

**ASSEMBLY OF CANONICAL ORTHODOX BISHOPS  
OF NORTH AND CENTRAL AMERICA**

**BYLAWS**

**Adopted September 12, 2012**

**Article 1  
GENERAL**

Section 1.1 Name. The name of the Corporation is “Assembly of Canonical Orthodox Bishops of North and Central America” (hereinafter referred to as “**the Corporation**”).

Section 1.2 Nonprofit Religious Purposes. The Corporation is organized and shall be operated exclusively as a nonprofit, religious organization dedicated to the purposes stated in the Articles of Incorporation. The Corporation is a religious corporation which in all its operations, activities, and staffing is organized for manifesting the unity of Orthodox Christianity, the development of common action of all the Orthodox Christians within North and Central America to address the pastoral needs of Orthodox Christians living in the region, a common representation of all Orthodox Christians vis-à-vis people of other religious traditions and the wider society in the region, the cultivation and enhancement of administrative cooperation, theological scholarship, and ecclesiastical education, and other related purposes.

Section 1.3 The Chambesy Decision. The Decision adopted by The Fourth Pre-Conciliar Pan-Orthodox Conference held in Chambésy, Switzerland on June 6-13, 2009 (hereinafter referred to as the “**Decision**”), a copy of which is attached as Exhibit 1, is incorporated into and made a part of these Bylaws. All references to “Episcopal Assembly” or “Assembly” (singular or plural) in the Decision shall apply to the Corporation. In the event of any inconsistency between a provision of these Bylaws and the Decision, the provisions of the Decision shall govern, to the extent not inconsistent with applicable law.

Section 1.4 The Chambesy Rules. The Rules adopted by The Fourth Pre-Conciliar Pan-Orthodox Conference held in Chambésy, Switzerland on June 6-13, 2009 (hereinafter referred to as the “**Rules**”), a copy of which is attached as Exhibit 2, are incorporated into and made a part of these Bylaws. All references to “Episcopal Assembly” or “Assembly” (singular or plural) in the Rules shall apply to the Corporation. In the event of any inconsistency between a provision of these Bylaws and the Rules, the provisions of the Rules shall govern, to the extent not inconsistent with applicable law.

Section 1.5 Authority. The decisions of the Assembly shall not interfere with the responsibility of each Bishop for his eparchial jurisdiction, or restrict the rights of his Church, including its relations with international agencies, governments, civil society, mass media, other legal undertakings, national and treaty organizations, as well as other religions.

**Article 2  
OFFICES**

Section 2.1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent with the District of Columbia.

Section 2.2 Principal Office. The principal office of the Corporation shall be located at such place as shall be determined by the Executive Committee.

Section 2.3 Additional Offices. The Corporation may also have offices at such other places as the Executive Committee may from time to time determine and the business of the Corporation may require.

### **Article 3 MEMBERSHIP**

Section 3.1 Classes of Membership. The Corporation shall have a single class of membership. Pursuant to Section 2(b) of the Decision and Article 1 of the Rules, Members shall be comprised of all active Orthodox Bishops in North and Central America who are in canonical communion with all the local Autocephalous Orthodox Christian Churches. Those Orthodox Bishops who do not reside in North and Central America, but who have pastoral ministry in parishes in North and Central America, shall also be Members. Retired Bishops and Bishops visiting in the United States of America who are in canonical communion with all the local Autocephalous Orthodox Churches may be invited to participate in the Member meetings, but without voting rights.

Section 3.2 Voting Rights of Members. The Members shall have the right to vote on the following matters:

- (a) amendment of the Articles of Incorporation,
- (b) all decisions regarding a successor entity of the Corporation,
- (c) a proposed sale or transfer of all, or substantially all, of the Corporation's assets other than in the usual and regular course of business,
- (d) the dissolution of the Corporation, and
- (e) all other corporate and legal matters brought before the Members pursuant to the Decision, the Rules, or by the Executive Committee.

Decisions of the Members regarding item (a) above shall be made by two-thirds (2/3) majority. Decisions of the Members regarding items (b), (c), and (d) above shall be made by consensus. Decisions of the Members regarding all other corporate and legal matters of the Corporation shall be made by a majority vote, except as otherwise stated in these Bylaws or as required by law. All references to numbers of Members required for voting in these Bylaws shall be in reference to the number of Members present at a duly called meeting of the Members where there is a quorum present.

Pursuant to Section 2(c) of the Decision and Article 10 of the Rules, decisions of the Members on all other issues, including church, ecclesiastical, theological, and doctrinal issues, shall be made by consensus, except as otherwise stated in these Bylaws or as required by law.

Section 3.3 Meetings of Members. Pursuant to Article 7 of the Rules, the Members shall meet once a year at such time and place set by the Chairman in consultation with the two Vice Chairmen. The Members may meet as often as it is deemed necessary by the Executive Committee or at the written request that shows cause of at least one-third of the Members of the Assembly. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 3.4 Notice of Member Meetings. Written notice of each meeting of the Members shall be given by or at the direction of the Chairman, or persons calling the meeting, to each Member of record entitled to vote at such meeting at the time notice is given. Pursuant to Article 7(3) of the Rules, such notice shall, in the absence of exceptional circumstances, be sent two months in advance (unless another period of notice is required by law). Such notice shall state the place, day, and hour of the meeting. Written notice may be given by personal delivery or mail to each Member's address as provided by such Member to the Corporation or, absent such address, then at such address as reasonably presumed to be

his address by the corporation after a reasonable attempt to determine the same by the Secretary. A person who becomes a Member of the Corporation prior to any Member meeting shall be entitled to vote at such meeting even if he became a Member after notice of such meeting was given.

Section 3.5 Meeting Agendas. Pursuant to Article 7 of the Rules, notices of the Member meetings are to be accompanied by the agenda items and related documents, which shall be sent two months in advance of such meetings (unless another period of notice is required by law). The agendas must be approved at the first session of the Assembly by means of a majority vote of the Members present. The agendas shall only be amended by a decision of the Members present, by means of a majority of such Members.

Section 3.6 Waiver of Notice. Whenever any notice of the meetings of the Members is required to be given by statute or by these Bylaws, a written waiver of notice signed by the person or persons entitled to receive said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance at a meeting by a person entitled to receive notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 3.7 Quorum. Pursuant to Article 8 of the Rules, a majority of Members shall constitute a quorum at a meeting of the Members.

Section 3.8 No Proxy Voting. Members shall not be permitted to vote by proxy.

Section 3.9 Unanimous Consent Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Members may be taken by unanimous consent without a meeting, by means of telephone, mail, facsimile, electronic transmission, or in any other means of communication the Members shall decide. However, a written consent setting forth the action so taken, signed by all the Members, must be filed with the minutes of proceedings of the Members.

## **Article 4 EXECUTIVE COMMITTEE**

Section 4.1 Number, Appointment, and Term. Pursuant to the Rules and the Decision, the Executive Committee shall consist of the Officers of the Corporation and such other Members of the Corporation as mandated by the Rules and Decision. The term of each Executive Committee member shall continue so long as each such member continues to serve in his respective jurisdictional position designating him as a member of the Executive Committee pursuant to the Rules and the Decision.

Section 4.2 Powers. The property, affairs and business of the Corporation shall be managed by the Executive Committee, which shall be the “Board of Directors” of the Corporation for purposes of District of Columbia law. Each Executive Committee member shall be a “director” for purposes of District of Columbia law. Except as otherwise provided in these bylaws or expressly directed by the Members, the Executive Committee shall have the full and complete authority, power and discretion to manage and control the property, affairs and business of the Corporation and to exercise all powers of the Corporation and do all such lawful acts and things as are not prohibited by a decision of the Members or by statute or the Articles of Incorporation. The Executive Committee shall manage the financial affairs of the Corporation pursuant to an annual budget approved by the Members and in accordance with financial policies and procedures developed by the Committee for Financial Affairs and approved by the Members.

Section 4.3 Transactions with Interested Parties. No contract or other transaction between the Corporation and one or more of its Members, Officers, members of the Executive Committee, or family members thereof (hereinafter “**Interested Parties**”), or between the Corporation and any other entity of which one or more Officers or Executive Committee members are also Interested Parties or in which Interested Parties are financially interested, shall be either void or voidable because of such relationship or interest, because such Interested Parties are present at the meeting of the Executive Committee or a committee thereof, which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Executive Committee or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such Interested Parties; or
2. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Executive Committee or a committee.

Common or interested Executive Committee members may be counted in determining the presence of a quorum at a meeting of the Executive Committee which authorizes, approves, or ratifies such contract or transaction.

Section 4.4 Conflicts of Interest Policy. The Executive Committee shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by, Members, Officers, Executive Committee members, senior management, and employees, and permit the disinterested Executive Committee members to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation.

Section 4.5 No Compensation of Executive Committee Members. Executive Committee members and members of any committee of the Executive Committee shall not receive compensation for their services as Executive Committee members or as members of any such committee. Executive Committee members shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

## **Article 5**

### **MEETINGS OF THE EXECUTIVE COMMITTEE**

Section 5.1 Meetings and Notice. The Executive Committee shall meet whenever necessary at the invitation of the Chairman or at the written request that shows cause of one-third of the Executive Committee members.

Notice of Executive Committee meetings shall, in the absence of exceptional circumstances, be sent at least one week in advance. Notices of the Executive Committee meetings are to be accompanied by the agenda items and related documents. Meetings of the Executive Committee may be held at such time and place either within or outside the District of Columbia as determined by the Executive Committee.

As a matter of internal regulation permitted by Article 12.1 of the Rules, the Chairman, in consultation with the Vice-Chairmen, shall have the authority to invite other Members to attend the Executive Committee meetings.

Section 5.2 Waiver of Notice. Whenever any notice is required to be given by law or under the provisions of the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the

person or persons entitled to receive said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 5.3 Quorum. Pursuant to Article 8 of the Rules, a two-thirds majority of Executive Committee members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Executive Committee members present and voting at a duly constituted meeting of the Executive Committee shall be the act of the Executive Committee, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

Section 5.4 Unanimous Consent Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Committee or by a committee thereof may be taken by unanimous consent without a meeting, by means of telephone, mail, facsimile, electronic transmission, or in any other means of communication the Executive Committee members shall decide. However, a written consent setting forth the action so taken, signed by all the members of the Executive Committee or of a committee, as the case may be, must be filed with the minutes of proceedings of the Executive Committee or the committee.

Section 5.5 Participation by Conference Telephone. Executive Committee members or members of any committee designated by the Executive Committee may participate in a meeting of the Executive Committee or such committee by means of telephone or video conference, or similar communications equipment whereby all persons participating in the meeting can collegially communicate with each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of telephone or video conference or similar communications equipment, the minutes recording any action taken at such meeting shall also note who participated in person and who participated by alternative communications.

## **Article 6 OFFICERS**

Section 6.1 Number and Positions. Pursuant to Section 2(b) of the Decision and Article 4 of the Rules, the Officers of the Corporation shall be the Chairman, two Vice-Chairmen, a Secretary, and a Treasurer, and any other positions of responsibility that the Members of the Assembly may designate.

The Chairman is *ex officio* the first among the Bishops in the order of the Diptychs of the Holy Orthodox Churches. The Vice-Chairmen are *ex officio* from the Members of the Assembly, from the next ranking Churches, in accordance with the order of the Diptychs of the Holy Orthodox Churches.

The Secretary, Treasurer and other positions of responsibility shall be chosen from among the Members by at least a majority vote of the Members.

Section 6.2 Term of Office. The Secretary and Treasurer shall serve a three (3) year term, with the possibility of serving successive terms at the discretion of the Members, or until their successors are chosen by the Members in their stead. The Secretary and Treasurer may be removed at any time with or without cause when, in the sole judgment and discretion of the Members, it is determined by at least a two-thirds majority vote of the Members that such person should no longer serve in such capacity. If the position of Secretary or Treasurer becomes vacant, the Members shall choose another person to fill it for the remainder of the three-year term.

In case of the absence or disability of an Officer, or in any other case that the Executive Committee may deem sufficient reason therefore, the Executive Committee, by a majority vote of the remaining Officers, may delegate any or all of the powers or duties of any Officer to any other Officer, Executive Committee member, or any other Member until a successor to such position is reappointed by the Members.

Section 6.3 Executive Committee Chairman. The Chairman shall be the chief executive officer of the Corporation and have the typical rights, duties, and powers of a chief executive of a religious, nonprofit corporation, subject to any limitations or restrictions established by a majority vote of the Members. Pursuant to Article 4 of the Rules and Section 6 of the Decision, the Chairman shall convene and preside over Assembly meetings and direct the work of the Assembly. The Chairman shall also convene and preside over meetings of the Executive Committee, and have such other rights, duties, and powers as are authorized by the Rules and by the Members or the Executive Committee from time to time.

Section 6.4 Executive Committee Vice-Chairmen. The Vice-Chairmen shall have such rights, duties, and powers as are implied in the office of Vice-Chairmen and are authorized by the Rules and by the Members or the Executive Committee from time to time. In the Chairman's absence, the Vice-Chairmen shall preside at meetings.

Section 6.5 The Secretary. The Secretary shall be responsible for preparing or supervising the preparation of the minutes of the meetings of the Executive Committee and of the Members, and shall perform like duties for the standing committees when requested. The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Executive Committee and shall have such other rights, duties, and powers as are authorized by the Executive Committee from time to time. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Executive Committee, affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of the Secretary, or by the signature of the Treasurer or an assistant secretary. The Secretary shall be responsible for maintaining and authenticating the records of the corporation required to be kept by law.

The Secretary may establish a "Secretariat" comprised of clergy or lay consultants and activity coordinators appointed by the Secretary. The Secretariat shall serve as an extension of the office of the Secretary to: (i) to assist the Secretary in the correspondence and administration of the business of the Corporation; (ii) to support the various Committees in their work; and (iii) to coordinate activities and communications between the Members and other agencies and organizations.

Section 6.6 The Treasurer. Except as the Members may otherwise determine, the Treasurer shall deliver all funds and securities of the Corporation which may come into his hands to such bank or trust company as the Executive Committee shall designate as a depository and shall supervise the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Executive Committee or the Members, taking proper vouchers for such disbursements, and shall render to the Executive Committee or the Members, as applicable, at the regular meetings of the Executive Committee or the Members or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also have such other rights, duties, and powers as are authorized by the Executive Committee or by the Members from time to time.

**Article 7**  
**COMMITTEES, ADVISORY BOARDS, AND HONORARY OFFICERS**

Section 7.1 Committees. Pursuant to Article 11 of the Rules, special and standing committees of the Corporation may be formed from time to time by the Members. Committee members and committee chairmen shall consist solely of Members of the Corporation. Such committee members and committee chairmen shall be appointed by the Executive Committee. Each committee chairman may appoint consultants from the clergy or laity to serve the committee. Rules governing procedures for meetings of any committee shall be established by the Members, or in the absence thereof, by the committee itself.

Section 7.2 Committee for Financial Affairs. The Corporation shall have a “Committee for Financial Affairs” consisting of such Members as appointed by the Executive Committee. This committee shall be responsible for preparing the annual budget of the Assembly for approval by the Members pursuant to Section 8.6. It shall also be responsible for such other matters as directed by the Members, including but not limited to, determining the means whereby the activities of the Assembly will be financed, overseeing fundraising and development, developing standards related to the financial operation and practices of the Assembly. The Treasurer of the Corporation shall be the chair of the Committee for Financial Affairs.

Section 7.3 Advisory Boards. The Members may create one or more advisory boards, for such terms as deemed fit by the Members. Such advisory boards shall have no vote or governance role, but shall serve the Members in specified advisory capacities.

Section 7.4 Advisers and Experts. Pursuant to Article 11 of the Rules, advisers and experts may be invited to participate in the meetings or work of the Members or the Executive Committee, without voting rights.

**Article 8**  
**FISCAL MATTERS**

Section 8.1 Deposits. The Executive Committee shall select banks, trust companies, or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

Section 8.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers or such other persons as the Executive Committee may from time to time designate.

Section 8.3 Fiscal Years. The fiscal year of the Corporation shall be the calendar year unless otherwise changed by a majority of the Members.

Section 8.4 Contracts. The Members or the Executive Committee may authorize any Officers or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific purposes or instances.

Section 8.5 Corporate Seal. The Corporation may have a seal in the form determined by the Executive Committee. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word “SEAL” beside the signature of an authorized Officer of the Corporation.

Section 8.6 Annual Budget. The Corporation shall administer its finances in accordance with an annual budget as approved by a majority of the Members.

## **Article 9 INDEMNIFICATION**

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he is or was a Member, Executive Committee member, or Officer, employee, consultant, advisor, volunteer, or agent of the Corporation, shall be indemnified by the Corporation, and the Corporation may advance his related expenses, to the full extent permitted by state law and as permitted by organizations described under Internal Revenue Code Section 501(c)(3).

The Corporation must purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Members, Executive Committee members, Officers, employees, consultants, advisors, volunteers, and agents.

## **Article 10 RELIGIOUS CORPORATION**

To be consistent with its Orthodox Christian religious mission, the Corporation shall not: (a) establish any policies, engage in any activities, or otherwise operate in any manner that conflicts with its religious purposes; or (b) elect or appoint any Officer, or hire or continue to employ any employee who, upon request, refuses to affirm any statement of faith or statement of mission promulgated by the Corporation, or has acted in a manner inconsistent with the Orthodox Christian religious mission of the Corporation, and has not fully and properly repented of such action.

Upon dissolution of the Corporation, the Executive Committee shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation in furtherance of religious purposes within the meaning of Section 501(c)(3) of the Code in such manner, or to such organization or organizations organized and operated exclusively for religious purposes, that at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Executive Committee and Members shall determine. Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

## **Article 11 AMENDMENTS**

These Bylaws may be amended, altered, or repealed upon a two-thirds majority vote of the Members. However, those provisions that require consensus decision by the Members may only be amended, altered, or repealed by consensus of the Members.