

**HOLY TRINITY CATHEDRAL**

San Francisco, California

**AMENDED AND RESTATED PARISH BYLAWS**

Effective as of September 19, 2001

## PREAMBLE AND DEFINITIONS

Holy Trinity Cathedral (the “**Parish**”), located in San Francisco, California, is a parish in the Diocese of the West (the “**Diocese**”) of the Orthodox Church in America (the “**OCA**”), and was incorporated in the State of California under the predecessor statute to the Nonprofit Religious Corporation Law, California Corporations Code §§ 9110 et seq. (the “**Code**”).

The Parish is primarily a spiritual body recognized by the canons and traditions, disciplines and regulations of the OCA. The Parish exists for the purpose of worshipping God according to the Holy Scriptures and Holy Tradition of the Holy Orthodox Church, to encourage union with God among members of the Parish, to provide religious education and charitable aid for the members of the Parish and the local community, and to defend and promote the Orthodox Christian Faith in America. The Parish shall be governed by the following Bylaws, which are intended to express the unity of the Holy Orthodox Tradition, as interpreted by the OCA, 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.

The organization and administration of the Parish are and always shall be subject to that certain Statute of the Orthodox Church in America, as adopted by the Second All American Council of October 19-21, 1971 (as amended, restated, superseded or otherwise modified from time to time, the “**OCA Statute**”), those certain Bylaws of the Diocese of the West, Orthodox Church in America, adopted and made effective as of [October 30, 1995](#) (as amended, restated, superseded or otherwise modified from time to time, the “**Diocesan Bylaws**”), and the administrative authority of the Diocese, as set forth in the OCA Statute and the Diocesan Bylaws. The manner in which the Parish derives ecclesiastical authority to function, and the Parish’s relationship with the OCA and the Diocese are more specifically set forth in the OCA Statute, the Diocesan Bylaws, and Section 6.4 of these Bylaws.

Capitalized terms used but not defined in these Bylaws shall have the meanings provided in the OCA Statute. Capitalized liturgical, sacramental or theological terms that are used but not defined in these Bylaws or in the OCA Statute shall have the meanings ascribed to them in traditional Orthodox faith and practice in the OCA.

As used in these Bylaws, the following terms shall have the following meanings:

“**All-American Council**” shall have the meaning provided in the OCA Statute.

“**All-American Council Representatives**” shall have the meaning provided in Section 4.8(e) of these Bylaws.

“**Alternate**” shall have the meaning provided in Section 4.1 of these Bylaws.

“**Annual Meeting**” shall mean the annual meeting of the Voting Members of the Parish, as described in Section 3.1(a) of these Bylaws.

“**Assigned Clergy**” shall mean those clergy, other than the Rector, who are assigned by the Bishop to the Parish and who are regularly and actively involved in the day-to-day ministry of the Parish.

“**Attached Clergy**” shall mean those clergy, other than the Rector, who are designated by the Bishop as being affiliated with the Parish.

“**Auditing Committee**” shall mean the financial review committee described in Section 4.8(d) of these Bylaws.

“**Auditing Committee Report**” shall have the meaning provided in Section 4.8(d) of these Bylaws.

“**Auxiliary Organization**” shall mean an organization created by the Parish Council pursuant to Section 4.8(c) of these Bylaws, together with any predecessor auxiliary organizations created under any prior bylaws of the Parish. The Auxiliary Organizations in existence as of the effective date of these Bylaws are: (1) Holy Trinity Cathedral Choir; (2) Holy Trinity Cathedral Sisterhood (formerly known as The Sisterhood of the Holy Trinity Eastern Russian Orthodox Cathedral); and (3) Holy Trinity Cathedral Fellowship.

“**Bishop**” shall mean the Diocesan Bishop (as defined in the OCA Statute) and his successors who shall be appointed to the office of Diocesan Bishop for the Diocese in accordance with the OCA Statute.

“**Bylaws**” shall mean the these Amended and Restated Parish Bylaws of Holy Trinity Cathedral, as they may be amended from time in accordance with the procedures set forth herein.

“**Capital Expenditures**” shall mean the expenditure of any Parish funds for capital assets, but shall exclude expenditures for maintenance and repair required to keep the property of the Parish in normal working order and improvements required for such purpose and included in the annual budget of the Parish.

“**Code**” shall have the meaning provided in the Preamble of these Bylaws.

“**Committee**” shall mean a committee created by the Parish Council pursuant to Section 4.8(b) of these Bylaws.

“**Deanery**” shall have the meaning provided in the Diocesan Bylaws.

“**District Dean**” shall have the meaning provided in the Diocesan Bylaws.

“**Diocesan Assembly**” shall have the meaning provided in the Diocesan Bylaws.

“**Diocesan Assembly Representatives**” shall have the meaning provided in Section 4.8(f) of these Bylaws.

“**Diocesan Bylaws**” shall have the meaning provided in the Preamble of these Bylaws.

“**Diocese**” shall have the meaning provided in the Preamble of these Bylaws.

“**Elected Member**” shall have the meaning provided in Section 4.1 of these Bylaws.

“**Election Confirmation**” shall have the meaning provided in Section 4.3(a) of these Bylaws.

“**OCA**” shall have the meaning provided in the Preamble of these Bylaws.

“**OCA Statute**” shall have the meaning provided in the Preamble of these Bylaws.

“**Parish**” shall have the meaning provided in the Preamble of these Bylaws.

“**Parish Council**” shall mean the board of directors of the Parish as described in Section 4.1 of these Bylaws.

“**Parish Council Meeting**” shall have the meaning provided in Section 4.6(a) of these Bylaws.

**“Parish Meeting”** shall mean a duly called meeting of the Voting Members of the Parish, and shall include Annual Meetings and Special Meetings.

**“President”** shall mean the president of the Parish Council, as described in Section 4.7(a) of these Bylaws.

**“Rector”** shall mean the priest assigned by the Bishop to serve as rector of the Parish.

**“Secretary”** shall mean the secretary of the Parish Council, as described in Section 4.7(c) of these Bylaws.

**“Special Meeting”** shall have the meaning provided in Section 3.1(b) of these Bylaws.

**“Treasurer”** shall mean the treasurer of the Parish Council, as described in Section 4.7(d) of these Bylaws.

**“Vice President”** shall mean the vice president of the Parish Council, as described in Section 4.7(b) of these Bylaws.

**“Voting Member”** shall mean a parishioner who meets all of the requirements set forth in Section 1.1 of these Bylaws.

## **ARTICLE I. PARISH MEMBERSHIP**

Section 1.1 **Voting Members**. In order to be eligible to vote at any Parish Meeting, a parishioner shall have fulfilled all of the requirements set forth in this Section 1 before the Parish Meeting. Such parishioner:

- a. Shall be a member of the Body of Christ (as such term is used in Article X, Section 5(a) of the OCA Statute)
- b. Shall be a Baptized and Chrismated Orthodox Christian;
- c. Shall be at least 18 years of age;
- d. Shall have partaken of the Sacraments of Private Confession and Communion in the Parish regularly in the 12 months immediately preceding the Parish Meeting, and shall have regularly been present for celebration of the Divine Liturgy at the Parish for at least 12 consecutive months prior to the date of the Parish Meeting;
- e. Shall have timely fulfilled all financial and other stewardship obligations established by the Diocese and the Parish;
- f. Shall not be a voting member of any other parish at the time of such Parish Meeting; and
- g. Shall not have been removed from voting membership pursuant to Section 1.3 below.

Section 1.2 **Transfer of Membership**. Notwithstanding the requirements of Section 1.1 of these Bylaws, a parishioner who was a voting member in another parish of the OCA and who transfers into the Parish in accordance with the procedures of the OCA and the Diocese shall be deemed to be a Voting Member of the Parish effective upon transfer.

Section 1.3 **Loss of Voting Membership**. If any parishioner who is a Voting Member fails to fulfill all of the requirements set forth in Section 1.1 set forth above, then the Parish Council, upon reviewing

and examining the matter may, with the Rector's written approval, suspend or revoke the voting privileges of any such parishioner.

## **ARTICLE II. THE PARISH CLERGY**

Section 2.1 Assignment; Vacancies. As provided in Article X, Section 4 of the OCA Statute, the Bishop shall have authority to assign, transfer or remove the Rector in accordance with the Canons, ecclesiastical procedures and needs of the Parish and the Diocese. The Rector shall not be removed and shall not resign his assignment without the specific permission of the Bishop.

Section 2.2 Responsibilities of Rector. The Rector shall have overall responsibility for the well-being of the Parish. The Rector shall:

- a. Serve the Parish's liturgical and sacramental needs according to Holy Orthodox Tradition, as interpreted by the OCA;
- b. Instruct members of the Parish in the tenets of the Orthodox Faith;
- c. Implement and be responsible for the religious education of the Parish;
- d. Strive to raise the level of spirituality, piety and morality of the Parish and stimulate church growth;
- e. Preside at all Parish Meetings;
- f. Keep and manage Parish records of Baptisms, Chrismations, Marriages, and Burials; report the statistics annually to the administrative authority of the Diocese;
- g. Report marriages performed to civil authority as the law may require;
- h. Act as the intermediary between the Parish and the Diocese;
- i. Keep the church seal;
- j. Implement decisions of the governing bodies of the OCA and Diocese, the Bishop and his designees, the Annual Meetings and Special Meetings of the Parish, and the Parish Council;
- k. Review and sign the minutes of the Annual Meetings and Special Meetings of the Parish and Parish Council Meetings;
- l. Assume responsibility for the supervision of Assigned Clergy and Attached Clergy; and
- m. Act as an ex officio member of all Committees created pursuant to Section 4.8(b).

Section 2.3 Compensation, Support and Welfare of Rector. To be free from material preoccupations and wholly committed to his sacred ministry, the Rector shall be adequately compensated by the Parish. The amount and terms of such compensation shall be determined prior to the commencement of the Rector's assignment and shall conform to the guidelines of the OCA and the Diocese for clergy compensation and benefits. Such compensation shall not be reduced without the prior express written consent of the administrative authority of the Diocese. The Parish Council shall annually review the adequacy of the Rector's compensation in accordance with applicable procedures of the Diocese then in effect. The Parish shall be responsible for the Rector's support and welfare until the Bishop removes him.

## ARTICLE III. PARISH MEETINGS

### Section 3.1 Meetings; Location; Notice.

- a. Annual Meeting. The Annual Meeting of the Voting Members of the Parish shall be held every year on a Sunday, no later than the first Sunday in February, immediately following the celebration of the Divine Liturgy. The purposes of the Annual Meeting shall be: (i) to elect the Parish Council, (ii) to elect the Auditing Committee, (iii) to elect the All-American Council Representatives and Diocesan Assembly Representatives, (iv) to address the matters specified in Section 3.4(b)(1), and (v) to transact such other business as may properly come before the Annual Meeting. If circumstances preclude having the Annual Meeting at its regularly appointed time, the Rector and the Parish Council shall select an alternate date and shall provide notice of the alternative date to the Voting Members in accordance with Section 3.1(d) below.
- b. Special Meetings. A Special Meeting of the Voting Members of the Parish may be called by (i) the Rector, (ii) the Parish Council, (iii) the Bishop or his designee, or (iv) not less than 10% of the Voting Members of the Parish. When 10% or more of the Voting Members shall call a Special Meeting, a representative of such group of Voting Members shall file with the Rector at least three weeks prior to the date of such Special Meeting a written request signed by them stating the purpose and agenda of such Special Meeting.
- c. Place of Meetings. All Annual Meetings and Special Meetings shall be held on the Parish premises.
- d. Notice of Meeting. Notice of all Annual Meetings and all Special Meetings shall be announced by the Rector from the ambo at the conclusion of the Divine Liturgy on three (3) consecutive Sundays prior to such Parish Meeting and shall be published in advance in the Parish bulletin. In addition, written notice, together with copies of all reports to be submitted for approval at such Parish Meeting, shall either be mailed by First Class U.S. Mail at the last known mailing address, or emailed to the last known email address, of all Voting Members at least eight (8) days prior to the date of the Parish Meeting. The agenda of the Parish Meeting shall be included in the notice. If the agenda includes any proposal for (i) Capital Expenditures, (ii) the purchase, sale, mortgage, lease or encumbrance of real property of the Parish, or (iii) the amendment of these Bylaws, the notice shall specify the nature of the proposal that may be acted upon at such Parish Meeting.

Section 3.2 Quorum. Any action taken at a Parish Meeting without a quorum of Voting Members present shall not be binding on the Parish or the Voting Members. Twenty-five percent (25%) of the Voting Members of the Parish shall constitute a quorum. The determination of a quorum shall only be required to be made once during the Parish Meeting; once a quorum has been established at a Parish Meeting, the decisions of the Voting Members decided at the Parish Meeting shall be binding on the Parish, even if a quorum is not present at the time any particular matter is voted upon. In the absence of a quorum at the start of a Parish Meeting, the Rector may adjourn the Parish Meeting for up to thirty minutes after the scheduled meeting commencement time until a quorum of Voting Members is present. In the absence of a quorum at a Parish Meeting after such thirty minute adjournment, the Parish Meeting shall be adjourned to a date determined by the majority of Voting Members present.

Section 3.3 Voting. A simple majority vote of the Voting Members present shall be required for action at any Parish Meeting except as otherwise provided in Section 5.2 (Real Property; Capital Expenditures), and Section 7.1 (Amendments to Bylaws) of these Bylaws. Voting Members shall not have the right to vote by proxy.

Section 3.4 Order of Meetings.

- a. Officers of Parish Meetings. The Rector shall chair and preside at all Parish Meetings unless he designates or appoints a vice-chair. Notwithstanding the foregoing, the Bishop shall have the right to appoint himself or his designee to chair and reside at any Parish Meeting. A secretary, who may be the Secretary of the Parish Council or any other person elected at the Parish Meeting, shall take and prepare the minutes of all Parish Meetings.
- b. Meeting Agendas. The agenda for the Parish Meeting shall be as follows:
  1. Annual Meeting.
    - (a) Opening Prayer;
    - (b) Determination of a quorum;
    - (c) Minutes of previous Annual Meeting;
    - (d) Reports;
    - (e) Auditing Committee Report;
    - (f) Elections:  
Parish Council (Elected Members and Alternates);  
Auditing Committee;  
All-American Council Representatives (and alternates);  
Diocesan Assembly Representatives (and alternates);
    - (g) Adoption of Parish budget;
    - (h) Unfinished business;
    - (i) New business;
    - (j) Adjournment;
    - (k) Closing Prayer
  2. Special Meeting.
    - (a) Opening Prayer;
    - (b) Determination of a quorum;
    - (c) Statement of purpose of Special Meeting;
    - (d) Resolutions;
    - (e) Adjournment;
    - (f) Closing Prayer

Section 3.5 Dissent; Required Approval. Two copies of the minutes of any Parish Meeting, signed by the secretary of the Parish Meeting and the Rector, including financial data and attached reports, if any, shall be sent to the administrative authority of the Diocese, with an additional copy to the District Dean, within thirty (30) days after such Parish Meeting.

- a. Dissent. In case of disagreement with one or more decisions of a Parish Meeting, a statement of dissent may be submitted in writing by the Rector, the Parish Council, or ten percent (10%) of the Voting Members present at the Parish Meeting, and shall be attached to the minutes.
- b. Diocesan Approval. After review of the minutes of the Parish Meeting minutes, the Bishop shall approve or disapprove the decisions and resolutions set forth in the minutes, including the results of Parish elections. If approved, the decisions and resolutions, including elections, shall become effective as of the date of approval. If disapproved, those decisions and resolutions, including elections, shall be remanded back to the Parish for correction or amendment. No decision or action of a Parish Meeting shall become

effective until approved by the Bishop in accordance with the Diocesan approval procedures then in effect.

#### **ARTICLE IV. THE PARISH COUNCIL**

Section 4.1 Function and Composition; Eligibility. The Parish Council shall function as the board of directors of the Parish. The Parish Council shall be composed of: (a) the Rector, ex officio, (b) any Assigned Clergy, ex officio, (c) six (6) members elected by the Voting Members of the Parish at a Parish Meeting (the “**Elected Members**”), (d) two (2) alternate members elected by the Voting Members of the Parish at a Parish Meeting (the “**Alternates**”), and (e) the administrative heads of the Auxiliary Organizations, ex officio. The members comprising the Parish Council described in clauses (a)-(e) may be collectively referred to as the “**Parish Council Members**.” Any Voting Member shall be eligible for election to the Parish Council; provided: (i) only one Voting Member of any household, including the Rector’s household, shall be eligible to concurrently serve as a Parish Council Member, and (ii) full-time paid employees of the Parish other than the Rector shall not be eligible to serve on the Parish Council.

Section 4.2 Election; Term of Office. Elected Members shall be elected at each Annual Meeting of the Parish for a two (2) year term. Alternates shall be elected at each Annual Meeting for a one (1) year term. Three (3) Elected Members and two (2) Alternates shall be elected at each Annual Meeting. Elected Members shall not serve more than two (2) consecutive terms.

Section 4.3 Confirmation and Installation.

- a. The secretary of the Annual Meeting shall attest by signature to the election of the Elected Members and Alternates and shall prepare for the Rector a list of the Elected Members and Alternates, together with any other relevant data with respect to their election (the “**Election Confirmation**”).
- b. The Rector shall validate the election of the Elected Members and Alternates by affixing the Parish seal and his signature to the Election Confirmation. The Rector shall forward the Election Confirmation, together with his recommendations concerning the elections results, to the Bishop for the Bishop’s approval.
- c. Upon written approval of the Election Confirmation by the Bishop, the Parish Council shall be installed in accordance with the “Office of Installation of Parish Council” (as defined in the Diocesan Bylaws) and its term of office shall begin. Incumbent Elected Members and Alternates shall hold office until their successors are duly elected, qualified, confirmed and installed.

Section 4.4 Removal.

- a. Any Elected Member or Alternate who ceases to be a Voting Member of the Parish shall automatically cease to be a Parish Council Member.
- b. The absence of any Elected Member or Alternate from one or more Parish Council Meetings without good cause shall render him or her subject to dismissal by the Parish Council.
- c. The dismissal of any Elected Member or Alternate pursuant to Section 4.4(b) shall not be effective unless and until such dismissal has been confirmed by the Bishop.

Section 4.5 Vacancies in Parish Council. The Parish Council may fill any vacancy in the Elected Members by appointing a replacement at a Parish Council Meeting from the two Alternates. Such



replacement shall serve the remainder of the term of the vacant Elected Member. The Parish Council shall thereafter have the discretion to appoint a replacement Alternate, but shall not be required to do so.

Section 4.6 Parish Council Procedures.

- a. Meetings. The Parish Council shall endeavor to meet monthly to address any matters that concern the administration of the Parish (such meetings, “**Parish Council Meetings**”). The President or Secretary shall deliver e-mail and/or telephonic notice of Parish Council Meetings to all Parish Council Members at least forty eight (48) hours in advance of a Parish Council Meeting; provided that e-mail and/or telephonic notice shall not be required for a regularly scheduled Parish Council Meeting. All Parish Council Meetings shall be held on Parish premises. The Rector may chair Parish Council Meetings, or may appoint another Parish Council Member to do so.
- b. Minutes. The Secretary shall keep the minutes of all Parish Council Meetings. The Secretary shall prepare a draft of the minutes after each Parish Council Meeting and shall submit the draft to the Rector for review. After the Rector has reviewed and commented on the draft, the Secretary shall distribute a draft to the other Parish Council Members for review before the next Parish Council Meeting. Upon approval of the minutes at the next Parish Council Meeting, the minutes shall be signed by the Secretary and the Rector, and the original approved minutes of all Parish Council Meetings shall be kept in the Parish archives.
- c. Decisions and Voting. The Parish Council Members shall not adopt any resolutions or take other action at a Parish Council Meeting unless a quorum of Parish Council Members is present. A simple majority of Parish Council Members who have the right to vote shall constitute a quorum; an Alternate shall be counted for purposes of determining a quorum only in the absence of an Elected Member. Only the Rector, Assigned Clergy, and Elected Members may make resolutions or vote on any issue at a Parish Council Meeting; provided that (i) if one Elected Member is absent from a Parish Council Meeting, the Alternate who received the greater number of votes at the Annual Meeting may make resolutions or vote on any issue at such Parish Council Meeting in the place of the absent Elected Member, and (ii) if two Elected Members are absent from a Parish Council Meeting, both Alternates may make resolutions and vote on any issues at such Parish Council Meeting in the place of the absent Elected Members. A simple majority vote of those Parish Council Members present shall be sufficient to decide issues brought before any Parish Council Meeting, provided that all decisions of the Parish Council must be approved by the Rector before becoming effective. Parish Council Meetings shall be open for attendance to all Voting Members of the Parish and may include an open forum during which any Voting Member of the Parish recognized by the chair may speak.
- d. Rector’s Veto Power. In the event a matter is brought before the Parish Council which in the opinion of the Rector is in violation of the Canon Law of the Orthodox Church, the OCA Statute, the Diocesan Bylaws, or any directive of the Diocese, including without limitation matters relating to doctrine, canon law, liturgical practice, sacramental observance, or ecclesiastical discipline, the Rector shall have the right to veto both discussion and any action on such matter within the Parish Council, subject to the appeal procedure set forth in Section 4.8(g).

Section 4.7 Officers of the Parish Council. The Rector shall be the President of the Parish Council. The Parish Council shall elect a Vice President, Secretary and Treasurer from among the Elected Members. Such officers shall have the following duties:

- a. President. The President shall be an ex officio member of all Committees and shall represent the Parish Council on all appropriate occasions.
- b. Vice President. The Vice President shall act in the place of the President during the President's absence or disability, and shall keep the President informed of all actions taken on behalf of the Parish or the Parish Council during such absence or disability. The Vice President shall perform such other duties as may be imposed by law, 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: (i) keep an accurate record of the transactions of all Parish Council Meetings; (ii) be responsible for giving required notice of all Parish Meetings and Parish Council Meetings; (iii) maintain the membership list of the Parish; (iv) submit to the administrative authority of the Diocese copies of all appropriate reports, lists, and minutes; and perform such other duties as may be imposed by law, the Articles of Incorporation, or these Bylaws, or as may be prescribed from time to time by the Parish Council.
- d. Treasurer. The Treasurer shall: (i) receive and keep safe all money and securities of the Parish and shall invest and disburse the same under the direction of the Parish Council; (ii) render a financial statement of the Parish (which shall be audited and certified annually by the Auditing Committee) at the Annual Meeting (the "**Annual Statement**") and at such other times as may be requested by the Parish Council; (iii) keep a complete account of the finances of the Parish, which shall be and remain the property of the Parish and be open for inspection at any reasonable time by the Parish Council; (iv) prepare all appropriate financial reports and statements for submission by the Secretary to the administrative authority of the Diocese; (v) send annually to each parishioner financial stewardship reports; (vi) be a signatory on all Parish bank accounts (including the bank accounts of all Auxiliary Organizations); (vii) prepare the initial draft of the annual Parish budget for the next fiscal year; (viii) perform such other duties as may be imposed by law, the Articles of Incorporation or these Bylaws, or as may from time to time be prescribed by the Parish Council. In addition, the Treasurer shall submit a written report for approval at the Annual Meeting which shall include the Annual Statement and the final proposed budget adopted by the Parish Council. The treasurer shall deliver the report to the Secretary in electronic form at least four weeks before the Annual Meeting so that the Secretary may distribute the report to the Voting Members together with written notice of the Annual Meeting. The Treasurer, with the prior consent of the Parish Council, may delegate certain of the duties and responsibilities described in this Section 4.7(d) to a financial secretary or other assistant.
- e. Additional Officers. The Parish Council may create additional offices as it considers necessary and appropriate.

Section 4.8 Parish Administration.

- a. Rector. The Rector, as head of the Parish by virtue of the ecclesiastical authority vested in him, shall have the responsibility to guide and oversee the entire Parish. The Rector and the Parish Council are ultimately responsible to the Bishop for the life and activity of the Parish.
- b. Committees. The Parish Council shall have the power to create one or more Committees for the purpose of investigating, summarizing, reporting on, or making recommendations with respect to any issue concerning the administration of the Parish. The Rector shall be an ex officio member of all Committees. At least one Parish Council Member other than

the Rector shall also be a member of any Committee created pursuant to this Section 4.8(b). Committees shall not have authority to spend Parish funds, enter into contracts on behalf of the Parish, or take any other actions binding on the Parish or the Parish Council. Qualifications for members of any Committee shall be the same as the qualifications for Voting Members.

- c. Auxiliary Organizations. The Parish Council shall have the power to create Auxiliary Organizations for the purpose of advancing any specific ministries of the Parish. Auxiliary Organizations shall at all times be subject to the authority and control of the Parish Council. All funds or other property purportedly held or collected in the name of any Auxiliary Organization shall be deemed to be funds or assets of the Parish and subject to the control and disposition of the Parish Council, and the Treasurer shall be an authorized signatory on all bank accounts established in connection with an Auxiliary Organization. Auxiliary Organizations shall not incorporate or form any other separate legal existence apart from or independent of the Parish. An Auxiliary Organization may have its own auxiliary bylaws, which shall be subject to the prior approval of the Parish Council, and which shall incorporate the provisions of these Bylaws, the Diocesan Bylaws, and the OCA Statute. Qualifications for membership in any Auxiliary Organization shall be the same as the qualifications for Voting Members, except to the extent (1) set forth in any auxiliary bylaws for any Auxiliary Organization that shall have been approved by the Parish Council, or (2) otherwise expressly approved in writing by the Parish Council. In the absence of any auxiliary bylaws for an Auxiliary Organization, the Parish Council shall have the authority to appoint one or more officers of an Auxiliary Organization on an interim or permanent basis. The Parish Council shall have the authority to dissolve or rename any Auxiliary Organization.
  
- d. Auditing Committee. The functions of the Auditing Committee are: (1) to review all Parish accounts, including the accounts of all Auxiliary Organizations; (2) to inspect invoices, receipts, and disbursement requests; (3) to otherwise investigate and report on the financial administration of the Parish; and (4) to prepare a report to be submitted to the Parish at the Annual Meeting (the “**Auditing Committee Report**”). The Auditing Committee shall have the right to request explanations from the Parish Council, Auxiliary Organizations and individual Parish Council Members in connection with the preparation of the Auditing Committee Report. Three (3) members of the Auditing Committee shall be elected at the Annual Meeting. Members of the Auditing Committee shall serve a one (1) year term. Any Voting Member may be elected to the Auditing Committee, provided that no Parish Council Member or immediate relative of a Parish Council Member shall concurrently serve on the Auditing Committee. Members of the Auditing Committee shall meet at least once per year and shall collectively submit a report to the Parish at the Annual Meeting. The Auditing Committee shall prepare and deliver the Auditing Committee Report to the Secretary in electronic form before the Annual Meeting for distribution to the Voting Members at the Annual Meeting.
  
- e. All-American Council Representatives. The Parish shall elect All-American Council Representatives and alternates at the Annual Meeting preceding the next All-American Council. The number of All-American Council Representatives shall be as determined by the administrative authority of the Orthodox Church of America and/or the Diocese. Any parishioner who satisfies the requirements of Article III, Section 6 of the OCA Statute may be elected as an All-American Council Representative (or alternate). Upon the request of the Parish Council, the All-American Council Representatives shall, after the conclusion of the All-American Council, submit an oral or written report to the Parish Council summarizing the discussions, resolutions, votes, or other actions taken by the All-American Council.

- f. Diocesan Assembly Representatives. The Parish shall elect Diocesan Assembly Representatives and alternates at the Annual Meeting preceding the next Diocesan Assembly. The number of Diocesan Assembly Representatives and the qualifications for election shall be established by the Diocese from time to time. Upon the request of the Parish Council, Diocesan Assembly Representatives shall, after the conclusion of the Diocesan Assembly, submit an oral or written report to the Parish Council summarizing the discussions, resolutions, votes, or other actions taken by the Diocesan Assembly.
- g. Cooperation. The Rector and the Parish Council shall cooperate in the administration of the affairs of the Parish. If any unresolved matter of dispute shall arise between the Rector and the other Parish Council Members, 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 administrative authority of the Diocese in accordance with the then-current procedures prescribed by the Diocese. The Bishop shall have final authority to settle all matters referred to the Diocese pursuant to this Section 4.8(g).

## **ARTICLE V. THE PARISH PROPERTY**

Section 5.1 Ownership. Subject to the provisions of this Article V, the OCA Statute, the Diocesan Bylaws and other applicable regulations of the OCA and the Diocese, the Parish is and shall be the sole owner of all real property, bank accounts, funds and other property of the Parish and its Auxiliary Organizations.

Section 5.2 Real Property; Capital Expenditures. The Parish may purchase, sell, mortgage, lease or otherwise encumber real property, or make Capital Expenditures, upon satisfaction of all of the following requirements:

- a. Such action shall have been approved at a Parish Meeting by at least fifty one percent (51%) of the total number of Voting Members of the Parish; and
- b. The action shall have also been approved by the Parish Council and the Rector.

Section 5.3 Special Bequests. All special bequests, gifts and devises shall be used by the Parish for the purpose for which they were made. In the event the purpose of any such bequest, gift, or devise is not feasible or practical, the Parish Council and Rector and the donor or the estate representative shall mutually agree on an alternative use.

Section 5.4 Non-Partition. In the event that any parishioners are assigned to another parish by the Bishop or elect to leave the Parish to establish a new self-supporting parish, neither the new parish nor the departing parishioners shall have any claim of right to any portion of the property of the Parish.

Section 5.5 Defection. The Parish is an integral part of the OCA and the Diocese. If the Parish votes to withdraw from the jurisdiction of the OCA, the Diocese shall be entitled to full title to all the Parish assets and property, notwithstanding any vote at any Parish Meeting to the contrary. In the event that a group in the Parish decides to withdraw from the jurisdiction of the OCA, that segment of the Parish which remains loyal to the jurisdiction of the OCA (even though a minority) shall retain full title to all the Parish assets and property.

Section 5.6 Dissolution. The Parish may decide to be dissolved in accordance with its Articles of Incorporation and these Bylaws, but only the Bishop shall have the power to declare the Parish dissolved. Upon any such dissolution, all sacred and untouchable items, including, without limitation, the Holy Antimension, the Tabernacles and the Sacred Vessels, shall be delivered directly to the Bishop. After all obligations of the Parish have been satisfied, all remaining Parish property, whether real, personal or

mixed, and all the proceeds from the sale thereof, shall be distributed at the direction of the administrative authority of the Diocese to institutions or charities of the Diocese.

## **ARTICLE VI. THE PARISH, DIOCESE AND OCA**

Section 6.1 Parish Representation. The Rector and Parish Council from time to time shall appoint members of the Parish to be representatives for the Deanery.

Section 6.2 Assessments. The Parish shall remit to the treasurer of the Diocese the annual financial obligations for the Parish established by the Diocesan Assembly and the All-American Council.

Section 6.3 Parish Registration. The Parish Council shall submit annually to the administrative authority of the Diocese all required census and membership information.

Section 6.4 Ecclesiastic Authority of Parish. The Parish derives its ecclesiastic authority to function by virtue of its establishment by the authority of the Diocese and the OCA. Such authority is issued upon approval of the Parish charter or Bylaws by the authority of the Diocese. The Parish is in a hierarchal relationship with the Diocese and the OCA, owes its ecclesiastical allegiance to the Diocese and such ecclesiastical authority and jurisdiction cannot be changed, altered, modified or revoked. The OCA Statute is hereby incorporated by reference and made a part of these Bylaws. Nothing herein shall be construed as contrary to the OCA Statute, and in the event of any conflict between the OCA Statute and any other provisions of these Bylaws, the terms of the OCA Statute shall control. The Diocesan Bylaws are hereby incorporated by reference and made a part of these Bylaws. Nothing herein shall be construed as contrary to the Diocesan Bylaws, and in the event of any conflict between the Diocesan Bylaws and any other provision of these Bylaws, the terms of the Diocesan Bylaws shall control. In the event of any conflict between the OCA Statute and the Diocesan Bylaws, the OCA Statute shall control.

## **ARTICLE VII. AMENDMENTS, PROCEDURES AND GENERAL PROVISIONS**

Section 7.1 Amendments to Bylaws. These Bylaws shall not be altered or amended except by a two-thirds majority vote at a Parish Meeting. All amendments, changes or additions to these Bylaws shall not become effective unless approved by the Bishop.

Section 7.2 Procedures. The Parish Council shall have the authority to enact procedures and regulations consistent with these Bylaws to address any matters not specifically addressed herein, provided that such procedures and regulations shall not become effective unless approved by the Bishop.

Section 7.3 Construction; Scope of Rights. Except to the extent expressly provided in the California nonprofit religious corporation statute, nothing in these Bylaws shall be deemed to grant any individual parishioners or group of parishioners any rights in addition to or in conflict with the Diocesan Bylaws or the OCA Statute.

Section 7.4 Indemnification of Parish Council Members. The Parish shall indemnify, in the manner and to the fullest extent permitted under the Code and other applicable law, any person who is or was a party to, or is threatened to be made a party to, any action, suit or proceeding by reason of the fact that such person is or was a director or officer of the Parish Council, against expenses (including attorneys' fees), judgments, fines, settlements and amounts paid in settlement and any such expenses may be paid by the Parish in advance of the final disposition of such action, suit or proceeding. Any repeal or modification of this Section 7.4 by the Voting Members shall be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses hereunder existing at the time of such repeal or modification.

Section 7.5 Adoption; Effective Date. These Bylaws were adopted pursuant to Sections 9140(b) and 9150(b) of the Code at a Parish Meeting held on the 19th day of September, 2001. These Bylaws shall

become effective on the 19th day of September, 2001, subject to the approval of the Bishop. These Bylaws amend, restate, and supersede in their entirety those certain Bylaws of the Holy Trinity Cathedral Parish, Inc. adopted September 10, 1961.

APPROVED 19 SEPTEMBER 2001  
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OF SAN FRANCISCO AND THE WEST