioner in Good Standing or (b) fails to attend at least one-half of the regularly scheduled Parish Council meetings in a calendar year.
 - e. In the case of a vacancy in the office of President through death, resignation, removal, or other causes, the Vice President shall serve as Acting President until the next Annual Assembly elects a new President for a full term.

- f. In the case of a vacancy in one of the Council Member seats through death, resignation, removal, or other causes, the First Deputy Council Member (followed by the Second Deputy Council Member in the event of a subsequent vacancy) shall fill the vacancy until the successor is elected at the next Annual Assembly.
5. Election of President, Council Members, and Deputy Council Members.
- a. At each Annual Assembly of the Parish, the Parish shall elect the one-third of the Council Members whose terms are about to expire, and any vacant Council Member seats with an unexpired term.
- b. The elections of (i) President and (ii) Council Members/Deputy Council Members shall be two separate elections and shall be by ballot. Parishioners in Good Standing and Honorary Parishioners in Good Standing (“Voting Members”) may not cast more than two ballots (one ballot for himself/herself and one ballot on behalf of another Voting Member by proxy, if applicable).
- c. The election of President shall be decided by plurality vote.
- d. In the election for Council Members and Deputy Council Members, Voting Members may cast up to as many votes as there are positions up for election (the three staggered three-year seats and any vacant seats with unexpired terms, plus the two Deputy Council Member seats), but may not cast more than one vote for a given candidate.
- e. The candidates for Council Member shall be ranked by the number of votes received in descending order.
- f. The candidates for Council Member with the three highest ranks (i.e. first, second, and third place) shall be elected to the three-year seats on the Parish Council. In the event there are any vacant seats with unexpired terms, the next highest-ranking candidates shall be elected first to any seats with two years of the term remaining, and the next highest-ranking candidates shall be elected to any seats with one year remaining. Then, the next highest-ranking candidate shall be elected First Deputy Council Member, and the next highest-ranking candidate after that shall be elected Second Deputy Council Member.
- g. In the event of a tie vote for President, or a tie vote that affects whether a candidate for Parish Council is elected to a seat with a three-year term, a vacant seat with an unexpired term, or a Deputy Council Member seat, the Parish Assembly shall conduct run-off elections as necessary to break the ties.
- h. Notwithstanding Article V.8 above, the Parish Assembly may, by two-thirds vote, suspend these Bylaws as they relate to (i) the manner of election/appointment for President, Council Members, and Deputy Council Members, and (ii) the eligibility of candidates for these offices.
6. A quorum of the Parish Council shall consist of a majority of its elected Members (Council Members and President) and at least one of its Clergy Members. In an emergency, a Clergy Member may designate a substitute representative to attend the meeting to satisfy the requirement of this Article VI.6.
7. The Parish Council shall:
- a. Keep, control, and manage the properties, assets, and revenues of the Parish in accordance with these Bylaws and directives and resolutions made at Parish assemblies for the use, purpose, and benefit of the OCA;
- b. Direct the general, financial, and business policies of the Parish;
- c. Hire and discharge employees;
- d. Represent the Parish in and out of court;
- e. Prepare an annual budget for presentation to the Annual Assembly and oversee such budget;

- f. Submit at the Annual Assembly a report of Parish activities since the prior Annual Assembly;
 - g. Determine who shall be authorized on behalf of the Parish to sign checks, bills, notes, contracts, resolutions of the Parish, and other documents; and
 - h. Organize and sponsor concerts, lectures, bazaars, and other undertakings for the material benefit of this Parish, for charity, or for dissemination of the Orthodox faith.
8. The Parish Council shall elect officers from among its elected members, as follows:
 - a. A Vice-President;
 - b. A Treasurer; and
 - c. A Secretary.

These officers of the Parish Council shall serve a term of one year or until his/her successor is installed. A Parish Council officer may be re-elected and serve for successive years during his or her term on the Parish Council. The President of the Parish may not hold any of these other offices on the Parish Council.
9. The Parish Council shall appoint such other Council officers as the Council or Parish may deem necessary.
10. All meetings of the Parish Council shall be open to all Parishioners in Good Standing and to any clergymen who serve in the Parish or are otherwise associated with the Parish.
11. The Parish Council shall meet as required to conduct the necessary business of the Parish, endeavoring to hold regular monthly meetings. Meetings may be called by the Archdiocesan Bishop, the Parish Priest or his clergy representative, or the President. Parish Council meetings may also be called upon written petition of at least 3 of the elected Council Members, directed to the Parish Priest or the President, stating the purpose of said meeting. Any form of notice is acceptable for any Parish Council meeting. If by mail, notice must be sent first class at least 7 days prior to the meeting, and if by electronic mail or by telephone, notice must be provided at least 24 hours in advance of the meeting time.
12. Upon request of the President, votes on Parish Council matters may be conducted via e-mail without calling a meeting. Electronic (via e-mail) or telephonic notices of the question to be decided, the need to vote by e-mail, and the e-mail address to which votes must be sent, must be provided to all Council Members at least one full business day before the votes are due and tallied. A determination by a majority of all members of the Parish Council, as reflected in e-mail communications, shall constitute a valid vote of the Parish Council, provided there was proper notice of the request for an electronic (e-mail) vote. The results shall be reported by email, if reasonably possible, and at the next regularly-scheduled Parish Council meeting.

ARTICLE VII. Auditing Committee

1. At the Annual Assembly, the Parish shall elect the Auditing Committee consisting of three Parishioners in Good Standing who are not members of the Parish Council. Each Auditing Committee member shall serve for a term expiring at the next Annual Assembly or until his/her successor is elected.
2. The members of the Auditing Committee shall elect a presiding officer (Chairman) from among themselves. The Parish Council shall fill any vacancies occurring between Annual Assemblies.

3. The Auditing Committee shall audit the financial activities of the Parish each Fiscal Year, including the books, vouchers, cash, and other financial records of the Parish. The Auditing Committee shall submit a report on the results of the annual audit to the Parish at the Annual Assembly.
4. The Auditing Committee shall be authorized by its own initiative to audit the books, vouchers, cash, and other financial records of the Parish at any time.

ARTICLE VIII. Dissolution of the Parish

1. In the event of dissolution of the Parish all liturgical and ritual items shall be surrendered to the Archdiocesan Bishop or such person as he shall designate in accordance with the OCA Statute and the Internal Revenue Code.
2. The Parish Council shall pay or make provision for the payment of all of the liabilities of the Parish from Parish assets.
3. All Parish assets shall go only to organizations organized and operated exclusively for charitable, educational, or religious purposes and which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.
4. Assets shall not inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except as reasonable compensation for services rendered.
5. Any assets not otherwise disposed of shall become the property of the Archdiocese of the Washington, or its successor.

ARTICLE IX. Miscellaneous

1. The meetings of the Parish Council, the Annual Assemblies of the Parish, and any Special Assemblies shall be conducted in accordance with Robert's Rules of Order.
2. Amendments and revisions to these Bylaws become effective upon being duly approved by the Archdiocesan Authority, as defined by the OCA Statute.
3. In the case of conflicts or disorder within the Parish or the Parish Council, the Archdiocesan Bishop is to take all necessary measures consistent with the Holy Canons.

Approved and Signed by _____ Date _____

Name and Title