



The Parish  
By-laws of  
Saint Paul the Apostle  
Orthodox Christian Church  
Dayton, Ohio

As amended 14 March 2004

## **PREAMBLE**

St. Paul the Apostle Orthodox Church, located in Dayton, Ohio is a Parish in the autocephalous Orthodox Church in America, and incorporated as a religious (not-for-profit) corporation in the State of Ohio, on August 1, 1985.

As the local community of the Church, the Parish exists for the purpose of worshiping God according to the Holy Scriptures and Traditions 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 of 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 by 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 I 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 the 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 six month period, and
- (e) regularly fulfill such financial obligations as may be established by the Parish

### **Section II 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, 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 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 these 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 the 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; issues 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 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 4 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 2nd Sunday in the 11th month of every year (following the celebration of the Divine Liturgy) for the purpose of electing members of 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 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 50% of the voting members of the parish.

When 50% of the members of the congregation shall call a Meeting, they shall file with the President of the Parish Council at least 3 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 of 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 matters to be acted upon at said Meeting.

### **Section 2 Quorum**

The quorum for all Parish Meetings shall be 50% plus one (1) of voting members enrolled at the end of the calendar year preceding the date of the Meeting. *(Adopted by parish on 14 March 2004)*. 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 these 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 expenditures be made with the approval of less than 50% of all voting members of the Parish.
- (c) Parishioners may vote and be counted as present at the Annual Parish Meeting or at special meetings by using a written, signed absentee ballot. The ballots may be mailed in to the church office, hand delivered at the church office, or faxed to the church office, with the signature of the voting member. Absentee ballots may be used on any issue or for any election which is known in advance of the meeting. Ballots must be turned in to the church office prior to the meeting. *(Adopted by parish on July 25, 1999)*

## **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
- (8) 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, these 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 seven (7) members.
- (b) The election of members of the Parish Council shall take place at the regular Parish Meeting on an annual 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 two (2) years.
- (b) The term of office of the elected officer, as defined in Section 8, shall be one (1) year.
- (c) No member of the Parish Council may serve more than four (4) consecutive years.
- (d) In alternating years, three (3) then four (4) members shall be elected for a term of two (2) 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, confirmed, and installed.

## **Section 3 Composition**

- (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.

## **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 1 and Article IV, Section 1 d), 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**

- (a) Any vacancy which occurs shall be filed by the Parish Council by electing a successor therefore with confirmation by the Rector, for the remainder of the vacated term.

## **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 tending 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.
- (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 matter 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 Bylaw, 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 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, or submitting written absentee ballots to 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 such action be taken with the approval of less than 50% 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**

The 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, preferable within the state of incorporation, or with 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 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.

(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 assign 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 Department delegates to the All-American Council and 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**

The Parish Bylaws may be altered or amended by a two-thirds (2/3) majority vote of the voting members of the Parish who submit absentee ballots to or who are 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 statements, 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 those 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 person 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 8th day of February 1987, at which the appropriate quorum was present, the Parish members having been duly notified, and have become effective on the 8th day of February 1987, by the approval of the Diocesan Bishop. They revoke, supplant and replace any and all Parish Bylaws, whether corporate or not, previously in use.