
By-Laws
Of
The Holy Confessors of Transylvania

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1. NAME, LEGAL AND RELIGIOUS CANONICAL STATUS

- a) The name of the Corporation shall be “The Holy Confessors of Transylvania”, which is referred hereinafter as the “Parish”.
- b) The Parish derives its legal authority to function as a corporation by virtue of the Letter Patent issued by the “Ministry of Government Services” dated October 5, 2007 and registered under Ontario Corporation Number 1748477.
- c) The Parish derives its religious canonical status as a local community of the Church under the jurisdiction of The Romanian Orthodox Episcopate of America, which is referred hereinafter as the “Episcopate”.
- d) The parish is a local community of the Church under the jurisdiction of the Episcopate, having an appointed Priest who as Spiritual Leader cooperatively administers the Parish with the Parish Council, the representative body of the Parish Assembly. The Parish shall carry the name of a Patron Saint or Holy Day from the Orthodox Christian Church calendar, as assigned by the Episcopate Council.
- e) The Episcopate derives its legal authority to function as a non-profit corporation by virtue of the Charter issued by the “Michigan Corporation and Securities Commission” of the Suite of Michigan, U.S.A. as filed on December 2, 1945, and as amended July 15, 1953, and November 30, 1954. The Constitution and Bylaws of the Parish reference the Constitution and By-Laws of the Episcopate, such that if any provision of the Parish’s Constitution and By-Laws is in conflict with the Episcopate’s Constitution and Bylaws, the latter shall prevail.

2. HEAD OFFICE

The head office of the Parish shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board of directors may determine by resolution. Subject to the Act, the Parish may, by a by-law, change the place or municipality and the province in which the registered office of the Parish shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Parish Priest.

3. PARISH OBJECTIVE

- a) To preach and advance the teachings of the Romanian Orthodox Church faith and the religious tenets, doctrines, observances and culture associated with that faith.
- b) To establish, maintain and support a house of worship with services conducted in accordance with the tenets and doctrines of the Romanian Orthodox Church faith.
- c) To support and maintain missions and missionaries in order to propagate the Romanian Orthodox Church faith.
- d) To establish and maintain a religious school of instruction for children, youths and adults.
- e) To establish and maintain a religious day school.

4. PARISH PROPERTIES

- a) The Church buildings, Parish Houses, funds and any other properties of the Parish can be used only for religious, educational, charitable, and cultural purposes.

- b) The assets of the Parish shall be administered by the Parish Council in concert with the Parish Priest in accordance with the Episcopate By-Laws and Canadian federal and provincial laws.
- c) A current inventory of the assets of the Parish shall be recorded in a proper journal and shall be kept at the Parish Office. A copy shall also be filed at the Episcopate Office (Chancery).
- d) All funds of the Parish shall be maintained in federally insured banks, savings and loan associations, or mutual banks and all disbursements are to be made by check. A minimum of two (3) signing officers are required for all disbursements or fund transfers.
- e) All church properties shall be adequately insured and instruments of value shall be kept in a place of safety or bank safety deposit box. All holy articles and items used in Church ritual shall be in the trust of the Parish Priest.
- f) The Episcopate Council is authorized and shall have the power to certify in legal form and record either a memorandum or the actual text of applicable provisions of the Episcopate Constitution and By-Laws with the land title register or equivalent government official in the locality in which each Parish is located, and in such offices as records of personal property filings are made.
- g) Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to the Romanian Orthodox Deanery of Canada Inc. or charities registered under the Income Tax Act (Canada), in Canada, that are part of the Romanian Orthodox Episcopate of America, with first priority to the Romanian Orthodox Deanery of Canada Inc.
- h) These By-Laws regarding property and its disposition are intended to operate to the fullest extent allowed by Federal, Provincial or local laws and, to the fullest extent allowable by law, to supersede any and all legal provisions on the subject.
- i) If, due to any Canadian, province or locality laws, the Parish's property and funds may not pass outside the territory of the jurisdiction, then all of the properties and funds of the jurisdiction, then all of the properties and funds of the Parish in question shall pass in trust to the Dean where the Parish is located, or to such other Trustee as the Bishop shall appoint in writing with Episcopate Council consent.
- j) In the event of heresy, schism or defection from the Episcopate, that segment of the Parish, even if it be a single member, which remains loyal to, and determines to remain within the Episcopate, shall retain title to the Parish property of every kind, nature and description.
- k) The acquisition, sale, leasing, mortgaging or otherwise encumbering of church properties shall be decided by the Parish Assembly in strict accordance with the following procedure:
 - I. All decisions shall require a two-thirds (2/3) vote by roll call of those present and eligible to vote;
 - II. Decisions of the Parish Assembly held in accordance with this section shall not be final but shall only take effect upon the approval and ratification of the Episcopate Council.

5. THE PARISH PRIEST

The Parish Priest, by virtue of his canonical ordination and Episcopal appointment, heads the local Parish of the Church. He has the right and the duty to perform all religious services in the Parish. He must follow and respect dogmas, Holy Canons, Teachings and Traditions of the Orthodox Church, as well as the directives of the Bishop.

According to the teaching of the Church, the Priest is the Spiritual Father and Teacher of his flock and the Celebrant of the liturgical worship established by the Church. He teaches and edifies the People of God entrusted to his spiritual care with no partiality and sees that all activities within the Parish serve

the religious purposes of the Church.

No activities within the Parish should be initiated without his knowledge and cooperation; neither should he do anything pertaining to the Parish without the knowledge of his parishioners and Parish officials elected by them, except where his priestly duties prohibit, so that always there may be unity, mutual trust, cooperation and love. He shall supervise the Parish activities and give special attention to the Church School, and contribute his knowledge, time and talent to its daily operations.

The Parish Priest shall have the following spiritual duties and administrative functions in addition to those directed by the Bishop:

- a) Commemorate the name of the Bishop during the religious services;
- b) Promote the religious education of the parishioners, in conjunction with the Parish Council;
- c) Establish, with the Parish Council, the date and the time of religious services. All schedules shall conform with tradition, dogma and directives from the Bishop;
- d) Administer the Holy Mysteries (Sacraments) and officiate at all religious services requested by the parishioners;
- e) Preside over the Parish Assembly except in cases when the Bishop or Dean is present, or whenever a representative of the Episcopate is delegated for this purpose;
- f) Be a voting member of the Parish Council as a matter of right, "ex officio";
- g) Be the head of the Parish Office, in which capacity he shall be entrusted with the care, custody, and control of the archives of the Parish, together with the official Parish Seal, baptismal, chrismation, marriage and burial records;
- h) Be responsible and care for all books, vestments, objects of veneration, and the sacred untouchable items: The Holy Antimension, the tabernacle, and the sacred vessels used in the church services and ritual.
- i) To be free from material preoccupations and fully committed to his sacred ministry, the Priest is to be remunerated for his services by the Parish, the amount of his remuneration being clearly agreed on at the time of his appointment.

The remuneration must comply with standards established by the Episcopate Congress. Exceptions are permitted only in those cases where the Parish Council, upon the direction of the Parish Assembly, makes application and where the Episcopate Office (Chancery) has found good cause that the Clergy Compensation standards be modified in that instance. The Priest's remuneration may not be withheld or lowered without the consent of the Bishop.

Remuneration shall include the following, as established from time to time by the Episcopate Congress:

- a) A monthly salary and other remunerations determined by the Parish Assembly;
- b) A Parish House or housing allowance including the payment of utilities;
- c) Prepaid health and medical coverage for the Priest and his family;
- d) Established remuneration in case of illness, accident or other disability shall be continued for a period of at least three (3) months after such disability;
- e) After one (1) full year of service in the Episcopate, the Priest shall be entitled to a minimum of two (2) weeks vacation at full remuneration plus an additional week for each five (5) years of ordained and active service to a maximum of five (5) weeks, irrespective of the time served in the Parish;
- f) The required parish contribution to the Clergy Pension Plan;
- g) Payment of at least one-half of the Self-Employment Tax (5.5.) or its counterpart in Canada;

- h) Payment of all reasonable expenses incurred in attending Episcopate Congresses and Deanery meetings;
- i) Provide automobile allowance;
- j) Payment of the Priest's premium for workers compensation coverage.

In addition to the above, the Parish Priest shall observe and respect the following:

- k) Perform religious services in other Episcopate Parishes only at the request or approval of the local Parish Priest or the Dean;
- l) Perform no religious service in any Parish which is not under the jurisdiction of the Episcopate unless permitted by the Bishop's general directive or specific permission;
- m) Permit Priests from other Dioceses or Jurisdictions to serve in his Parish only with the approval of the Bishop;
- n) Notify the President of the Parish Council whenever an absence of up to three (3) consecutive days is intended. Absence in excess of three (3) consecutive days must have the approval of the Dean and with the knowledge of the President of the Parish Council;

6. CONDITIONS OF MEMBERSHIP

Section 1

By virtue of his or her baptism and chrismation, an individual is a member of the Holy Orthodox Church which is the Body of Christ, and as such is called to live in accordance with her teachings, traditions and religious services (rituals), and to regularly support the Church through the Parish.

- a) To become/be a voting member of the Parish, a baptized and/or chrismated Orthodox Christian man or woman must:
 - I. Be at least eighteen years of age;
 - II. Partake of the sacraments of confession and communion, at least once a year, ordinarily in the Parish.
 - III. Have belonged to/attended the Parish for six months;
 - IV. Have accepted and adhered to the Constitution and By-Laws of the Episcopate;
 - V. Fulfill such financial obligations as the Episcopate Congress and Parish establish.
- b) Such an individual applies to the Parish Priest to become a voting member of the Parish. With the approval of the Priest and after consultation with the Parish Council, the person is enrolled on the list of voting members of the Parish.
- c) Newly-enrolled members may exercise the right to vote in the Parish Assembly and to be elected to an office in the Parish:
 - I. Upon payment of all established financial obligations, and;
 - II. After having been so enrolled for more than six months prior to General Assembly.
- d) No person can be a voting member in two parishes.

Section 2

A voting member shall have the right:

- a) To partake in and receive all religious services of a Priest, according to Orthodox canonical understanding, and all other benefits accorded by the Parish;

- b) To transfer from one Parish to another upon presentation of a certificate of transfer issued by the Priest of the Parish from which the member moved and shall enjoy all the rights of membership in the new Parish upon payment of the financial obligations.

Section 3

Membership rights may be lost, suspended or revoked in the following cases:

- a) Deliberate disregard of spiritual duties and/or moral transgressions;
- b) Proper adjudication by the Episcopate courts;
- c) Non-payment of financial obligations;
- d) Membership in a non-Christian religion or in a non-Orthodox Christian denomination.

If a Parish Priest is compelled, as a last resort and for the sake of the parish, to suspend a member's rights on spiritual grounds or for violating Church canons, or teachings, he shall issue a letter of suspension to the member after his own personal efforts to resolve the matter with the member in question have been unavailing. He shall inform the Parish Council. He shall address to the Bishop a confidential statement setting forth his efforts and reasons.

Any individual whose membership is denied for any of the above reasons may appeal any such decision to the Bishop.

Section 4

- a) In the event a person loses membership status through nonpayment of financial obligations, that person can be reinstated upon paying those obligations for the previous year. Delegates are reminded that payment of dues to the Episcopate is a parish obligation. A person so reinstated may exercise the right to vote in the Parish Assembly thirty (30) days after paying the financial obligations. A member in arrears for more than one year must apply to become a re-instated member according to the procedure for a new member.
- b) The loss, transfer, or disavowal of status as enrolled member and a member's death. Affect the Parish's responsibility to the Episcopate in addition to affecting the bond between communicant and parish. In answering to the Episcopate regarding its members. Both spiritually and as regards "per capita" assessments, the following shall apply:
 - I. A communicant who has satisfied the member financial obligation to the Parish shall be accounted for to the Episcopate as a member.
 - II. A member is recognized as such in the year he or she dies whether or not the member's financial obligation to the Parish for that year has been satisfied.
 - III. In the year that any member either disavows or otherwise expressly withdraws from Parish membership, he or she is treated as a member only if the person's financial obligations had n satisfied.
 - IV. In the year that any member transfer" to another Parish, he or she is treated as a member only if the member's financial obligations had been satisfied.

7. MEMBERS' MEETINGS

The Parish Assembly is the general meeting of the voting members of the Parish. The calling and conducting of a Parish Assembly shall be done according to the following procedures:

- a) The regular annual Parish Assembly shall be convened by the Parish Priest and the Parish Council within the first six (6) weeks of the calendar year;

- b) Voting rights in the regular Parish Assembly shall be granted to those members of the Parish who have met their financial obligations to the Parish prior to December 31 of the previous calendar year. New members may exercise the right to vote at a Parish Assembly only if they have been enrolled for at least six (6) months;
- c) Special Parish Assemblies shall be held when the Parish Priest and the Parish Council deem it necessary or when twenty percent (20%) of the voting members of the Parish request the calling of such a meeting by written petition to the Bishop stating its purpose;
- d) All Parish Assemblies shall be held on a Sunday or a legal holiday in the church or Parish Hall;
- e) Notice of any Parish Assembly shall be given not less than fifteen (15) days prior to such meeting by an announcement in church at the Sunday Service and by mail to each voting member or publication in the Parish Bulletin if it is mailed to each member. Such notices shall include the date, time, place and the proposed agenda of the meeting being called;
- f) The agenda for each Parish Assembly shall be determined by the Parish Priest and the Parish Council. If the proposed agenda is to include any Parish Council recommendations, the notice of assembly shall state the actual text of every such recommendation. If the proposed agenda is to include the buying, selling, leasing, mortgaging or otherwise encumbering of church property, the assembly notice shall expressly state so;
- g) The quorum for a Parish Assembly is that number of voting members in good standing of not less than the maximum allowable number of members of the Parish Council ;
- h) The Parish Priest shall preside over the Parish Assembly, or in his absence, the Parish Council President Should the agenda include matters involving the jurisdiction of the Episcopate, or otherwise provided in these By-Laws, then a person appointed by the Episcopate shall preside;
- i) At the time of the calling of each Parish Assembly, the Parish Council officers shall compile a membership roll with the names of all voting members and shall forward it, in typed form, and in triplicate, to the Episcopate Office (Chancery). The verified copy, returned by the Episcopate, shall constitute the official roster for the meeting;
- j) The Secretary of a Parish Assembly shall be the Parish Council Secretary;
- k) The minutes of the Parish Assembly shall be verified at the next meeting of the Parish Council following the Parish Assembly and shall be signed by the President of the Assembly and the Secretary. A certified copy shall be sent to the Episcopate Office (Chancery).

8. AUTHORITY AND DUTIES OF THE PARISH ASSEMBLY

The Parish Assembly shall have the following authority and duties:

- a) Establish the remuneration for the Parish Priest;
- b) Establish the compensation for all employees of the Parish;
- c) Sell, purchase, lease, mortgage, or otherwise encumber church property as its sole right;
- d) Approve all major construction programs, such as church buildings, church schools, cultural, business and social halls, cemeteries, and picnic areas, provided however, that no resolution for a Parish construction program shall be effective unless and until it is also approved by the Episcopate Council;
- e) Establish member's financial obligations and service fees, i.e., marriage, baptism, funeral, religious services honorariums;
- f) Elect the Parish Council;
- g) Elect Lay Delegates and Alternate Delegates to the Episcopate Congress;

- h) Approve the activities report and the recommendations of the Parish Council whenever necessary;
- i) Approve the audited Treasurer's report;
- j) Approve the budget;
- k) Approve the audited financial and activity reports of the Parish Auxiliaries;
- l) Vote on merger or dissolution of the Parish.

9. VOTING

Section 1

Voting in any Parish Assembly shall be in person and there shall be no voting by proxy or absentee ballot.

In the following cases, a two-thirds (2/3) vote of those present and eligible to vote is required:

- a) Buying, selling, leasing, mortgaging or otherwise encumbering church property;
- b) Limiting or extending limits of debate;
- c) Reversing a decision previously taken during the meeting or series of connecting meetings;
- d) Matters involving the jurisdiction of the Episcopate or otherwise required by these By-Laws;
- e) Adopting a motion for merger or dissolution of a Parish;

All other motions may be passed by a majority (half plus one) of those present and eligible to vote.

Section 2

Any member present and eligible to vote at a Parish Assembly may challenge the legality of the procedure of the meeting in the following manner:

- a) By objecting to the procedure at the time of the alleged infraction;
- b) If overruled by the chair, the member must, prior to the adjournment of the meeting, declare the intention to appeal to the Episcopate, so that the appeal can, and shall be recorded in the minutes;
- c) Within ten (10) days, forward the appeal, in writing, signed by the member and three (3) other voting members present and eligible to vote, to the Episcopate which must rule on it within sixty (60) days.

Section 3

Notwithstanding the above paragraph, any person may challenge the legality of either the method of convoking a Parish Assembly, the notice of a Parish Assembly, or the agenda thereof, only if on the day the challenge is made, he or she is eligible to vote at the meeting to be challenged, and only by making the challenge in the following manner:

- a) Prior to the date of the meeting, announce the challenge in writing, with copies sent by Certified or Registered mail to both the Parish Office and the Episcopate Office (Chancery), stating the grounds for the challenge;
- b) On the day of the meeting, after the roll has been called, state to the meeting his or her challenge, and if overruled by the chair, the challenging member shall follow the provisions of "Voting" Section 2, paragraphs b) and c).

10. PARISH COUNCIL

- a) The Parish Council is the body which, together with the Parish Priest, implements the decisions of the Parish Assembly, and shall administer the secular and financial affairs of the Parish.
- b) The Orthodox Christian Church teaches that there should be an active cooperation between Clergy and Laity on all levels of church life. Because the Parish Council is the main parish organ of such cooperation, none of its meetings may be held without the knowledge of the Parish Priest who, as the Spiritual Leader of the Parish, must take part in the discussion and solution of all parish affairs. Although the Priest is the head of the Parish, it is not necessary for him to preside over Parish Council meetings. The lay President usually presides.

To be eligible for nomination and election to the Parish Council, a person must satisfy the requirements of "Conditions of Membership - Section 1", and have been an enrolled member of the Parish for at least six (6) months at the time of his or her election.

In addition to the above technical qualifications, the Nominating Committee should nominate, and the Parish Assembly should elect to the Parish Council, only those members who regularly receive the Holy Mysteries, actively work for the Parish's spiritual and material advancement, exhibiting a strong desire to work for the building up of God's Holy Orthodox Church.

Nomination and election to the Parish Council should not be accorded to any member who fulfills merely the minimum requirements for receiving the Sacraments, who is not regularly in attendance at the Parish's services, who promotes division and disunity within the Parish, or who is absent from the elections for Council without honorable cause.

- c) The number of persons to be elected shall be determined by the number of voting members according to the following schedule:

Parish Size	Number in Council
100 or fewer members	Not less than 7 Not more than 15
101 to 200 members	Not less than 11 Not more than 25
201 or more members	Not less than 15 Not more than 30

The following procedure for electing members to the Parish Council shall be strictly followed:

At a meeting of the Parish Council at least one month prior to the Parish Assembly, the Council shall appoint a Nominating Committee consisting of the Parish Priest and three (3) Council members which shall prepare for presentation to the Parish Assembly a slate of willing, qualified candidates. No nominations or changes to the slate, whether by way of consensus or otherwise, shall be in order. If the slate does not receive a majority vote, nominations from the floor will then be in order.

Immediately after the election of the Council, the Parish Priest/President of the Assembly shall

administer the oath of office. No person may serve as a member of the Council until that person has taken the oath of office.

The oath is the following:

OATH

“I do solemnly swear that I will fulfill my duties as a member of the Parish Council; that I will administer honestly the property of the Parish; that I will work without regard for my personal interests and without partiality toward others; that I will uphold and defend the Constitution and By-Laws of the Episcopate, and the spiritual authority of the Bishop. So help me God.”

The Parish Priest or Administrator shall call a meeting of the newly-elected Parish Council within seven (7) days of its election, for the purpose of electing a President, a Vice-President, a Secretary, a Treasurer, two Auditors and the Epitrops (Church Wardens). Immediately after their election, the new officers shall receive all the records, property and keys, from the outgoing Parish Council.

In addition to those elected to the Parish Council by the Parish Assembly, the following shall serve as “ex-officio” members with the right to vote:

- a) The Priest, Assistant Priest(s), Deacon(s);
- b) The two (2) Lay Delegates to the Episcopate Congress;
- c) The President of the Women’s Auxiliary;
- d) The President(s) of the local A.R.O.Y. (Youth Association);
- e) The president of such other auxiliaries as the Episcopate Congress may authorize;
- f) The immediate Past President of the Parish Council first year out of office.

If they are eighteen (18) years old, and if the Parish Assembly requires them to pay dues, Lay “ex-officio” members may exercise their vote if their financial obligations have been paid.

One half plus one ($1/2 + 1$) of the total number of elected members in the Parish Council shall constitute a quorum for any Parish Council meeting.

The Parish Council shall ordinarily meet once a month, but it shall not meet less than once every two (2) months.

The President and the Secretary of the Parish Council, with the knowledge of the Parish Priest, shall call meetings of the Parish Council on one (1) week’s notice to the elected and “ex-officio” members. Notice of regular meetings shall be sent, in writing, by mail. This notice may be waived by unanimous consent of the members of Council.

In the event of the resignation, death, deposition upon due process of these By-Laws or incapacity, of the President, Vice President, Secretary, Treasurer, an Epitrop or Auditor of the Parish Council during a term of office, a successor shall be elected by the Council from among its members.

No person shall occupy more than one office in the Parish Council, nor shall the Office of President and Treasurer or Auditor be occupied by any two (2) persons who, at any time during their terms are or become related as parent and child, spouses, siblings, in-laws, grandparents and grandchild. No person shall hold the same office consecutively for a period in excess of four (4) years. In addition, every year the President’s office will be occupied by a different member of the Parish Council.

Absence of any elected or “ex-officio” member of the Council without good cause from three (3) consecutive meetings of the Council in one (1) year, shall be deemed as a resignation from membership and from any office on Council.

11. AUTHORITY AND DUTIES OF THE PARISH COUNCIL

The Parish Council, all of whose members shall be bonded, shall have the authority and duty to:

- a) Implement the decisions of the Parish Assembly and together with the Priest, administer and manage the affairs of the Parish;
- b) Study and make recommendations to the Parish Assembly for the purchasing and selling, leasing, mortgaging or otherwise encumbering, if necessary of church properties;
- c) Recommend plans for construction following the established procedure for approval of such plans, of securing proper construction plans and competitive bids, and receiving approval from the Episcopate Office (Chancery) and Council;
- d) Prepare and submit the annual budget to the Parish Assembly;
- e) Present an annual report of its activities to the Parish Assembly, which report shall include charitable activities, church school religious education programs, and maintaining active Episcopate auxiliaries;
- f) Acknowledge reception of new members and the transfer of members from another Parish;
- g) Establish the agenda of the Parish Assembly; Have the sole authority to raise and solicit funds for the Parish and for its purposes;
- h) Exercise its competence under Article IX (The Parish), Section 23, from the Constitution and By-Laws of the Episcopate, regarding the procedure for filling the vacancy in the Office of the Parish Priest.
- i) Elect the Board of Directors from among its members, as per Article 17 - "Board of Directors", of these By-Laws.

12. DUTIES OF THE PRESIDENT OF THE PARISH COUNCIL

- a) Together with the Secretary and with the knowledge of the Parish Priest, call and preside over meetings of the Council;
- b) Co-sign with the Treasurer all checks; this may be delegated to the Vice-President;
- c) Together and in cooperation with the Priest, represent the Parish in its external spiritual and communitarian and affairs.

13. DUTIES OF THE VICE-PRESIDENT OF THE PARISH COUNCIL

In the absence of the President, the Vice-President shall perform the duties of the President, and such other duties as are assigned to him by the President and Parish Council.

14. DUTIES OF THE SECRETARY OF THE PARISH COUNCIL

The Secretary of the Parish Council shall:

- a) Take minutes of the meetings of the Board of Directors, Parish Council and Parish Assembly;
- b) Keep a current list of the names, addresses and telephone numbers of enrolled Parish members;
- c) Give notice of an meetings as required by these By-Laws;
- d) At the same time that notice of the Annual Parish Assembly is mailed, prepare and send to the Episcopate:

- I. Three (3) typewritten copies of the enrolled members/address roster for certification;
- II. The Parish Assembly agenda;
- e) Prepare and send to the Episcopate:
 - III. The Treasurer's audited financial report and inventory of church funds and properties;
 - IV. A copy of the Treasurer's Fidelity Bond or certificate;
 - V. The financial accounting questionnaire in conformity with Article IX (The Parish), Section 30(e), from the Constitution and By-Laws of the Episcopate.

15. DUTIES OF THE TREASURER OF THE PARISH COUNCIL

The Treasurer of the Council shall:

- a) Be bonded* by a Fidelity Bond in the Parish's name;
- b) Be entrusted with the safekeeping of all church funds, negotiable instruments, and any other instruments of value;
- c) Be responsible for maintaining an accounting of all church funds and property;
- d) Give a complete written financial report at the Annual Meeting of the Parish Assembly, and at the meetings of the Parish Council and account for all assets and expenditures under his or her control;
- e) Co-sign, together with the Council President all checks; or with the Vice President if so delegated;
- f) Make available to the Auditors, the Board of Directors, the Parish Council or Episcopate Council all records in his or her custody immediately upon request.

* The Bond shall be issued to equal or exceed the largest sum of liquid short-term assets, (accounts, cash, notes, etc.) held by any Parish Treasurer at any time in the preceding three (3) years.

16. DUTIES OF THE EPITROPS OF THE PARISH COUNCIL

The duties of the First Epitrop shall be:

- a) To receive contributions, member's financial obligations, donations and offerings;
- b) To transmit to the Treasurer all money collected and copies of all receipts issued by him or her for these monies;
- c) To sell candles used during religious services;
- d) To arrange that all necessary items used in connection with the church and worship services be maintained, cared for and available;
- e) All Epitrops shall be bonded by Fidelity Bond in the Parish's name.

The duties of the Second Epitrop shall be to perform those duties of the First Epitrop that are assigned to him or her by the First Epitrop or by the President. Assistants may be appointed with the consent of the Council but the Council bears the legal financial responsibility for all actions of such assistants.

17. DUTIES OF THE AUDITORS OF THE PARISH COUNCIL

The Auditors should have training or experience in financial accounting, auditing or bookkeeping and

shall audit the financial records and assets of the Parish.

- a) They shall conduct their audits as often as they see fit, but not less than twice a year.
- b) They shall verify the report of the Treasurer at the Annual Meeting of the Parish Assembly.
- c) In their audit, they shall physically inspect and verify all the physical property of the Parish, real and personal.
- d) In their audit, they shall personally review all policies of insurance covering against loss, theft, destruction, or other casualty and against liability, for the purpose of confining that the amount of insurance is adequate, and that the insurance is properly in force.
- e) They shall be responsible to notify the Episcopate Office (Chancery), the Board of Directors, the Parish Council, and if necessary, to file a case in the Episcopate Courts, in the event that they discover any improper or irregular administration, spending, investment or safekeeping of the Parish property or funds.

18. BOARD OF DIRECTORS

The Board of Directors is the body that represents the Parish in legal matters, by virtue of the Letter Patent issued by the "Ministry of Government Services" and registered under Ontario Corporation Number 1748477. The Board of Directors shall be comprised of a minimum of three directors elected from among the members of the Parish Council. The Parish Priest is the President of the board of directors and the only ex-officio member of the Board. Directors shall be elected annually, no later than two weeks after the election of the Parish Council, by a majority of 2/3 of the Council members' votes. Directors must be individuals 18 years of age or older.

The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected. Corporations Canada must be notified for changes of directors and their addresses within 15 days of the change or move.

The office of director shall be automatically vacated, provided that if any vacancy shall occur for any reason mentioned below, the Parish Council will fill the vacancy with one of its members by a majority of 2/3 of the votes.

Reasons for vacancy:

- a) If at a special Parish Council meeting, a resolution is passed by a majority of 2/3 of the votes cast in favour of the removal of the director
- b) If a director has resigned his office by delivering a written resignation to the secretary of the Parish
- c) If he is found by a court to be of unsound mind
- d) On death

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be interpreted to prevent any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.

A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

19. AUTHORITY OF DIRECTORS

The directors of the corporation may administer the legal affairs of the corporation, any kind of contract which the corporation may lawfully enter into, provided they are allowed by its charter and authorized by the Parish Assembly.

20. DIRECTORS' MEETINGS

Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that 3 days written notice of such meeting shall be given to each director and the Parish Council secretary. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat. Each director is authorized to exercise one (1) vote. Voting must always be in person and not by proxy or absentee ballot.

A majority of directors in office, but no less than two directors, shall constitute a quorum for meetings of the board of directors, provided that the President of the Board is one of them. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

The Parish Council secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the President of the Board of Directors. In the absence of the Parish Council secretary, the secretary's duties can be fulfilled by any of the directors. The President shall be the custodian of the seal of the corporation.

21. MINUTES OF THE BOARD OF DIRECTORS

The minutes of the Board of Directors shall be available to the directors, each of whom shall receive a copy of such minutes.

22. EXECUTION OF DOCUMENTS

Contracts, deeds, mortgages, and other legal documents or any instruments in writing requiring the signature of the corporation shall be signed by the President of the Board of Directors and minimum two other directors nominated by a Board resolution. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

23. FINANCIAL YEAR

The financial year of the Corporation shall be on a civil calendar year basis.

24. BOOKS AND RECORDS

The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

25. FINANCES

- a) The Parish will operate under a written itemized budget which will be prepared and recommended by the Parish Council to the Parish Assembly for its approval at its annual meeting.

- b) The Parish Council will have the authority to allocate funds not included in the general budget, in the event of unforeseen and extraordinary circumstances of an emergency nature.
- c) At the end of each fiscal year and before the Annual Parish Assembly, the Auditors will audit the financial books of the Parish, verify the income and expenditures made during the year, and make a physical inventory of all assets. A copy of the audit report along with a copy of the physical assets inventory will be submitted to the Episcopate Office (Chancery).
- d) All financial records, including invoices, receipts and evidence of disbursements, will be preserved at the Parish Office for a period of seven (7) years.
- e) An internal accounting control questionnaire issued by the Episcopate Office (Chancery) will be answered by the Parish Council Treasurer in consultation with the Auditors and it will be submitted to the Episcopate Office (Chancery) during the Month of February in each year. The questionnaire shall be signed by the Parish Priest, Parish Council President, Treasurer, and the Auditors. Failure to complete and return the questionnaire would subject the Parish to an independent audit by a certified public or chartered accountant upon the direction of the Episcopate Council at the Parish's own cost and expense.
- f) With the exception of the Parish Priest, who is entitled to receive a salary for his services, any other member of the General Assembly, Board of Directors and Parish Council will not be remunerated.
- g) All fundraising actions will be organized with the purpose of:
 - I. Self-supporting the Parish expenses
 - II. Establish, build, maintain and support a house of worship
 - III. Charity activities for the purpose of helping needy people
- h) The Parish funds will be deposited into two accounts: Checking and Savings
- i) All funds collected will be recorded on "Income Forms" and deposited into the Checking account.
- j) As funds get accumulated into the Checking account, a periodic transfer to the Savings account will be performed based on a pre-defined limit decided by the Parish Council.
- k) The original income form has to be submitted to the Parish Office. The Treasurer and the Assistant Treasurer will keep photocopies.
- l) All photocopies will be numbered and submitted to the Priest after the fiscal year audit in January of each year, in the presence of the auditors, the President, the Treasurer and the Assistant Treasurer.
- m) All expenses will be recorded on "Expense Forms".
- n) Donations and returns are recorded using individual or collective "Donations Forms", respectively "Return Forms".
- o) All cash donations must be recorded and receipts must be issued for every individual donation.
- p) During the income tax season, official income tax receipts totaling all donations accumulated during the fiscal year will be issued for all nominal donations. Income tax receipts will be signed by the Treasurer and verified by the Board of Directors.
- q) All payments will be made by cheques with three authorized signatures; for security reasons no operations will be made by debit and credit cards. There will be no application made to the bank for debit and credit cards.

- r) The following members of the Parish Council are authorized to sign cheques and act as shareholders in the proportions listed below:
- I. Signature 1: Priest (60%)
 - II. Signature 2:
 - Primary: President of the Parish Council (10%)
 - Secondary: Vice-President of the Parish Council (10%)
 - III. Signature 3:
 - Primary: Treasurer (10%)
 - Secondary: Assistant Treasurer (10%)
- s) Web based access to the accounts is restricted to the Treasurer - for the purpose of operating the accounts - and the Priest - for verification purposes.
- t) Depositing funds into the accounts is restricted to the Treasurer and the Treasurer Assistant
- u) The Treasurer is responsible for creating and proposing the annual budget to the General Assembly.
- v) Unless there is an emergency situation - declared as such by the Priest or 2/3 of the Parish Council members - auditing must be done in January and July.
- w) Summary financial reports will be presented during each monthly Parish Council meeting.

Two members of the Parish Council will be on duty during every Church service or event, according to a predefined monthly schedule.

26. AMENDMENT OF BY- LAWS

The by-laws of the corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of a least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members called for the purpose of considering the said by-law, provided that the repeal or amendment has been approved by the Parish Assembly - according to the voting regulations described in the "Voting" section of this By-Laws - and such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.